



AZ CORPORATION COMMISSION
FILED

**ARTICLES OF INCORPORATION
OF**

OCT 28 2009

FLAGSTAFF CHURCH OF THE NAZARENE, INC.

FILE NO. 1561901-0

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, whose mailing addresses appear beneath their respective names, have this day associated themselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be FLAGSTAFF CHURCH OF THE NAZARENE, INC.

ARTICLE II

The known place of business of this corporation shall initially be 3505 E. Soliere Blvd. Flagstaff, AZ 86004 in Coconino County, but it may establish other principal places of business and offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

ARTICLE III

This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the promotion of social welfare, and specifically for the operation of a Church of the Nazarene which shall be its initial business.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the powers specified in Section 10-3302 of the Arizona Revised Statutes, as amended from time to time, and to do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501 (c) (3) or (4) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

ARTICLE IV

No primary or substantial part of the activities of the corporation shall be participation in or intervention in (including publishing or distributing of statements) any political campaign on behalf of or opposition to any candidate for public office.

ARTICLE V

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

ARTICLE VI

This corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the corporation shall be used to further the purposes and objects of the corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the corporation to directors or members as reasonable compensation for services rendered to the corporation.

ARTICLE VII

The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of these individuals shall be exempt from any corporate debts or liabilities. To the fullest extent that Arizona law permits and in accordance with and within the limits of Section 10-3202(B) of the Arizona Revised Statutes, (i) no member, director or person who serves on a board or council of the corporation in a voluntary capacity shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty and (ii) any director or person who serves on a board or council of the corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or failure to act resulting in damage or injury. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of members or directors, then the liability of a member or director of the corporation shall be eliminated or limited to the fullest extent that the Arizona Revised Statutes, as so amended, permit. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

ARTICLE VIII

The control and management of the affairs of the corporation shall be vested in a Board of Directors of not less than three persons. The names of those selected to serve as directors beginning with the incorporation of this corporation and until the second annual meeting of the corporation or until their successors shall be elected and qualify are:

Byron E. Schortinghouse/ President 3505 E Soliere, Flagstaff, AZ 86004

Clarence E Morgan, Director/ V. President 6900 Orangebox Rd, Flagstaff, AZ 86004

Robert Donald Miller, Director/ Treasurer 5015 E. Lenox Rd. Flagstaff, AZ 86004

James R. Johnson, Director 5500 Oak Ranch Rd Flagstaff, AZ 86004

Ronald E. Stump, Director 7609 Whitewood Way Flagstaff, AZ 86004

The Bylaws of the corporation shall prescribe the terms of office and manner of election of directors.

ARTICLE IX

This corporation shall have members as provided in the Bylaws of the corporation. The Bylaws of the corporation shall prescribe the qualifications of the members, their manner of selection, the classes of membership, if any, and the rights, duties and voting privileges of each class.

ARTICLE X

No person shall possess any property right in or to the property or assets of the corporation. Upon the dissolution of this corporation as provided in the Bylaws, all assts remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

ARTICLE XI

These Articles of Incorporation may be amended as provided in the Bylaws of the corporation. The Bylaws of this corporation shall be those procedures, rules and regulations as stated in the Manual of the Church of the Nazarene as it may be amended from time to time.

ARTICLE XII

The corporation shall indemnify each of the its past, present and future members, directors, officers, employees and agents, which includes un-paid or volunteer members of advisory boards and councils of the corporation, against all expenses they incur, including, but not limited to, legal fees, costs, judgments

and penalties, which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members or advisory boards or councils, or agents of the corporation. Whenever any person reports to the President of the corporation that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the corporation, members of the board of directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, shall determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board of Directors determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The corporation shall provide for indemnification in accordance with this Article XII and section 10-3850 et seq. of the Arizona Revised Statutes and to the fullest extent that Arizona law permits.

ARTICLE XIII

This corporation hereby appoints Jerry Steele of the Law Office of Jerry Steele located at 316 W. Ocotillo Rd. Phoenix, AZ 85013 as its initial statutory agent. All notices and processes, including service of a summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto signed our names this 19th day of October, 2009.

Byron Schortinghouse
Byron Schortinghouse, 3505 E. Soliere Blvd, Flagstaff, AZ 86004

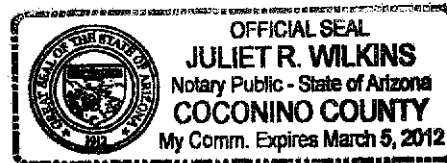
Clarence E Morgan
Clarence E Morgan, 6900 Orangebox Rd. Flagstaff, AZ 86004

Robert Donald Miller
Robert Donald Miller 5015 E Lenox Rd. Flagstaff, AZ 86004

James R. Johnson
James R. Johnson 5500 Oak Ranch Rd. Flagstaff, AZ 86004

Ronald E. Stump
Ronald E. Stump 7609 Whitewood Way Flagstaff, AZ 86004

STATE OF ARIZONA)
) ss.
County of Coconino)



On this , the 19th day of October, 2009, before me, the undersigned officer, personally appeared Byron Schortinghouse, Clarence E Morgan, Robert Donald Miller, James R. Johnson and Ronald E Stump , known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Juliet R. Wilkins
Notary Public

My Commission Expires:
March 5th, 2012

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 21st day of October, 2009.

Jerry Steele
Jerry Steele

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

FLAGSTAFF CHURCH OF THE NATARENE INC
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: <ol style="list-style-type: none">(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 <u>[Signature]</u> DATE <u>9-29-09</u>	BY <u>[Signature]</u> DATE <u>9-29-09</u>
TITLE <u>Incorporator</u>	TITLE <u>Incorporator</u>
BY <u>Quence E. Moyn</u> DATE <u>9-29-09</u>	BY <u>[Signature]</u> DATE <u>9-29-09</u>
TITLE <u>Incorporator</u>	TITLE <u>Incorporator</u>

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.

COPY

**ARTICLES OF INCORPORATION
OF
FLAGSTAFF CHURCH OF THE NAZARENE, INC.**

KNOW ALL MEN BY THESE PRESENTS:

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ARTICLE XI

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ARTICLE XII

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and penalties, which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members or advisory boards or councils, or agents of the corporation. Whenever any person reports to the President of the corporation that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the corporation, members of the board of directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, shall determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board of Directors determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The corporation shall provide for indemnification in accordance with this Article XII and section 10-3850 et seq. of the Arizona Revised Statutes and to the fullest extent that Arizona law permits.

ARTICLE XIII

This corporation hereby appoints Jerry Steele of the Law Office of Jerry Steele located at 316 W. Ocotillo Rd. Phoenix, AZ 85013 as its initial statutory agent. All notices and processes, including service of a summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto signed our names this 19th day of October, 2009.

Byron Schortinghouse
Byron Schortinghouse, 3505 E. Soliere Blvd, Flagstaff, AZ 86004

Clarence E Morgan
Clarence E Morgan, 6900 Orangebox Rd. Flagstaff, AZ 86004

Robert Donald Miller
Robert Donald Miller 5015 E Lenox Rd. Flagstaff, AZ 86004

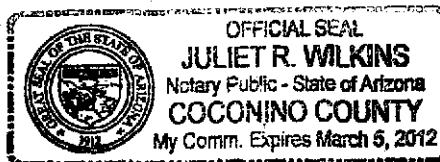
James R. Johnson
James R. Johnson 5500 Oak Ranch Rd. Flagstaff, AZ 86004

Ronald E. Stump
Ronald E. Stump 7609 Whitewood Way Flagstaff, AZ 86004

STATE OF ARIZONA)

County of Coconino)

) SS.



On this , the 19th day of October, 2009, before me, the undersigned officer, personally appeared Byron Schortinghouse, Clarence E Morgan, Robert Donald Miller, James R. Johnson and Ronald E Stump , known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Juliet R. Wilkins
Notary Public

My Commission Expires:

March 5th, 2012

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 27th day of October, 2009.

Jerry Steele
Jerry Steele

THE LAW OFFICE OF
JERRY STEELE

October 27, 2009

Arizona Corporation Commission
Incorporating Division
1300 W. Washington
Phoenix, AZ 85007-2996


Re: Flagstaff Church of the Nazarene, Inc.

Enclosed for filing are the executed Articles of Incorporation and Certificate of Disclosure for the above non-profit corporation. Also enclosed are two copies of the Articles and our check for \$75.00 to cover the expedited filing fee. After the Articles have been approved, please return one conformed copy to my attention at the following address:

Law Office of Jerry Steele
316 W. Ocotillo Rd.
Phoenix, AZ 85013.

Please indicate your receipt of the Articles today by date stamping the extra copy of the Articles and returning them to me at the above address in the provided self-addressed stamped envelope. If there are any questions or problems please contact me. Thank you for your cooperation and assistance.

Very truly yours


Jerry Steele

Enclosures: Original and 2 copies of Articles
Certificate of Disclosure
Self addressed stamped envelope

