

Document Type: **Articles of Incorporation - Nonprofit**

Document Fee: **\$40.00**

Entity Name: **PRINCE OF PEACE ROMAN CATHOLIC PARISH SUN CITY WEST**

Additional Fee: **\$0.00**

Entity Information

Entity Name: Prince of Peace Roman Catholic Parish Sun City West

Entity Email Address:

Effective Date: 04/14/2021

Effective Time: 01:11PM

Character of Business: Other Religious, Charitable, and Educational

Character of Business Sub Code:



The Corporation is a unit owner's association or a planned community association subject to title 33 of the Arizona Revised Statutes.

Member Statement



The Corporation will have members.



The Corporation WILL NOT have members.

Statutory Agent Information

Name

Attention

Address

Email

DENNIS M NAUGHTON

400 E MONROE ST , PHOENIX, AZ, 85004, USA dnaughton@dphx.org

Attention

Mailing Address

400 E MONROE ST PHOENIX, AZ, 85004, USA

Known Place of Business

Attention

Address

14818 W. Deer Valley Dr., SUN CITY WEST, AZ, 85375, USA

Principal Information

Title

Name

Attention

Address

Email

Date Taking
Office

Director

Rev. David Ostler

14818 W. Deer Valley Dr., SUN
CITY WEST, AZ 85375, USA

Director

Bishop Thomas J
Olmsted

400 E. Monroe St., PHOENIX, AZ
85004, USA

Director

Rev. Fredrick J
Adamson

400 E. Monroe St., PHOENIX, AZ
85004, USA

Incorporator Information

Name

Attention

Address

Email

Phone Number

Dennis M Naughton

400 E. Monroe St., PHOENIX, AZ 85004,

USA

Certificate of Disclosure**FELONY/JUDGEMENT QUESTIONS:**

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

Convicted of felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?

- ☐ Yes
☒ No

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 five year period immediately preceding the signing of this certificate?

- ☐ Yes
☒ No

Subject to an injunction, judgement, decree or permanent order of any state or federal court entered within the five 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 law 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

BANKRUPTCY QUESTION:

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

- ☐ Yes
☒ No

Uploaded Attachments

The eCorp system will take the information you've entered and create the Certificate of Disclosure and the Articles. Do you want to use the eCorp Articles as your official document submitted for filing?

- i. If Yes, the system should generate the Certificate of Disclosure and the articles.
- ii. If No the system should require the documents to upload (Articles of Incorporation as PDF)

- ☐ Yes ☒ No

The eCorp system will create only the Certificate of Disclosure. You may upload your own official Articles of Incorporation as a **.pdf file**. NOTE – if your document is missing any required information or does not match the information you've entered, the document will be rejected and you will have the opportunity to correct it at no additional cost.

File Name

Prince of Peace - Art. of Incorporation - Consent of Statutory Agent.pdf

Signature

By typing/entering my name, I intend to affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona law. I certify that the information on the electronic document is true, complete, and accurate as of the date the electronic filing is submitted.

☒ I Agree

Name

Dennis M Naughton

Title

Incorporator

ARTICLES OF INCORPORATION

OF

PRINCE OF PEACE ROMAN CATHOLIC PARISH SUN CITY WEST

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 PRINCE OF PEACE ROMAN CATHOLIC PARISH SUN CITY WEST (the "Corporation").

ARTICLE II. Purpose and Character of Affairs. The Corporation is organized and shall be operated exclusively for charitable, educational, religious and literary purposes within the meaning of I.R.C. Section 501(c)(3). These purposes shall include, but are not limited to, operating as a parish of the Roman Catholic Church of the Diocese of Phoenix, managing the temporal affairs of the parish, and serving the spiritual and temporal needs of people in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church, including all applicable provisions of Canon Law of the Roman Catholic Church. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other 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. Except as otherwise provided in these Articles, the Corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Arizona, as amended from time to time.

ARTICLE III. Activities and Restrictions.

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual including any parishioner, officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation 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 Corporation shall inure to the benefit of any private individual including any parishioner, officer or director of the Corporation; 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 Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a Corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

ARTICLE IV. Members. The Corporation shall have no members.

ARTICLE V. Board of Directors.

Section 1. The affairs of the Corporation 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, method of election, and voting rights of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Rev. David Ostler
14818 W. Deer Valley Dr.
Sun City West, AZ 85375

Bishop Thomas J. Olmsted
400 E. Monroe St.
Phoenix, AZ 85004

Rev. Fredrick J. Adamson, V.G., Moderator of the Curia
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE VI. Incorporators. The names and addresses of the incorporators are:

Dennis M. Naughton
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE VII. Amendment. These Articles of Incorporation may be amended by the directors of the corporation by vote of two thirds of the number of those directors in office at the time that the amendment is adopted who have the authority under the bylaws to vote, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII. Indemnification. To the fullest extent permitted by the ANCA as the same exists or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, 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 foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law, and shall include the indemnitee's spouse if such spouse incurs expenses or liabilities by reason of the fact he or she is or was married to an officer, director, employee or agent of the Corporation or to someone who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX. Director Liability. To the fullest extent permitted by the ANCA as the same exists or may be hereafter amended, no director of the Corporation shall be liable to the Corporation 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 Corporation occurring prior to such repeal, amendment or modification.

ARTICLE X. Dissolution. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then qualifying as tax exempt organizations under I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient), and then organized and operated exclusively for charitable, educational or religious purposes consistent with the Roman Catholic Church, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed, in accordance with all applicable provisions of Canon Law of the Roman Catholic Church, to the Roman Catholic Church of the Diocese of Phoenix.

ARTICLE XI. Principal Office and Statutory Agent.

Section 1. The mailing and street address of the principal office of the Corporation is: 14818 W. Deer Valley Dr., Sun City West, AZ 85375.

Section 2. The name and street address of the statutory agent of the Corporation is:

Dennis M. Naughton
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE XI. Nondiscrimination. The Corporation has a racially nondiscriminatory policy and does not discriminate on the basis of race, color or national or ethnic origin.

DATED: 4/14/2021



Dennis M. Naughton, Incorporator

CONSENT OF STATUTORY AGENT
OF
PRINCE OF PEACE ROMAN CATHOLIC PARISH SUN CITY WEST

The undersigned, having been named in the Articles of Incorporation of PRINCE OF PEACE ROMAN CATHOLIC PARISH SUN CITY WEST as its agent for service of process for the State of Arizona, hereby confirms that he has been notified of the appointment and that he accepts the appointment.

DATED: 4/14/2021


Dennis M. Naughton