

AZ CORPORATION COMMISSION
FILED

FEB 08 2009



FILE NO. 1503420-0

ARTICLES OF INCORPORATION
(Pursuant to A.R.S. §10-3202)

THE ARIZONA DISABLED SCUBA DIVERS FOUNDATION, INC.
An Arizona Non-Profit Corporation

1. **Name.** The name of the Corporation is "The Arizona Disabled Scuba Divers Foundation, Inc."

2. **Purpose.** The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. **Character of Affairs.** The Corporation will engage in charitable, educational, and scientific work to provide charitable and educational assistance relating to scuba diving and marine studies to persons having injuries, physical and/or mental disabilities, or any handicap.

4. No part of the net earnings 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 in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(e) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

5. Upon 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, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, education, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors 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. In the event that no such organization is available to receive such assets, then the assets of the Corporation shall be distributed to the federal government, or to a state or local government, for a public purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. **Board of Directors.** The initial Board of Directors shall consist of four directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Board of Directors or until successors are elected and qualify are:

Gary Meyer
107 East Broadway Road
Tempe, Arizona 85282

Dawn Callahan
c/o 107 East Broadway Road
Tempe, Arizona 85282

Melissa Brubaker
107 East Broadway Road
Tempe, Arizona 85282

Blake Gunn
c/o 107 East Broadway Road
Tempe, Arizona 85282

The number of persons required to serve on the Board of directors after formation of the Corporation shall be determined by the Bylaws of the Corporation.

8. **Known Place of Business.** The street address of the known place of business of the Corporation is: 107 East Broadway Road, Tempe, Arizona 85282.

9. **Statutory Agent.** The name and street address of the statutory agent is:

Gary Meyer
107 East Broadway Road
Tempe, Arizona 85282

10. **Incorporation.** The name and street address of the incorporator is:

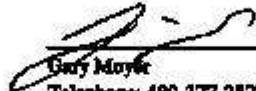
Gary Meyer
107 East Broadway Road
Tempe, Arizona 85282

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. **Discrimination.** This Corporation will not practice or permit discrimination on the basis of sex, race, national origin, physical handicap, or disability.

12. **Members.** The Corporation will not have members.


EXECUTED this 2nd day of February 2009 by the Incorporator.



Gary Meyer
Telephone: 480-377-2822
Fax: 480-377-2844

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as Statutory Agent of the above-named Corporation effective as of the 2nd day of February 2009.



Gary Meyer
Telephone: 480-377-2822
Fax: 480-377-2844

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

The Arizona Disabled Santa Organs
EXACT CORPORATE NAME *Foundation Inc.*

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or embezzlement in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been 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 execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and its or their number.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including title and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE Jan 23, 2009 BY [Signature] DATE 1/24/09
 TITLE President TITLE Director

BY Dawn Calhoun DATE 1/23/09 BY [Signature] DATE 1-22-09
 TITLE Director of Public Relation TITLE Treasurer

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF 8881 - Non-Profit
Rev. 02/08/08

Arizona Corporation Commission
Corporations Division