

Articles of Incorporation  
Of  
Sonoran Art Foundation Inc.  
An Arizona Non-profit Corporation

I.

The name of the non-corporation (hereinafter called "Corporation") shall be Sonoran Art Foundation Inc.

II.

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 502 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Code of 1986, as amended.

III.

The character of affairs the Corporation initially intends to conduct consists of fostering the practice and appreciation of art, aesthetics, and observation through several visual art forms with special emphasis on glass art. The means of fulfilling this purpose includes, but are not limited to, offering classes and other educational opportunities to the community, sponsoring exhibitions and designing other appropriate activities.

IV.

No part of the net earning of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of the purpose 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 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

V.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt

organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Laws) as the Board of Directions shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the country 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.

VI.

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

VII.

There shall be no less than three (3) directors. The Initial board of directors shall consist of (5) five directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualify are:

Thomas Philabaum	711 S. 6 <sup>th</sup> Ave.	Tucson	AZ	85701
David Klein	711 S. 6 <sup>th</sup> Ave.	Tucson	AZ	85701
Kevin Osborn	267 S. Stone	Tucson	AZ	85701
Michael Joplin	3330 Via Golondrina	Tucson	AZ	85716
Jason Metcalfe	5301 E. Grant Road	Tucson	AZ	85712

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

VIII.

The street address of the known place of business of the Corporation is:

Sonoran Art Foundation Inc.  
711 S. 6<sup>th</sup> Ave.  
Tucson, AZ 85701

IX.

The name and address of the statutory agent is:

David Klein  
437 S. 5<sup>th</sup> Ave.  
Tucson, AZ 85701

X.

The names and addresses of the incorporators are:

Thomas Philabaum	711 S. 6 <sup>th</sup> Ave.	Tucson	AZ	85701
David Klein	711 S. 6 <sup>th</sup> Ave.	Tucson	AZ	85701
Kevin Osborn	267 S. Stone	Tucson	AZ	85701

X.

The names and addresses of the incorporators are:  
Tomas Philabaum 711 S. 6<sup>th</sup> Ave. Tucson AZ 85701  
David Klein 711 S. 6<sup>th</sup> Ave. Tucson AZ 85701  
Kevin Osborn 267 S. Stone Tucson AZ 85701

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

XI.


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

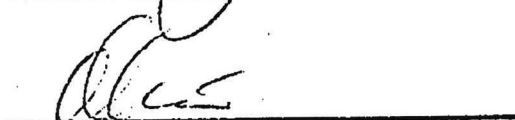
XII.


The corporation will not have members.

EXECUTED this 25 day of September, 2001 by all of the incorporators.

Signed:

  
Thomas Philabaum

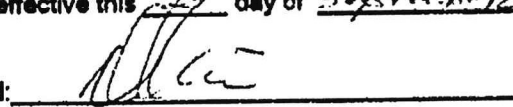
  
David Klein

  
Kevin Osborn

**Acceptance of Appointment By Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the Sonoran Art Foundation, Inc. effective this 29 day of September, 2001.

Signed:

  
David Klein