

ARTICLES OF INCORPORATION

OF

LIFELONG LEARNING AT PEBBLECREEK, INC.

These Articles of Incorporation confirm, state and establish an Arizona nonprofit corporation with the character of affairs and for the purposes set forth below. This Corporation succeeds the unincorporated association with the name of "LifeLong Learning at PebbleCreek".

ARTICLE I.

NAME

The name of the nonprofit Corporation is: LIFELONG LEARNING AT PEBBLECREEK, INC.

ARTICLE II.

DURATION

The Corporation shall have an indefinite term of existence, continuing unless and until dissolved by agreement of the members.

ARTICLE III.

CHARACTER OF AFFAIRS, PURPOSES AND POWERS

Section 3.1 Character of Affairs and Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

- (a) Provide educational opportunities for members, guests and the community of PebbleCreek, Goodyear, Arizona, in adult education in a wide variety of topics and subjects, as determined by the Board of Directors; and
- (b) Provide educational opportunities including seminars, classes, presentations, lectures, special events and group trips to local and regional points of educational, historical, economic, religious, and social interest.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the officers of the Corporation shall have and may exercise all of the powers now or hereafter conferred upon officers of nonprofit corporations organized under the laws of Arizona and may do everything necessary or convenient for the accomplishment of any of the Corporation's purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions on Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the Corporation's assets on dissolution of the Corporation or otherwise.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate 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.

(c) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Internal Revenue Code for exclusively public purposes. The organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the Board of Directors.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by an association or entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Corporation shall not engage in any act of “self-dealing,” as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Corporation shall not retain any “excess business holdings,” as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Corporation shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV.

OFFICES

The street and mailing address of the principal office and the Arizona known place of business of the Corporation is 3645 Clubhouse Drive, Goodyear, Arizona 85395.

ARTICLE V.

STATUTORY AGENT

The name and physical street address of the Statutory Agent, an individual, is: Cathy Lindstrom, 15390 West Pinchot Court, Goodyear, Arizona 85395.

ARTICLE VI.

MEMBERS

The Corporation shall have voting members. Members shall be residents of the community of PebbleCreek, in Goodyear, Arizona who are identified as members on the membership roster of the Corporation. The Corporation shall have no capital stock.

ARTICLE VII.

INCORPORATORS

The names and addresses of the initial incorporators are:

| | |
|-----------------|---|
| Michael Kramer | 3308 North 163rd Drive Goodyear, Arizona 85395 United States of America |
| Cathy Lindstrom | 15390 West Pinchot Court Goodyear, Arizona 85395 United States of America |
| Emily Grotta | 16511 West Monte Vista Road Goodyear, AZ 85395 United States of America |

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.

ARTICLE VIII.

BOARD OF DIRECTORS

Section 8.1 General. The management of the affairs of the Corporation shall be vested in Board of Directors, except as otherwise provided in the Bylaws of the Corporation. The number of directors, their qualifications, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.

Section 8.2 Liability of Members and Officers. No member or officer shall be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as an officer or director on the Board of Directors, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or to its members for monetary damages for the following: (a) any breach of the director's duty of loyalty to the Corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the

director directly or indirectly derived an improper personal benefit. The power of indemnification under Arizona Revised Statutes shall not be denied or limited by the bylaws of the Corporation.

Section 8.3 Board of Directors. The initial Board of Directors under these Articles of Incorporation shall consist of three (3) directors. The number, qualifications, terms of office, manner of their election or appointment and composition of the Board of Directors shall be as further specified in the Bylaws. The names and business addresses of persons who are to serve as initial directors until the first organizational or annual meeting of the Board of Directors, or until their successors are elected and qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Cathy Lindstrom | 15390 West Pinchot Court Goodyear, AZ 85395 United States of America |
| Emily Grotta | 16511 West Monte Vista Road Goodyear, AZ 85395 United States of America |
| Michael Kramer | 3308 North 163 rd Drive Goodyear, AZ 85395 United States of America |

Section 8.4 Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify each of its directors and officers, against expenses incurred by them, including legal fees incurred by, and claims, judgments and penalties rendered or levied against, each such person in any legal actions brought against each such person for acts or omissions alleged to have been committed by such person while acting within the scope of such persons authority as a director or officer of this Corporation, or exercising the powers of the Board.

ARTICLE IX.

BYLAWS

The Bylaws of the Corporation shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The Bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the Corporation or any other individual any

proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE X.

AMENDMENTS

The Board of Directors shall have the power and authority at any time and from time to time to amend these Articles of Incorporation by the vote of at least a majority of the directors then in office. In addition, these Articles of Incorporation may be amended in any other respect at any time and from time to time upon recommendation by the Board of Directors upon vote by at least a majority of the voting members. A vote may be made either in a meeting called for that purpose, or upon vote by email response from such directors and/or members.

ARTICLE XI.


NO DISCRIMINATION

The Corporation shall not practice or permit discrimination on the basis of gender, age, race, national origin, religion, sexual preference or orientation, or physical handicap or disability.

**EXECUTION OF ARTICLES OF INCORPORATION
BY INCORPORATORS, SIGNING AS INDIVIDUALS**

Executed this 21st day of June, 2018, by the Incorporators.

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


 CATHY LINDSTROM
 Date: 6/21/2018

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


 MICHAEL KRAMER

Date: 21 June 2018

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



EMILY GROTTA
Date: 6/21/18

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as the statutory agent of the above-named Corporation, effective this 21st day of June, 2018.



CATHY LINDSTROM
Statutory Agent

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

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

LIFELONG LEARNING AT PEBBLECREEK, INC.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

CATHY LINDSTROM

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Signature

CATHY LINDSTROM

Printed Name

06/21/2018

Date

REQUIRED – check only one:

- | | |
|---|---|
| <input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|---|---|

Filing Fee: none (regular processing)
Expedited processing – not applicable.
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.

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

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

LIFELONG LEARNING AT PEBBLECREEK, INC.

2. FELONY/JUDGMENT QUESTIONS :

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

| | | | |
|------------|---|------------------------------|--|
| 2.1 | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2.2 | 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 signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2.3 | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-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 laws 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2.4 | If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004. | | |

3. BANKRUPTCY QUESTION:

| | | | |
|------------|--|------------------------------|--|
| 3.1 | Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 3.2 | If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005. | | |

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

| SIGNATURE REQUIREMENTS: | |
|------------------------------------|--|
| Initial Certificate of Disclosure: | This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084. |
| Foreign corporations: | This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors. |
| Credit Unions and Loan Companies: | This Certificate must be signed by any 2 officers or directors. |


MICHAEL KRAMER

| | | |
|--------------------------------|---------------|--------------|
| Name 3308 NORTH 163rd DRIVE | | |
| Address 1 | | |
| Address 2 GOODYEAR | State AZ | Zip 85395 |
| City Country | UNITED STATES | |

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT



Signature

MICHAEL KRAMER 06/21/2018

Printed Name Date

REQUIRED – check only one:

- Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- Officer** – I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** – I am a Director of the credit union or loan company submitting this Certificate.


CATHY LINDSTROM

| | | |
|----------------------------------|---------------|--------------|
| Name 15390 WEST PINCHOT COURT | | |
| Address 1 | | |
| Address 2 GOODYEAR | State AZ | Zip 85395 |
| City Country | UNITED STATES | |

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT



Signature

CATHY LINDSTROM 06/21/2018

Printed Name Date

REQUIRED – check only one:

- Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- Officer** – I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** – I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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

INCORPORATOR ATTACHMENT

1. ENTITY NAME as listed on the Articles of Incorporation:

LIFELONG LEARNING AT PEBBLECREEK, INC.

2. INCORPORATORS - List the **name and address**, and provide the **signature**, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.

EMILY GROTTA

Name
 16511 WEST MONTE VISTA ROAD
 Address 1


Address 2 (optional)
 GOODYEAR AZ 85395
 City State Zip
 UNITED STATES

Country

SIGNATURE: see Instructions C010i or C011i:

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


 Signature
 EMILY GROTTA 06/21/2018
 Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a **limited liability company**, and its name is:

Name
 Address 1
 Address 2 (optional)
 City State Zip

Country

SIGNATURE: see Instructions C010i or C011i:

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

Signature
 Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a **limited liability company**, and its name is: