

**ARTICLES OF INCORPORATION OF
SUN CITY PRIDES, INC.
(As Amended February 17, 2015)**

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the members of Sun City PRIDES, Inc., have this day amended our Articles of Incorporation under and pursuant to the laws of the State of Arizona and for that purpose have adopted these amended Articles of Incorporation.

ARTICLE 1

The name of this Corporation is Sun City PRIDES, Inc.

ARTICLE II

The principal place of business is Sun City, Maricopa County, Arizona.

ARTICLE III

The purpose for which this Corporation is organized is the transaction of any and all business for which a non-profit corporation may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

Said Corporation is organized for and is to be operated exclusively for purposes that are beneficial to the public interest.

- (a) This Corporation is organized for charitable and educational purposes, to provide volunteer public service, to maintain public works, to lessen the burdens of government and to combat community deterioration.
- (b) One of the Corporation's objectives is to provide volunteer labor and material, if requested, to maintain public grounds.
- (c) The Corporation will conduct programs to educate residents of Sun City, Maricopa County, Arizona, regarding the prevention of littering and the proper care of public streets, medians, rights-of-way and also private property within the community of Sun City.
- (d) With its volunteer work force, the Corporation will provide maintenance of public streets, medians, rights-of-way, storm and drainage ways and the automated

irrigation systems. The volunteer work force will trim and fertilize trees and plantings on public streets and rights-of-way thus reducing the cost of maintenance to Maricopa County and lessening the cost of government.

(e) The Corporation shall have the following powers only for the purposes of carrying out the objectives of subparagraphs (a), (b), (c), and (d) hereof.

(1) To receive donations, contributions, devises, or bequests of money and property and to distribute, invest, expend and use the same.

(2) To enter into agreements with persons, firms or corporations which shall be deemed advisable, necessary or advantageous to accomplish the purposes of this Corporation as above stated and to do and transact any and all business permitted to be done under the laws of the State of Arizona consistent with such primary purposes.

ARTICLE V

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 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 IV. The preceding shall not prevent the Corporation from expressing its appreciation of its members' efforts through such events as a "Thank You" luncheon. The Corporation shall not (a) participate in or attempt to influence legislation, (b) support in any manner any political issues or candidates or their campaigns. Additionally the Corporation shall only take those actions as are permissible for a qualified 501 (c)(3)-IRS Code entity.

ARTICLE VI

The assets and property of the Corporation are irrevocably dedicated to charitable purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the Corporation, transfer such to other 501 (c)(3) organizations which are irrevocably dedicated to charitable purposes as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of Maricopa County to other 501 (c)(3) corporations with similar purposes.

ARTICLE VII

The annual meeting shall be held within Sun City, Maricopa County, Arizona, at a time and place as fixed by the Bylaws.

ARTICLE VIII

The Corporation shall issue no stock representing ownership of Sun City PRIDES, Inc. This prohibition shall not prevent the Corporation from owning stock as an investment which is issued by other companies. Such investment by Sun City PRIDES, Inc. is entirely permissible. Members of the Corporation shall consist of those who become members in the manner provided in the Bylaws. Each member shall be entitled to one vote as set forth in the Bylaws. Membership shall not be transferable.

ARTICLE IX

The Corporation's existence shall be perpetual, until such time as the members vote to terminate its existence and these articles shall continue as they are now until and unless amended by the members.

ARTICLE X

The affairs of the Corporation shall be conducted by a Board of Directors of not less than seven (7), nor more than eleven (11) directors and such officers as the Board of Directors shall from time to time elect or appoint. The Directors shall be elected by the members at the annual meeting at a time and place and in a manner provided in the Bylaws.

ARTICLE XI

The Board of Directors shall have the authority to adopt and amend Bylaws for the governing of the Corporation, to fill vacancies in its own membership and in the offices of the Corporation, and to grant to the Executive Committee any and all powers of the Board of Directors which it may lawfully delegate.

ARTICLE XII

The private property of the members, directors and officers of this Corporation shall be forever exempt from its corporate debts and obligations.

ARTICLE XIII

The Corporation shall not at any time have total debt or liability in excess of \$25,000.

ARTICLE XIV

The Articles of Incorporation of this Corporation may be amended at any time at a meeting of the members called for that purpose by the affirmative vote of the majority of the members of the Corporation present at that meeting. Notice of proposed amendments shall be given to the members by publishing the date, time and place of the meeting and the proposed amendments in a newspaper of general circulation in Sun City, Maricopa County, Arizona, not less than twenty (20) days prior to the date of the meeting.

ARTICLE XV

Leah Cross, whose address is 13222 North Lakeforest Drive, Sun City, Arizona 85351 and who has been a bona fide resident of Sun City, Maricopa County, Arizona, for more than three (3) years, is hereby appointed and designated Statutory Agent of the Corporation and Leah Cross has agreed to act in that capacity until removed or resigned.

March 2015