

ARTICLES OF INCORPORATION
OF
HAVASU COMMUNITY HEALTH FOUNDATION

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes §§ 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is the Havasu Community Health Foundation (the "Corporation").

ARTICLE II
Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of I.R.C. § 501(c)(3). The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
Character of Affairs

The immediate character of the Corporation shall be to offer health, wellness and disease prevention services.

ARTICLE IV
Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political

campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. § 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. §§ 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V Members

The Corporation shall have no members.

ARTICLE VI Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA which at the time of execution of these Articles is one (1). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Jeanie Morgan
2126 McCulloch Blvd., #7
Lake Havasu City, Arizona 86403

Kathy Chalmers
2126 McCulloch Blvd., #7
Lake Havasu City, Arizona 86403

Brenda Adkins
2126 McCulloch Blvd., #7

Lake Havasu City, Arizona 86403

ARTICLE VII
Incorporator

The name and address of the incorporator is:

Brenda Adkins

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended by vote of a majority of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE IX
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. §§ 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. § 509(a) shall be a recipient) or to one or more units or agencies of federal, state, or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE X
Statutory Agent

The name and street address of the statutory agent of the Corporation is:

Lawdock, Inc.
One Renaissance Square, Suite 300
Two North Central Avenue
Phoenix, Arizona 85004-2391

ARTICLE XI
Director Liability

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages

for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE XII
Indemnification

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

Dated Sept. 30, 2004

Brenda Adkins
Brenda Adkins, Incorporator