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Public Notice

AFFIDAVIT OF
for Arizona Corpor

COPPER BASIN NEWS
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STATE OF ARIZONA
COUNTY OF GILA

ARTICLES OF INCORPORATION OF MHA FOUNDATION File No. 1995647-5 The undersigned, acting as incorporators of a nonprofit corporation under the Arizona Nonprofit Corporation Act (ANCA), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation. ARTICLE I NAME The name of the corporation is "MHA Foundation." The Foundation shall hereafter be referred to as the "Foundation." ARTICLE II PURPOSE AND CHARACTER OF AFFAIRS The Foundation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of I.R.C. 501(c)(3). These purposes shall include, but are not limited to, promoting rural healthcare and education for members of the Run Country communities through programs, activities, grants or other payments to qualified organizations in these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law. ARTICLE III ACTIVITIES AND RESTRICTIONS Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Foundation to any private individual or officer or director of the Foundation. Section 2. No part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless such activity is permitted without jeopardizing the Foundation's exemption under I.R.C. 501(c)(3). The Foundation shall neither participate in nor intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements. Section 3. No part of the net earnings or net income of the Foundation shall inure to the benefit of any private individual or officer or director of the Foundation, provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Foundation. Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from federal income tax under I.R.C. 501(c)(3) or by a Foundation contributions to which are deductible under I.R.C. Section 170(c)(2). Section 5. The income of the Foundation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. 4942 and the Foundation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. 4941(d), 4943(c), and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. 4944, or make any underinvestment which would give rise to a penalty excise tax under I.R.C. Chapter 42. ARTICLE IV MEMBERS This Foundation shall have no members. ARTICLE V BOARD OF DIRECTORS Section 1. The affairs of the Foundation shall be managed by its Board of Directors which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws. Section 2. The number of directors constituting the initial Board of Directors shall be eight (8). The names and addresses of the initial directors are: Kenny Evans 308 E. Aero Drive Payson, Arizona 85541 Gary Cordell 308 E. Aero Drive Payson, Arizona 85541 Richard Johnson 308 E. Aero Drive Payson, Arizona 85541 Richard Stockwell 308 E. Aero Drive Payson, Arizona 85541 John Naughton 308 E. Aero Drive Payson, Arizona 85541 Paul Beles 308 E. Aero Drive Payson, Arizona 85541 Dr. Alan Michels 308 E. Aero Drive Payson, Arizona 85541 Su Cornell 308 E. Aero Drive Payson, Arizona 85541. ARTICLE VI INCORPORATORS The names and addresses of the incorporators are: Kenny Evans 308 E. Aero Drive Payson, Arizona 85541 Richard Johnson 308 E. Aero Drive Payson, Arizona 85541. ARTICLE VII AMENDMENT These Articles of Incorporation may be amended by the directors of the Foundation by vote of a seventy-five percent super-majority (75%) of the Board, provided that no amendment shall substantially change the original purposes of the Foundation. ARTICLE VIII DISSOLUTION In the event of the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all of the assets of the Foundation exclusively to one or more organizations then described in I.R.C. 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Foundation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Foundation is then located. ARTICLE IX PRINCIPAL OFFICE, REGISTERED OFFICE, REGISTERED AGENT The mailing and street address of the principal office is 308 East Aero Drive Payson, Arizona 85541. The mailing and street address of the registered office is 849 N. 3rd Avenue Phoenix, Arizona 85003 and the registered agent at such address is CLG Services LLC. ARTICLE X DIRECTOR LIABILITY To the fullest extent permitted by the ANCA, as the same exist or may be hereafter amended, no director of the Foundation shall be liable to the Foundation 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 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 failure to act of a director of the Foundation occurring prior to such repeal, amendment or modification. ARTICLE XI INDEMNIFICATION The Foundation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858 inclusive of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Foundation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Foundation, provided, however, that the Foundation's obligation of indemnification shall be conditioned upon its receipt of prompt, written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Foundation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA. DATED March 30, 2015 INCORPORATORS /s/ Kenny Evans /s/ Richard Johnson CONSENT OF STATUTORY AGENT OF MHA FOUNDATION The undersigned, having been named in the Articles of Incorporation of MHA Foundation as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment. DATED April 1, 2015 CLG Services LLC /s/ Ellis M. Carter By Ellis M. Carter its Manager

CBN Legal 5/13/15, 5/20/15, 5/27/15

I, Annette Barajas, am a representative of the above newspaper and am authorized to make this affidavit of publication. Under oath, I state that the following is true and correct:

The Copper Basin News is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes § 10-140.34 & 39-201.A & B.

The notice will be/has been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
 5/13/15, 5/20/15, 5/27/15

THE NAME OF THE CORPORATION: MHA FOUNDATION

CORPORATE FILE NUMBER: 1995647-5

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED SIGNATURE:

Annette Barajas
 Title: REPRESENTATIVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THE

13th DAY OF May, 2015

Gayle Ann Carnes
 NOTARY SIGNATURE



RECEIVED

OCT 30 2015

ARIZONA CORP. COMMISSION
 CORPORATIONS DIVISION