

AZ CORPORATION COMMISSION
FILED

02730398

APR 01 2009

FILE NO. 151163676

ARTICLES OF INCORPORATION**OF****TOWN OF SUPERIOR MUNICIPAL PROPERTY CORPORATION****(An Arizona Nonprofit Corporation)****ARTICLE I**

The name of the corporation shall be Town of Superior Municipal Property Corporation (hereinafter referred to as the "Corporation").

ARTICLE II

The Corporation shall have no members.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the state of Arizona, including, without limiting the generality of the foregoing, any civic or charitable purpose such as financing the cost of acquiring, constructing, reconstructing or improving a water system, buildings, equipment and other real and personal properties suitable for use by and for leasing or sale to the Town of Superior, Arizona, or its agencies or instrumentalities.

The Corporation shall be treated as an "affiliate of a governmental unit" as (A) it shall be a corporation (1) organized and operated exclusively for charitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder, director, officer or individual, no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and (2) not organized for profit but operated exclusively for the promotion of charitable, social and benevolent purposes, the membership of which is limited to persons in a particular municipality, and the net earnings of which are devoted exclusively to charitable purposes, and (B) it is an organization created by a governmental unit, the support of which is received principally from taxes, tolls, fines, government appropriations or fees collected pursuant to statutory authority, which is financially accountable to a governmental unit which exercises control over its expenditures and, if dissolved, the assets of which will (by reason of a provision in these Articles of Incorporation) be distributed to a governmental unit. The Corporation also shall be subject to financial audit by the Town of Superior, Arizona, at the discretion of the Town Council of the Town of Superior, Arizona.

ARTICLE IV

The character of business which the Corporation intends initially to conduct in the state of Arizona is to acquire, construct, reconstruct or improve a water system, buildings and other real and personal property suitable for leasing or sale to the Town of Superior, Arizona.

ARTICLE V

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE VI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of its assets by transferring such assets to the Town of Superior, Arizona, or its successor in interest.

ARTICLE VII

The street address of the known place of business of the Corporation is c/o Manager, 271 West Main Street, Superior, Arizona 85273-3409.

ARTICLE VIII

The name and address of the initial statutory agent of the Corporation is Melanie Oliver, 271 West Main Street, Superior, Arizona 85273-3409.

ARTICLE IX

The control and management of the business and affairs of the Corporation shall be vested in a Board of Directors constituted and qualified as specified in the bylaws of the Corporation, but said Board of Directors in any event shall consist of not less than three directors, all of whom shall be residents of the Town of Superior, Arizona. The directors shall be appointed by the Town Council of the Town of Superior, Arizona, and, unless the bylaws of the Corporation provide to the contrary, shall hold office for a period of three years or until their successors shall have been appointed and qualified. Any vacancy occurring in the Board of Directors shall also be filled by the Town Council of the Town of Superior, Arizona. The directors may be removed from office, with or without cause, by the Town Council of the Town of Superior, Arizona.

ARTICLE X

The number of directors constituting the initial Board of Directors shall be five. The names and addresses and initial terms of the persons serving as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>	<u>Term (Years)</u>
Michael O. Hing	Box 86 Superior, Arizona 85273	3
Gilbert Aguilar	204 Palo Verde Drive Superior, Arizona 85273	3
Robert S. Cervantes	209 O'Donnel Superior, Arizona 85273	2
Lynn C. Heglie	507 W. Main Street Superior, Arizona 85273	2
Olga D. Lopez	889 S. Stone Avenue Superior, Arizona 85273	2
Soyla Peralta	1155 S. South Avenue Superior, Arizona 85273	1
Jayne Valenzuela	204 W. Harrington Place Superior, Arizona 85273	1

ARTICLE XI

The name and address of the incorporator of the Corporation are Michael O. Hing, Box 86, Superior, Arizona 85273.

ARTICLE XII

The private property of the officers and directors of the Corporation shall be exempt from liability for its debts and obligations.

ARTICLE XIII

These Articles of Incorporation may at any time, and from time to time, be amended to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance, provided that the Board of Directors of the Corporation first shall file with the Town Council of the Town of Superior, Arizona an


application in writing seeking permission to amend these Articles of Incorporation, specifying in such application the amendment proposed to be made. The Town Council of the Town of Superior, Arizona shall consider such application and, if it finds and determines it is wise, expedient, necessary or advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendment, then the persons making such application shall proceed to amend these Articles of Incorporation in accordance with the provisions of Chapter 22, Title 10, Arizona Revised Statutes, as amended.

ARTICLE XIV

The bylaws of the Corporation may at any time, and from time to time, be amended to make any changes therein and add any provisions thereto which might have been included in the bylaws in the first instance, provided that the Board of Directors of the Corporation first shall file with the Town Council of the Town of Superior, Arizona an application in writing seeking permission to amend the bylaws, specifying in such application the amendment proposed to be made. The Town Council of the Town of Superior, Arizona shall consider such application and, if it finds and determines it is wise, expedient, necessary or advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendment, then the persons making such application shall proceed to amend the bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 30th day of March, 2009.



Michael O. Hing

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes effective this 27 day of March, 2009.



Melanie Oliver

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Town of Superior Municipal Property Corporation
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|---|
| 1. Full name and prior name(s) used. | 6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number. |
| 2. Full birth name. | |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|--|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number. |
| 3. State(s) in which the corporation: | |
| (a) Was incorporated. | |
| (b) Has transacted business. | |

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 3/30/09 BY _____ DATE _____

TITLE Michael O. Hing, Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____

TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

Greenberg Traurig

Transmittal Cover Sheet

From:
Kristy L. Hair

Tel:
602.445.8341

E-Mail:
HairK@gtlaw.com

To:	Fax No:	Phone No.:
Arizona Corporation Commission Attention: Corporate Filings	(602) 542-4100	

File No.: 118531.010100

Re: Town of Superior Municipal Property Corporation

Date: April 1, 2009

No. Pages: Including Cover Sheet 8

If you do not receive all pages properly, please call (602) 445-8196.

Notes: Attached for filing, on an expedited basis, are Articles of Incorporation for Town of Superior Municipal Property Corporation. Please call me at (602) 445-8341 with any questions. Thank you.

RECEIVED

APR 01 2009

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Also sent via: ☐ US Mail ☐ Overnight ☐ Messenger ☐ Email ☒ No Other

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2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016 Phone: 602.445.8100 Fax: 602.445.8100
PHX 327,485,657v1

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION COVER SHEET**

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARE YOU FILING: ☐ New Entity ☒ change to existing entity ☐ Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name: Town of Superior Municipal Property Corporation

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
<input type="checkbox"/> Articles of Domestication	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input type="checkbox"/> Articles of Incorporation (Profit)	<input type="checkbox"/> \$ 60.00	<input type="checkbox"/> \$ 95.00
<input checked="" type="checkbox"/> Articles of Incorporation (Non Profit)	<input type="checkbox"/> \$ 40.00	<input checked="" type="checkbox"/> \$ 75.00
<input type="checkbox"/> Articles of Organization (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input type="checkbox"/> Application for Authority (Business)	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application to Conduct Affairs (Non Profit)	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for New Authority	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for Registration	<input type="checkbox"/> \$150.00	<input type="checkbox"/> \$185.00
<input type="checkbox"/> Articles of Amendment	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Amendment & Restatement	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Correction	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Merger/Share Exchange	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input type="checkbox"/> Articles of Merger (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input type="checkbox"/> Affidavit of Publication	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 35.00
<input type="checkbox"/> CORPORATIONS - Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	<input type="checkbox"/> \$ 5.00 Each () Enter Quantity	<input type="checkbox"/> \$ 40.00 () (Enter Quantity)
<input type="checkbox"/> LLCs - Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	<input type="checkbox"/> \$ 10.00 Each () Enter Quantity	<input type="checkbox"/> \$ 45.00 () Enter Quantity
<input type="checkbox"/> Good Standing Certificate* *If Good Standing Certificates are for different entities the Expedite fee applies to each entity	<input type="checkbox"/> \$ 10.00 Each () Enter Quantity	<input type="checkbox"/> Expedite Fee () Enter Quantity
<input type="checkbox"/> Other:	<input type="checkbox"/> Regular Fee	<input type="checkbox"/> Expedite Fee

SELECT PAYMENT TYPE:

- ☐ Check
☒ M.O.D. Account
☐ Cash
☐ Credit Card - for in-person filings only
☐ No fee required

DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM

RECEIVED

Check # _____ Check Amount \$ _____
 MOD Acct # 1530 APR 01 2009 Mod Amount \$ 75.00
 Cash Amount \$ _____
 CC Amount \$ _____

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

SELECT ONE RETURN DELIVERY OPTION: ☐ Mail ☐ Pick Up ☒ Fax # **(602) 445-8656**

REQUIRED: Please list the person or company who will be picking up the completed documents.

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS)

Person or Company Name:
Kristy Hair, c/o Greenberg Traurig, LLP

Phone Number:
602-445-8341

Address:
2375 E. Camelback Road, Suite 700

City:
Phoenix

State:
Arizona

Zip:
85016

PICK-UP BY:

FOR ARIZONA CORPORATION COMMISSION USE ONLY

DATE:

View current process times at: www.azcc.gov/Divisions/Corporations

