

MAY 15 2009

ARTICLES OF INCORPORATION
OF
ZONA FOUNTAINS, INC.

FILE NO. -1526831-3

1. **Name.** The name of the corporation (hereinafter called "Corporation") shall be "Zona Fountains, Inc."

2. **Purpose.** The Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

3. **Initial Business.** The Corporation initially intends to conduct the business of sale and/or manufacturer of decorative fountains and related items.

4. **Authorized Capital.** The Corporation shall have the authority to issue 1,000,000 shares of common stock, without par value.

5. **Statutory Agent.** The name and address of the initial Statutory Agent of the Corporation is:

Rusing & Lopez, P.L.L.C.
6262 North Swan Road, Suite 200
Tucson, Arizona 85718

6. **Known Place of Business.** The known place of business of the Corporation shall be 1765 W. Prince Road, Tucson, Arizona 85705, but different and other offices and places for conducting business, both within and without the State of Arizona, may be established from time to time by the Board of Directors.

7. **Board of Directors.** The initial Board of Directors shall consist of one Director. The person to serve as Director until the first Annual Meeting of Shareholders or until his successor is elected and qualified is:

Timothy M. Belshe
543 W. Gascon Road
Queen Creek, Arizona 85243

8. **Incorporators.** The names and addresses of the incorporators of the Corporation are:

Timothy M. Belshe
543 W. Gascon Road
Queen Creek, Arizona 85243

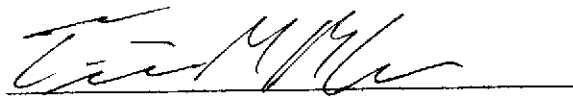
All powers, duties and responsibilities of the incorporators shall cease at the time of filing of these Articles of Incorporation with the Arizona Corporation Commission.

9. **Indemnification of Officers and Directors.** In accordance with the procedures stated in Arizona Revised Statutes ("A.R.S.") ' 10-851, as amended from time to time, the Corporation shall indemnify, to the fullest extent permitted by law, any person who incurs expenses by reason of the fact that he or she is or was an officer or director of the Corporation including, without limitation, legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered or levied in any threatened, pending, or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened against any of them for or on account of any action or omission alleged to have been committed in connection with such persons serving as an officer or director of the Corporation, including, without limitation, such arising from any claim by or in the right of the Corporation. The indemnification provided hereby is conditioned as to any person upon such person giving the Corporation prompt notice and the opportunity to defend any claim, action, suit or proceeding for which indemnification will be sought. Subject to the foregoing, this indemnification shall be mandatory in all circumstances in which indemnification is permitted by law. The directors and shareholders of the Corporation shall, upon request, make all determinations required by A.R.S. ' 10-851 to determine whether such indemnification is permissible. No director shall have any personal liability for money damages to the Corporation or its shareholders for any action taken or any failure to take any action, including but not limited to, a breach of fiduciary duty as a director, provided that this release of liability shall not apply to any of the following:

- a) The amount of a financial benefit received by a Director to which the Director is not entitled;
- b) An intentional infliction of harm on the Corporation or Shareholders;
- c) A violation of A.R.S. § 10-833; and
- d) An intentional violation of criminal law.

10. **Statutory References.** Any references in these Articles to the Arizona Revised Statutes shall refer to the statutes in effect as of the date hereof, and not any amendments thereto, unless the law would require that the amendment be applied to these Articles in order for them to remain in compliance with Arizona law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hands on
the 14 day of May, 2009.


Timothy M. Belshe, Incorporator

Rusing & Lopez, P.L.L.C., having been designated to act as statutory agent for Zona
Fountains, Inc., hereby consents to act in that capacity until removal or resignation is
submitted in accordance with Arizona Revised Statutes.

RUSING & LOPEZ, P.L.L.C.

By 
Pat P. Lopez III

IMAGING INSERT

DISCLOSURE

PAGE

NOT

RECEIVED

RUSING & LOPEZ, P.L.L.C.

ATTORNEYS AT LAW

6262 NORTH SWAN ROAD
SUITE 200
TUCSON, ARIZONA 85718

JEFFREY G. BAXTER
SEAN E. BREARCLIFFE
BRIAN M. GOLDBERG*
TODD M. HARDY**
CYNTHIA T. KUHN
OSCAR S. LIZARDI
PAT P. LOPEZ III
REBECCA K. O'BRIEN
MICHAEL J. RUSING
CATHERINE M. WOODS
CHRISTINE W. YOUNG**

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN CALIFORNIA

TELEPHONE (520) 792-4800
FACSIMILE (520) 529-4262

WRITER'S DIRECT LINE

(520) 529-4281

WRITER'S E-MAIL ADDRESS

ewebb@rusingandlopez.com

May 15, 2009

Delivery and Pick-up Via E-Z Messenger

Arizona Corporation Commission
400 West Congress, Suite 218
Tucson, Arizona 85701

Re: *Articles of Incorporation - Zona Fountains, Inc.*

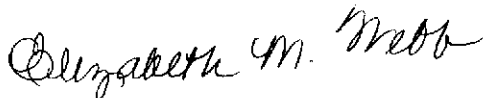
To Whom It May Concern:

Enclosed for filing are two originals of the Articles of Incorporation for Zona Fountains, Inc., along with our firm's check number 5608 in the amount of \$95.00 for the **expedited** filing fee. Please return a conformed original to our office.

Should you have any questions, please give me a call at 792-4800 x 121.

Thank you.

Very truly yours,



Elizabeth M. Webb
Executive Legal Assistant to
Pat P. Lopez

EMW
Enclosures

RECEIVED
MAY 15 2009
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

**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: ZONA FOUNTAINS, INC.

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 checked="" type="checkbox"/> Articles of Incorporation (Profit)	<input type="checkbox"/> \$ 60.00	<input checked="" type="checkbox"/> \$ 95.00
<input type="checkbox"/> Articles of Incorporation (Non Profit)	<input type="checkbox"/> \$ 40.00	<input 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* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$5.00 Each () (Enter Quantity)	<input type="checkbox"/> \$40.00 () (Enter Quantity)
<input type="checkbox"/> LLCs - Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Good Standing Certificate* <small>*If Good Standing Certificates are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Regular Fee	<input type="checkbox"/> Expedite Fee

SELECT PAYMENT TYPE:

DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

☒ Check Check # 5608

☐ M.O.D. Account MOD Acct # _____

☐ Cash

☐ Credit Card -- for in-person filings only

☐ No fee required

Check Amount \$ 95.00

Mod Amount \$ _____

Cash Amount \$ _____

CC Amount \$ _____

RECEIVED
MAY 15 2009
ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

SELECT ONE RETURN DELIVERY OPTION: ☐ Mail ☒ Pick Up ☐ Fax # ()

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: _____ Phone Number: _____

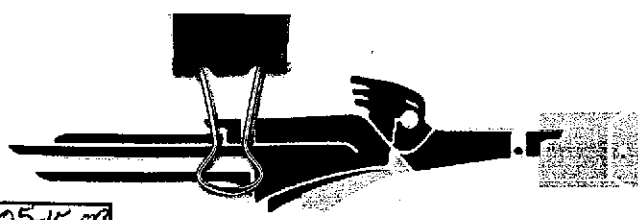
Delivery and pick-up to be performed by E-Z Messenger Service 520-623-8436

Address: _____

City: _____ State: _____ Zip: _____

PICK-UP BY: _____ **FOR ARIZONA CORPORATION COMMISSION USE ONLY** **DATE:** _____

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



HAWKINS AND E-Z MESSENGER

LEGAL - SUPPORT PROVIDERS, LLC

Date 05-15-09
Time

Tucson
(520) 623-8436

Phoenix
(602) 258-8081

Flagstaff
(928) 226-7221

Prescott
(928) 443-5440

Firm Name Rusing & Lopez, P.L.L.C.		Complete By (Date and Time) 05-29-09 05-15-09	<input type="checkbox"/> Special <input checked="" type="checkbox"/> Routine
Address 6262 North Swan Road, Suite 200		Statute Date	Hearing Date & Time
City, St, Zip Tucson, Arizona 85718		Attorney Name Pat P. Lopez III	Case Number
Phone# 792-4800	Fax# 529-4262	Secretary Name Elizabeth	Client File#
Court Name Arizona Corporation Commission		Court County	Dept/Div

Case Title
ZONA FOUNTAINS, INC.

DOCUMENTS:

Letter to ACC, ACC Submission Cover Sheet, R & L Check No. 5608, two originals of the Articles of Incorporation for Zona Fountains, Inc.

FILING:

<input checked="" type="checkbox"/> File	<input type="checkbox"/> Issue	<input checked="" type="checkbox"/> Conform/Return	<input type="checkbox"/> Serve	<input type="checkbox"/> Return
<input type="checkbox"/> Record	<input type="checkbox"/> Index/Research	<input type="checkbox"/> Copy	<input type="checkbox"/> Certify	
<input type="checkbox"/> Self Addressed, Stamped Envelopes. Attached. (Clerk will mail conformed copies)				
Judge's Name		Delivery to Judge? <input type="checkbox"/> -Yes <input type="checkbox"/> -No	Judge's Signature required? <input type="checkbox"/> -Yes <input type="checkbox"/> -No	
Appearance fee paid? <input type="checkbox"/> -Yes <input type="checkbox"/> -No if, yes, date paid _____			Advance Filing Fees? <input type="checkbox"/> -Yes <input type="checkbox"/> -No	

SERVICE OF PROCESS:

Name of Person or Entity to be Served	
Home Address	Work Name and Address
Home Phone	
Witness Fees <input type="checkbox"/> None <input type="checkbox"/> Attached <input type="checkbox"/> Please Advance \$	Work Phone

DELIVERY INSTRUCTIONS:

Pick-Up #1:	Deliver To #1: AZ CORP COMMISSION 400 W. Congress # 218 T/A 8570 MAY 15 2009 HELP, LLC
Pick-Up #2:	Deliver To #2:

Instructions: