

MAR 07 2013

**ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF ANTI-WATCHTOWER ACTIVISTS (AAWA)**

In compliance with the requirements of A.R.S. Section 10-3202 et seq., as amended, the undersigned, being of eighteen years of age or more, has on this day voluntarily decided to form a not for profit corporation and does hereby certify:

**ARTICLE I
NAME**

The name of the corporation is The Association of Anti-Watchtower Activists (AAWA), hereinafter referred to as the "Corporation".

**ARTICLE II
KNOWN PLACE OF BUSINESS**

The initial known place of business of the Corporation is 5966 N. Moon Crest, Tucson, Arizona 85718.

**ARTICLE III
STATUTORY AGENT**

David A. McEvoy, Esq.
McEvoy, Daniels & Darcy, P.C.
4560 East Camp Lowell Drive
Tucson, Arizona 85712

**ARTICLE IV
GENERAL NATURE OF BUSINESS**

This Corporation does not contemplate pecuniary gain or profit. The purposes for which it is formed are:

- (1) To work together as a group in a positive and beneficial way to help people extricate themselves from a damaging belief system, namely Jehovah's Witnesses, to assist those who are struggling with the consequences of leaving, and to inform non-Witnesses so that these are fully aware of the religion's damaging elements before joining in the first place. In order to do this effectively, our efforts will be "religiously neutral," meaning that no religious or atheistic outlook will be promoted through AAWA's activities or resources. The undersigned agree that AAWA's purpose is **not** to redirect people to any kind of alternative religious or philosophical belief system, which could potentially be just as harmful; and
- (2) To have and exercise any and all powers, rights and privileges that a corporation organized under the nonprofit corporation law of the State of Arizona may legally exercise, both now and hereafter.

ARTICLE V
NO MEMBERS

The Corporation shall have no members.

ARTICLE VI
BOARD OF DIRECTORS

IDENTIFICATION OF DIRECTORS: The Corporation shall be managed by a Board of Directors who shall have the exclusive right of determining and transacting the affairs of the Corporation. Unless otherwise provided in the Bylaws, directors shall hold office until their successors are elected and appointed by the directors. The names and addresses of the persons who will serve as directors of the Corporation until the selection of their successors are:

Richard E. Kelly
5966 North Moon Crest Drive
Tucson, Arizona 85718-3445

John Cedars
5966 North Moon Crest Dr.
Tucson, AZ 85718

Barbara Anderson
1527 Normandy Rd.
Normandy, Tennessee 37360-3214

INDEMNIFICATION OF DIRECTORS: Any person who serves as a director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his/her official capacity, unless such damage or injury was caused by the willful and/or grossly negligent conduct of said person. Official capacity is considered as any decision, act or event undertaken by the corporation in furtherance of the purpose or purposes for which such organization was organized.

The liability of a director shall not in any way be eliminated for any of the following:

- (1) Any breach of the director's loyalty to the Corporation.
- (2) Acts or omissions which are not in good faith or which involved intentional misconduct or a willful violation of law.
- (3) Any transaction from which the director derived an improper personal benefit.

ARTICLE VII

OFFICERS

The affairs of the Corporation are to be conducted by such officers as are specified in the Bylaws and shall be elected by the Board of Directors as provided in the bylaws. The initial officers shall be as set forth in Article XII below.

ARTICLE VIII BYLAWS

The Board of Directors shall have the power and authority to enact Bylaws and amendments hereto that are not inconsistent with the provisions hereof.

ARTICLE IX DURATION

The Corporation shall commence on the date that the Arizona Corporation Commission files these Articles of Incorporation, and its duration shall be perpetual.

ARTICLE X AMENDMENTS

Any amendment to these Articles shall require the affirmative vote of a majority of the directors.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved by the affirmative vote of a majority of the directors. Upon dissolution of the Corporation, other than as the result of a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency or any nonprofit corporation, association, trust or other organization to be used for purposes similar to those for which this Corporation was created or for any other nonprofit purposes as may be permitted by applicable law.

ARTICLE XII INCORPORATORS AND INITIAL OFFICERS

The names and addresses of the incorporator and initial officers are as follows:

Incorporator: Richard E. Kelly
5966 North Moon Crest Drive
Tucson, Arizona 85718-3445

Officers: President: John Cedars

Vice President: Barbara Anderson

Secretary: Richard E. Kelly

Treasurer: Richard E. Kelly


IN WITNESS THEREOF, for the purpose of forming the corporation under the laws of the State of Arizona, I, the undersigned constituting the incorporator of this Corporation, have executed these Articles of Incorporation this 7th day of March, 2013.

Richard E Kelly
Richard E. Kelly, Incorporator

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

This instrument was acknowledged before me this 7th day of March, 2013, by Richard E. Kelly.

My Commission Expires Jan 28, 2014

 OFFICIAL SEAL
R. E. CANO
NOTARY PUBLIC-ARIZONA
PIMA COUNTY
My Comm. Exp. Jan. 28, 2014

The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.

David A. McEvoy
David A. McEvoy

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

The Association of Anti-Watchtower Activists (AAWA)

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ):Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Richard E. Kelly

Name

5966 North Moon Crest Drive

Address 1

Address 2

Tucson

AZ

85718-3445

City

United States

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Richard E. Kelly

Printed Name

3-7-13

Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)

Expedited processing - add \$35.00 to filing fee.

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.