

**MARICOPA FRIENDS OF THE ARTS, INC.
ARTICLES OF INCORPORATION**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law, do hereby certify:

ARTICLE 1. NAME

The name of the organization shall be Maricopa Friends of the Arts, Inc., also known as MFOTA, Inc.

ARTICLE 2. STATUS

The period of duration of the organization is perpetual.

ARTICLE 3. CHARACTER OF AFFAIRS

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a nonprofit corporation may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

The mission of the organization shall be to act as patrons of the arts by fostering, promoting, and financially supporting art forms in the City of Maricopa and surrounding areas. MFOTA recognizes the quality-of-life benefits that art can provide and will facilitate artistic experiences at meetings to further promote the arts.

ARTICLE 4. PLACE OF BUSINESS

The place in this state where the principal office of the corporation is to be located in the City of Maricopa, Pinal County, Arizona. The initial place of business for the corporation will be 21347 W. Sunset Dr., Maricopa, Arizona, 85139.

ARTICLE 5. LIMITED LIABILITY

- #1. The personal liability of the director to the corporation for monetary damages or breach of fiduciary duty as a director is eliminated to the fullest extent permitted by applicable law.
- #2. The private property of the incorporators, directors, officers, members, and donors of this corporation shall be forever exempt from liability for corporate debts and obligations whatsoever.
- #3. Neither this provision nor any other provision in these Articles shall eliminate or limit the liability of a director for any of the following:
 - (a) Any breach of the director's duty of loyalty to the corporation or its members
 - (b) Acts of omission which are not in good faith, or which involve intentional misconduct or a knowing violation of law.
 - (c) A violation of A.R.S. §10-1026 (shares of stock and dividends prohibited).
 - (d) Any transaction from which the director derived an improper personal benefit.
 - (e) A violation of A.R.S. §10-1097 (director) (conflicts of interest).

ARTICLE 6. COMPENSATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 3 above.

- #1. 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 or in opposition to any candidate for public office.
- #2. 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 Internal Revenue Code, or the section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The board of Directors may employ such agents, employees, attorneys, consultants as in its opinion shall be necessary to conduct business, and no director shall be responsible for the misconduct of any such person. No director, nor his/her successor shall be responsible for the misconduct, fraud, or negligence of another director.

ARTICLE 7. STATUTORY AGENT

The initial Statutory Agent is Susan Cameron, 21347 N. Sunset Drive, Maricopa, AZ, 85139. The Board may, at their option, revoke such appointment and shall have the power to fill such vacancy.

ARTICLE 8. FISCAL YEAR

The fiscal year of the organization shall be the calendar year.

ARTICLE 9. INDEMNIFICATION

The corporation may, by majority vote of its directors, indemnify any and all of its directors, officers, former directors, and former officers against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against such person for action or omissions alleged to have been committed while acting within the scope of his/her duties as director or officer, pursuant to Arizona Revised Statutes. This Article is not intended to impose a limitation or requirement upon the Board of Directors.

ARTICLE 10. DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such matter, or to such organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal

office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage, in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

ARTICLE 11. BOARD OF DIRECTORS

The initial Board of directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until their successors are elected and qualified are:

- Susan Cameron, 21347. N. Sunset Drive, Maricopa, AZ 85139
- Colin Brent, 21347. N. Sunset Drive, Maricopa, AZ 85139
- Peggy Chapados, 21347. N. Sunset Drive, Maricopa, AZ 85139
- Chrystal Allen-O'Jon, 21347. N. Sunset Drive, Maricopa, AZ 85139
- Brenda Singleton, 21347. N. Sunset Drive, Maricopa, AZ 85139

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

Any two (2) offices may be consolidated and may be held by one and the same person. where the duties of such offices are not inconsistent, except for the office of President.

A duly appointed committee of the Board shall annually determine the meeting date at which officers are elected, and such date shall precede the Maricopa Friends of the Arts annual meeting. Installation of officers shall take place following the election meeting.

ARTICLE 12. AMENDMENTS

These Articles of Incorporation may be amended from time to time only by a majority vote of the duly elected members of the Board, either in person or by proxy, in accordance with procedures set forth in the Bylaws, at a duly convened meeting called for that purpose, if a quorum is present and notice is given as specified in the Bylaws.

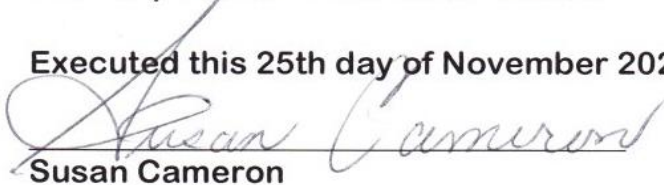
ARTICLE 13. DISCRIMINATION

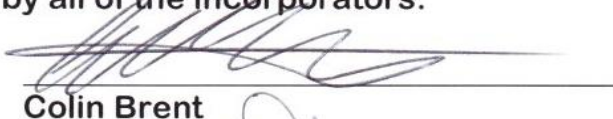
The corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap, or disability.

ARTICLE XIV - MEMBERSHIP


The corporation will have members.

Executed this 25th day of November 2023 by all of the incorporators.


Susan Cameron


Colin Brent


Peggy Chapados


Chrystal Allen-O'Jon


Brenda Singleton