

ARTICLES OF INCORPORATION
OF
FRIENDS OF YAVAPAI COUNTY ARES/RACES, INC

We, the undersigned persons, have this day associated ourselves together for the purposes of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

FRIENDS OF YAVAPAI COUNTY ARES/RACES, INC

ARTICLE II

The names and addresses of the incorporators are:

RANDY SKRYPEK, 1835 W Desert Willow Dr, Cottonwood, AZ, 86326

TOM CLOONAN, 1165 S Verde Santa Fe Pkwy, Cornville, AZ 86325

ARTICLE III

The date of the commencement of this corporation shall be the date of the filing of its Articles with the Corporation Commission of the State of Arizona and it shall endure perpetually.

ARTICLE IV

The principal place at which the office of the Corporation is to be located and its business transacted is 1835 W Desert Willow Dr, Cottonwood, AZ, 86326; however, the Governing Board may designate other places either within or without the State of Arizona where other offices may be established and maintained and all corporate business transacted.

ARTICLE V

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

The specific and primary purpose for which this Corporation is formed is charitable, and it shall concern itself with emergency radio communications, communications infrastructure, training and education. The Corporation is a solution-oriented volunteer group which works in partnership with Yavapai County ARES/RACES to assist in tasks it does not have the county-wide infrastructure or funds to accomplish on its own.

The corporation will have members.

ARTICLE VI

Said Corporation is organized exclusively to establish a nonprofit corporation for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE VII

The Corporation may (1) take hold by, gift, devise, bequest, purchase, option, lease or otherwise, either absolutely or in trust, any real or personal property, license or permit, or other items necessary to carry out the purposes of the organization and (2) make contracts as principal or agent and otherwise do all things necessary or incidental to the objects of the corporation to the same extent as natural persons might or could do. 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 V.

The Corporation is prohibited from taking a stand or issuing statements on any public issue which is not directly related to its Statement of Purpose as outlined in the Corporation's Bylaws, Article 2. The corporation is prohibited from participating in 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 1954, (or the corresponding provision of a future United States Internal revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VIII

Upon dissolution of the Corporation, assets shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed for public use consistent with the Statement of Purpose of the Corporation, as shall be determined by the Board of Directors. Any assets not so disposed of shall be disposed of for public use consistent with the Statement of Purpose of the Corporation, by the Superior Court of Yavapai County, Arizona or to an organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

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

ARTICLE X

Thomas J Cloonan, 1165 S. Verde Santa Fe, Cornville, AZ 86325, who has been a bona fide continuous resident of the State of Arizona for more than two (2) years last past, is hereby appointed the lawful Statutory Agent of this corporation.

ARTICLE XI

In addition to Arizona Revised Statutes provisions, a special meeting may be called in accordance with any provision in the Bylaws approved and adopted by the Board.

The right of member to vote may be limited, enlarged or denied to the extent provided in the Bylaws if such provision is approved and adopted by a majority of the Officers at a reasonable time prior to any specific vote.

ARTICLE XII

There shall be no less than three (3) Officers/Directors. The names and addresses of the persons who are to serve as in these positions until the first annual meeting of Directors or until their successors are elected and qualified are:

Randy T Skrypek 1835 W Desert Willow Dr, Cottonwood, AZ, 86326

Thomas J Cloonan 1165 S Verde Santa Fe Pkwy, Cornville, AZ 86325

Douglas A. Jarmuth 37825 S Camino Blanco Rd, Wickenburg, AZ 85390

IN WITNESS THEREOF, we have hereunto set our hands to this 23rd day of May 2019.

Randy T Skrypek, Incorporator

Thomas J Cloonan, Incorporator