

**AZ CORPORATION COMMISSION  
FILED**

AUG 31 2009

FILE NO. 1549172-2**ARTICLES OF INCORPORATION  
OF  
TRUESDELL HOLDING COMPANY  
Pursuant to A.R.S. § 10-202  
(An Arizona Business Corporation)**ARTICLE I - NAME

The name of the Corporation is: Truesdell Holding Company

ARTICLE II - INITIAL BUSINESS

The Corporation initially intends to conduct the business of owning securities and other investments and personal property.

ARTICLE III - AUTHORIZED CAPITAL

The Corporation shall have authority to issue 500,000 shares of voting Common Stock.

ARTICLE IV - KNOWN PLACE OF BUSINESS

The street address of the known place of business of the Corporation is: 1310 West 23<sup>rd</sup> Street, Tempe, Arizona 85282.

ARTICLE V - STATUTORY AGENT

The name and address of the statutory agent of the Corporation is: Kurt L. Clink, 1310 West 23<sup>rd</sup> Street, Tempe, Arizona 85282.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors shall consist of two directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualifies are:

Kurt L. Clink  
10994 East Cannon Drive  
Scottsdale, Arizona 85259

Edward J. VanDerWerf  
234 East Carver Road  
Tempe, Arizona 85282

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

Kurt L. Clink  
10994 East Cannon Drive

Scottsdale, Arizona 85259

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

ARTICLE VIII – INDEMNIFICATION OF OFFICERS,  
DIRECTORS, EMPLOYEES AND AGENTS

The Corporation shall indemnify 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 corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX – LIMITATION OF LIABILITY

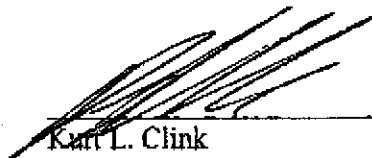
To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

Executed this 27 day of August, 2009 by all of the incorporators.

  
Kurt L. Clink

**Acceptance of Appointment by Statutory Agent**

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

  
Karl L. Clink

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION**

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

**PROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. §10.202.D**

**TRUESDELL HOLDING COMPANY**

**EXACT CORPORATE NAME**

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and person controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest 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, prior name(s) and aliases, if used            | 6. Social Security Number  |
| 2. Full birth name.   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 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 or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked or administratively or judicially dissolved by any state or jurisdiction?

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.                               | 3. State(s) in which the corporation.   |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated (b) Has transacted business.                                       |
|   | 4. Dates of corporate operation.  |
|   | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(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] BY \_\_\_\_\_

PRINT NAME Kurt I. Clink PRINT NAME \_\_\_\_\_

TITLE Incorporator and Director DATE 8/27/2009 TITLE \_\_\_\_\_ DATE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATOR: MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

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

CF 0022 - Business Corporations  
Rev. 2/98

308975.JRH.1-6207

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION**

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

**PROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. §10.202.D**

**TRUEDELL HOLDING COMPANY  
EXACT CORPORATE NAME**

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and person controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest 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, prior name(s) and aliases, if used.          | 6. Social Security Number   |
| 2. Full birth name   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case |
| 3. Present home address                                    |   |
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| 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 or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

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.                               | 3. State(s) in which the corporation:   |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated (b) Has transacted business  |
|   | 4. Dates of corporate operation   |
|   | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is December 31

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BY  BY \_\_\_\_\_

PRINT NAME Edward J. VanDerWerf PRINT NAME \_\_\_\_\_

TITLE Director DATE 8/27/2009 TITLE \_\_\_\_\_ DATE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

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CF 0022 - Business Corporations  
Rev. 2/98

309082, JRH, 1-6207

(520) 628-6559

## 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: TRUEDELL HOLDING COMPANY

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
<input type="checkbox"/> Articles of Domestication	\$100.00	\$135.00
<input checked="" type="checkbox"/> Articles of Incorporation (Profit)	\$ 60.00	\$ 95.00
<input type="checkbox"/> Articles of Incorporation (Non Profit)	\$ 40.00	\$ 75.00
<input type="checkbox"/> Articles of Organization (Limited Liability Company)	\$ 50.00	\$ 85.00
<input type="checkbox"/> Application For Authority (Business)	\$175.00	\$210.00
<input type="checkbox"/> Application to Conduct Affairs (Non Profit)	\$175.00	\$210.00
<input type="checkbox"/> Application for New Authority	\$175.00	\$210.00
<input type="checkbox"/> Application for Registration	\$150.00	\$185.00
<input type="checkbox"/> Articles of Amendment	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Amendment & Restatement	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Correction	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Merger/Share Exchange	\$100.00	\$135.00
<input type="checkbox"/> Articles of Merger (Limited Liability Company)	\$ 50.00	\$ 85.00
<input type="checkbox"/> Affidavit of Publication	\$ 0.00	\$ 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"/> \$45.00 ( ) (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

Check # \_\_\_\_\_  
 MOD Acct # \_\_\_\_\_

Check Amount \$ \_\_\_\_\_  
 Mod Amount \$ 95.00  
 Cash Amount \$ \_\_\_\_\_  
 CC Amount \$ \_\_\_\_\_

AUG 31 2009

ARIZONA CORP COMMISSION  
CORPORATIONS DIVISIONSELECT 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:

James R. Hienton -- Ridenour, Hienton &amp; Lewis, P.L.L.C.

Phone Number:

(602) 254-3668

Address:

201 N. Central Avenue, Suite 3300

City:

Phoenix

State:

Arizona

Zip:

85004

PICK UP BY:

FOR ARIZONA CORPORATION COMMISSION USE ONLY

DATE:

View current process times at: [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations)