

JUL 12 2016

FILE NO. 08718894

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Women's Foundation of Southern Arizona
2. **A.C.C. FILE NUMBER:** 08718894
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. **DATE OF ADOPTION** – date on which the restated Articles were adopted: June 8, 2016
4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 or 4.2 (not both) and follow instructions:
 - 4.1 ☐ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.
 - 4.2 ☒ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.
5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:
 - ☒ Approved by members.
 - ☐ Approved by other person(s) as required by the Articles of Incorporation.
6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: 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

Allison M. Vaillancourt

Printed Name

7/12/16
Date (mm/dd/yyyy)

REQUIRED – check only one:

<input checked="" type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (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.

**RESTATED ARTICLES OF INCORPORATION
OF
WOMEN'S FOUNDATION OF SOUTHERN ARIZONA
an Arizona non-profit corporation**

The undersigned, for the purpose of restating its Articles of Incorporation under the laws of the State of Arizona, do hereby adopt the following Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: **Women's Foundation of Southern Arizona** (hereinafter the "Corporation").

**ARTICLE II
PURPOSE**

This Corporation is organized as a non-profit corporation under the laws of the State of Arizona and shall be operated as a qualified exempt organization exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). All terms and provisions of these Articles of Incorporation shall be construed, applied and carried out in accordance with the charitable, religious, educational and scientific purposes of the Corporation.

**ARTICLE III
CHARACTER OF AFFAIRS**

In furtherance of the purposes set forth in Article II, the general character and nature of the affairs shall be charitable, religious, educational and/or scientific activities aimed to achieve social, political and economic change that empowers women and girls.

**ARTICLE IV
NON-PROFIT RESTRICTIONS**

The Corporation is not organized and shall not be operated for pecuniary gain or private benefit.

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as is otherwise provided in Section 501(h) of the Code.

The Corporation shall not participate in, or intervene in (including the publication 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 of Incorporation, the Corporation shall 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 Code (or the corresponding provisions of any future United States Internal Revenue Laws); or (b) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE V

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after payment or making provision for the payment of all the liabilities of the Corporation, distribute and dispose of all of the property then held by the Corporation to such organizations organized and operated exclusively for charitable, educational, religious, scientific purposes as shall then be qualified under Section 501(c)(3) of the Code, as the Board of Trustees shall determine.

Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI

LIABILITY AND INDEMNIFICATION

The personal liability of any director (or Trustee) of the Corporation or other person for monetary damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent allowed by the laws of the State of Arizona.

The Corporation shall indemnify, to the maximum extent from time to time permitted by the laws of the State of Arizona, any person who incurs liability or expense by reason of such person acting as an incorporator, director, trustee, officer, employee, or agent of the Corporation. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law. This power of indemnification under the laws of the State of Arizona shall not be denied or limited by the Bylaws.

The Corporation shall have the right to purchase and maintain insurance on behalf of any person who is or was a director, trustee, or officer of the Corporation, or was serving at the

request of the Corporation as a director, trustee, or officer, against any liability asserted against the director, trustee, or officer and incurred by the director, trustee or officer in any such capacity or arising out of the director's, trustee's or officer's status as such, whether or not the Corporation would have had the power to indemnify the director, trustee or officer against such liability under this Article.

ARTICLE VII

BOARD OF DIRECTORS/TRUSTEES

The affairs of the Corporation shall be managed by its Board of Directors (referred to herein as "Trustees"). The number of Trustees, their terms and the manner of their election shall be as provided in the Bylaws, provided that there shall not be less than eleven (11) Trustees.

The initial Board of Trustees shall consist of 22 Trustees. The names and addresses of the persons who shall serve as initial Trustees until their successors are elected and qualified are:

Names:	Allison M. Vaillancourt
	Kali Sanders
	Rence Richard
	Stephanie Bowers
	Gabriela Cervantes
	Deborah Dale
	Deborah Daun
	Heather DeVera
	Louise Glasser
	Emily Herrell
	Lynn Jonen
	Margie Lannon
	Caitlin McCormick
	Kim Paskal
	Ana Perez-Arrieta
	John Smith
	Evan S. K. Sullivan
	Kasey Urquidez
	Roxanne Veliz
	Michelle Watkins
	Jeff Wilkinson
	Margaret Zheng

Address:	2250 E. Broadway Blvd.
	Tucson, Arizona 85719

ARTICLE VIII
KNOWN PLACE OF BUSINESS

The street address of the known place of business of the Corporation is: 2250 E. Broadway Blvd., Tucson, Arizona 85719. The Corporation may establish other offices and conduct its activities at any other place or places, either within or without the State of Arizona, as the Board of Trustees designates.

ARTICLE IX
STATUTORY AGENT

The name and address of the statutory agent of the Corporation is Dawne Bell, whose address is 2250 E. Broadway Blvd., Tucson, AZ 85719.

ARTICLE X
INITIAL INCORPORATORS

The names and addresses of the initial incorporators were:


Maureen Vosburgh
3610 N. Prince Village Place
Tucson, AZ 85717

Donna Grant
6601 E. Grant Road
Tucson, AZ 85715

ARTICLE XI
MEMBERS

The Corporation shall not have members, as that term is defined in A.R.S. § 10-3140.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Trustees has executed these Restated Articles of Incorporation on this 8th day of June, 2016.


Allison M. Vaillancourt
Chair of the Board of Trustees

ACCEPTANCE BY STATUTORY AGENT

Dawne Bell, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: June 8, 2016


Dawne Bell, CEO