



AZ CORPORATION COMMISSION ARTICLES OF INCORPORATION
FILED OF

FEB 23 2010

FILE NO. 19846599 OPEN STORIES FOUNDATION
An Arizona non-profit corporation

The undersigned, acting as incorporator of a corporation pursuant to Chapter 25 of Title 10, Arizona Revised Statutes, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is "Open Stories Foundation".

SECOND: The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the making of distributions, for such purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. The character of affairs which the corporation intends actually to conduct shall include producing and distributing downloadable podcasts that deal with religious and educational topics, along with a website for such distribution. The corporation may also produce publications and conduct presentations and symposiums for such educational purposes.

THIRD: The number of directors constituting the initial Board of Directors of the corporation is no less than one (1) and no more than five (5). The number of directors may be increased or decreased from time to time as determined by the Board of Directors. The name and address of the person who is to serve as the sole director until the first election of directors, or until his successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
John Dehlin	2754 N 920 E N. Logan, UT 84341

FOURTH: The name and street address of the initial statutory agent of the corporation are Ryan J. Millican, Esq., Gammage & Burnham, PLC, Two North Central Avenue, 18th Floor, Phoenix, Arizona 85004.

FIFTH: The street address of the known place of business for the corporation is 2 North Central Ave, 18th Floor, Phoenix, Arizona 85004.

SIXTH: The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
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John Dehlin

2754 N 920 E
N. Logan, UT 84341

SEVENTH: The corporation will not have members.

EIGHTH: A director or officer of the corporation is not personally liable to the corporation for monetary damages for any action taken or any failure to take any action, except liability for any of the following:

- (a) The amount of a financial benefit received by a director to which the director or officer is not entitled;
- (b) An intentional infliction of harm on the corporation;
- (c) A violation of Arizona Revised Statutes Section 10-3833; or
- (d) An intentional violation of criminal law.

Any repeal or modification of the foregoing paragraph does not adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission occurring prior to or at the time of such repeal or modification.

NINTH: To the full extent now or hereafter permitted by law, the corporation will indemnify and advance expenses of its officers and directors for liability, as defined in Section 10-3850 of the Arizona Revised Statutes, for any action taken, or any failure to take any action as an officer or director, except liability for any action or failure to take action set forth in Article Eighth for which an officer or director may be personally liable to the corporation.

TENTH: No part of the net earnings of the corporation will inure to the benefit of or be distributable to any director or officer of the corporation, or any other private person, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ELEVENTH: Upon dissolution, the assets of the corporation will be distributed to another organization (selected by the board of directors of the corporation) that is organized and operates for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. Any such assets not so disposed of will be disposed of by the Superior Court of Maricopa

County, Arizona, exclusively for such purposes or to such organization or organizations, as the Court determines, which are organized and operated exclusively for such purposes.

TWELFTH: The following restrictions apply during any period with respect to which the corporation is classified as a private foundation under federal income tax laws:

- (a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and
- (e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

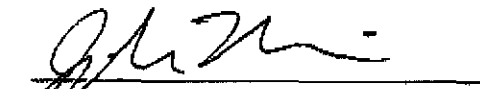
THIRTEENTH: The duration of the corporation is perpetual.

FOURTEENTH: The corporation will not practice or permit discrimination on the basis of race, color or creed.

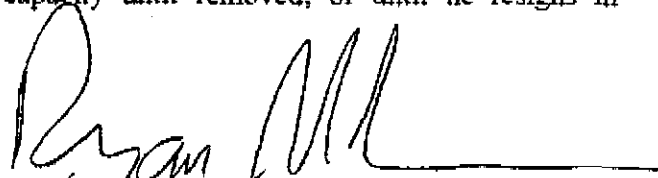
FIFTEENTH: Except for the initial officers designated in these Articles, the officers of the corporation will be elected in accordance with the Bylaws of the corporation. The following persons are the initial officers of the corporation:

John Dehlin -- President and Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of Open Stories Foundation as of this 27th day of January, 2010.


John Dehlin, Incorporator

The undersigned, having been designated to act as statutory agent of Open Stories Foundation, hereby consents to act in that capacity until removed, or until he resigns in accordance with the Arizona Revised Statutes.

A handwritten signature in black ink, appearing to read "Ryan Millecam", written over a horizontal line.

Ryan J. Millecam, Esq.

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

Open Stories Foundation
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. 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 in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution 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, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation. <ol style="list-style-type: none"> (a) Was incorporated (b) Has transacted business | |

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

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 11/27/2010 BY _____ DATE _____

TITLE: 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**