

AZ CORPORATION COMMISSION
FILED

AUG 20 2015

FILE NO. 2027956-7

ARTICLES OF INCORPORATION
OF
MEMORY KEEPERS FOUNDATION
(An Arizona Non-Profit Corporation)

The undersigned Incorporators desire to form a nonprofit corporation (the "Corporation") under the Arizona Non-Profit Corporation Act (the "Act"), as codified at Title 10, Chapters 24-40 of the Arizona Revised Statutes, as amended, and hereby adopts the following Articles of Incorporation for the Corporation.

1. Name. The name of the Corporation shall be "Memory Keepers Foundation."
2. Purpose and Character of Affairs.

A. Purpose. The Corporation is organized as a non-profit corporation under the Act, and shall operate exclusively (i) for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future federal internal revenue law; (ii) to engage in activities relating to the aforementioned purposes; and (iii) to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

B. Initial Business. The Corporation initially intends to engage in charitable, educational, and scientific activities within the meaning of Section 501(c)(3) of the Code or the corresponding provisions of any future federal internal revenue law.

3. Powers. The Corporation shall have all powers conferred upon nonprofit corporations organized under the Act, and shall be authorized and empowered to engage in any lawful activity that is necessary, appropriate, or desirable to carry out, and in furtherance of, the Corporation's purposes as described in these Articles. The Corporation's powers and activities shall be construed in accordance with, and limited by, relevant provisions of Section 501(c)(3) of the Code or corresponding provision of any future federal internal revenue law; the Act, as presently constituted or hereafter amended; and these Articles, as presently constituted or hereafter amended.

4. Exempt Organization.

A. Exempt Status. The Corporation is intended to be exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or the corresponding provisions of any future federal internal revenue law.

B. Limitations. Notwithstanding any other provision of these Articles, the Corporation's powers and activities shall be limited in accordance with the following:

(1) Prohibited Transactions. The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax

AZ CORPORATION COMMISSION
FILED

AUG 26 2015

20279567
FILE NO. _____

under Section 501(c)(3) of the Code, or (b) by a corporation to which contributions are deductible for federal income tax purposes under Sections 170(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code or corresponding provision of any future federal internal revenue law.

(2) Net Earnings; Compensation. No part of the Corporation's net earnings or assets shall inure to the benefit of, or be distributable to, the Corporation's directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

(3) Legislative Activities. No part of the Corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

(4) Political Activities. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(5) Issuance of Stock; Dividends. The Corporation is organized not for pecuniary profit, and shall not have power or authority to issue shares of stock or to declare or pay dividends.

5. Private Foundation. The Corporation is organized and shall operate as a private foundation within the meaning of Section 509(a) of the Code or the corresponding provisions of future federal internal revenue law. Accordingly, the Corporation shall operate in accordance with all applicable restrictions required under the Code and/or the Act, including without limitation the following:

A. Distributions. The Corporation shall make distributions for each taxable year at such time and in such manner as required under Section 4942 of the Code or corresponding provision of future federal internal revenue law;

B. Self-Dealing. The Corporation shall not approve of, or engage in, any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of future federal internal revenue law;

C. Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of future federal internal revenue law;

D. Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or corresponding provision of future federal internal revenue law; and

E. Taxable Expenditures. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provision of future federal internal revenue law.

6. Members. The Corporation shall not have members.

7. Board of Directors. Management of the Corporation shall be vested in a Board of Directors. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are:

Tammy Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

Colton Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

The initial directors shall serve until the first election of directors and their successors are appointed and qualified.

8. Dissolution and Liquidation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, either dispose of all its assets exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code, or distribute the assets to such organizations as shall then qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not disposed of by the directors shall be disposed of by a court of competent jurisdiction of the county in which the principal place of the Corporation is then located exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code or to organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

9. Liability of Directors and Officers. To the full extent now or in the future permitted by law, any and all personal liability of a current or former director to the Corporation for damages, monetary or otherwise, for breach of any duty as a director, including without limitation, fiduciary duty, is eliminated. The private property of the Corporation's directors and officers shall be exempt from all corporate debts.

10. Indemnification. The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a director, officer, 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, in all circumstances in which, and to the full extent that, such indemnification is permitted and provided for by the laws of the State of Arizona as then in effect.

11. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except liability for 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 the shareholders; (c) a violation of section 10-833 of the Arizona Revised Statutes or any successor statute; or (d) an intentional violation of criminal law. The limitation of liability provided herein shall continue after a director has ceased to occupy such position as to acts or omissions occurring during such director's term or terms of office, and no amendment or repeal of this Article 11 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

12. Known Place of Business. The street address of the known place of business of the Corporation shall be:

2172 E. Calle de Arcos
Tempe, AZ 85284

13. Statutory Agent. The name and address of the Corporation's initial statutory agent is:

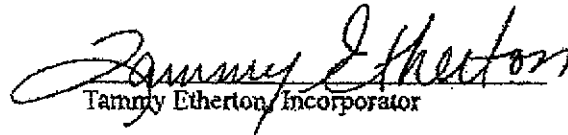
Mark Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

14. Incorporators. The names and addresses of the Corporation's incorporators are:

Tammy Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

Colton Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

EXECUTED this 14 day of August, 2015.


Tammy Etherton, Incorporator

Colton Etherton, Incorporator

11. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except liability for 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 the shareholders; (c) a violation of section 10-833 of the Arizona Revised Statutes or any successor statute; or (d) an intentional violation of criminal law. The limitation of liability provided herein shall continue after a director has ceased to occupy such position as to acts or omissions occurring during such director's term or terms of office, and no amendment or repeal of this Article 11 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

12. Known Place of Business. The street address of the known place of business of the Corporation shall be:

2172 E. Calle de Arcos
Tempe, AZ 85284

13. Statutory Agent. The name and address of the Corporation's initial statutory agent is:

Mark Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

14. Incorporators. The names and addresses of the Corporation's incorporators are:

Tammy Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

Colton Etherton
2172 E. Calle de Arcos
Tempe, AZ 85284

EXECUTED this 14 day of August, 2015.

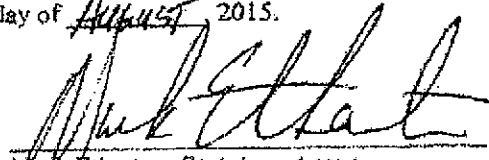
Tammy Etherton, Incorporator

CE

Colton Etherton, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts his appointment as statutory agent of the above-named Corporation effective this 14 day of August 2015.


Mark Etherton, Statutory Agent

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i*

1. **ENTITY NAME** - give the exact name of the corporation in Arizona:

Memory Keepers Foundation

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?	☐ Yes	☒ 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?	☐ Yes	☒ 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?	☐ Yes	☒ 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 Certificate of Disclosure Felony/Judgment Attachment 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 Incorporator Attachment 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.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C0031:

By typing or entering my name and 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

Tammy Etherton

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.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C0031:

By typing or entering my name and 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

Colton Etherton

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

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.

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 Incorporator Attachment 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.

Name _____
Address 1 _____
Address 2 _____
City _____ State _____ Zip _____
Country _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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 Tammy Etherton
Printed Name Tammy Etherton Date 8-26-15

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 typing or entering my name and 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 Colton Etherton 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

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.

C003-001
Rev 2010

Arizona Corporation Commission - Corporations Division
Page 2 of 2