**ARTICLES OF INCORPORATION OF**

**SEDONA BAILLIAGE,**

**CONFRÉRIE DE LA CHAÎNE DES RÔTISSEURS**

**An Arizona Nonprofit Corporation**

# The undersigned, acting as the incorporator of a nonprofit corporation under the

laws of the State of Arizona, hereby adopts the following Articles of Incorporation for such corporation:

# **ARTICLE I. NAME.**

The name of the corporation shall be **SEDONA BAILLIAGE, CONFRÉRIE DE LA CHAÎNE DES RÔTISSEURS.**

**ARTICLE II. CHARACTER OF AFFAIRS**.

The corporation is a nonprofit corporation, and is organized for the following purposes: (a) to promote, foster and encourage the culinary arts, and particularly the techniques of cooking by spit, rotisserie, barbecue, broiling and grilling; (b) to collect and disseminate information with respect to the preparation and serving of foods and the enjoyment, tasting and understanding of wines and distilled spirits; (c) to encourage educational institutions to teach all phases of the culinary arts, enology and viticulture; and (d) to do and perform any and all legal acts and things in furtherance of these objectives.

The specific purpose of this corporation is as a club organized for pleasure, recreation, and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder or member, as provided for under the provisions of Internal Revenue Code Section 501(c)(7).

Notwithstanding any of the above stated purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

# **ARTICLE III. MEMBERS.**

The corporation WILL have members.

**ARTICLE IV. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS.**

The known place of business of the corporation shall initially be located at 55 Cibola Drive, Sedona, Arizona 86336-3564.

**ARTICLE V. DIRECTORS.**

The business and affairs of this corporation shall be conducted by a Board of Directors, the size of which shall be as established from time to time as set forth in the corporation’s Bylaws. The names and business addresses of the initial members of the Board of Directors are:

Mr. Wes Schemmer

111 Vista Bonita Drive

Sedona, AZ 86336

Mr. Bruce K. Misamore

55 Cibola Drive

Sedona, AZ 86336

Mr. Emil Molin

P.O. Box 1385

Cornville, AZ 86325

Ms. Christina Hemingson

330 Apache Trail

Sedona, AZ 86336

Mr. Mercer Mohr

55 Sedona View Drive

Sedona, AZ 86336

Mr. Michael Schroeder

100 North Primrose Point

Sedona, AZ 86336

Mr. Scott Law

140 Creek Mesa Drive

Sedona, AZ 86336

Mr. Dean Pefanis

410 N. Page Springs Road

Cornville, AZ 86325

**ARTICLE VI. STATUTORY AGENT**

The initial statutory agent of the corporation is Bruce K. Misamore, 55 Cibola Drive, Sedona, Arizona 86336-3564.

**ARTICLE VII. INDEMNIFICATION**

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws.

**ARTICLE VIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION.**

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute any remaining assets of the corporation to the Confrérie de la Chaȋne des Rȏtisseurs, a New York nonprofit corporation (the “National Organization”), for use consistent with the National Organization’s tax-exempt purposes.

**ARTICLE IX. INCORPORATOR.**

The incorporator of the corporation is Bruce K. Misamore, 55 Cibola Drive, Sedona, AZ 86336-3564.

Dated: August 3, 2022

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Bruce K. Misamore, Incorporator