

# Articles of Incorporation Of Senior Village At SaddleBrooke, Inc.

**Known By All Present:**

That we the undersigned have this day associated ourselves together for the purpose of forming a non-profit, tax exempt corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

## ARTICLE I

**NAME:** The name of the corporation shall be Senior Village At SaddleBrooke, Inc.

## ARTICLE II

**PURPOSE:** The purpose for which the non-profit, tax exempt corporation is organized is to conduct any lawful transaction under the laws of the State of Arizona and to provide education, information, and services to residents of SaddleBrooke and SaddleBrooke Ranch to assist them in maintaining their independence and quality of life at home.

## ARTICLE III

**CHARACTER OF AFFAIRS:** The character of affairs of the corporation will be, without limiting the generality of the foregoing and to the extent authorized by the Board but also subject to any limitations set forth in the Bylaws, to perform such acts and transact such business in connection with the foregoing objects and purposes to promote the social welfare of the community as may be necessary, required, or appropriate, and to transact any and all lawful business for which nonprofit corporations are authorized under the laws of the State of Arizona.

The business property, and affairs of the corporation shall be managed, controlled by a Board of Directors. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided; however that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any violation of Arizona Revised Statutes 10-2326; (d) any transaction from which the director derived an improper personal benefit; or (e) any violation of Arizona Revised Statutes 10-2550.

Any person who serves as a director or who serves on the board or any council in an advisory capacity to this nonprofit corporation or any council of the nonprofit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person.

## ARTICLE IV

**GENERAL:** This corporation shall not have or issue shares of stock. No dividend may be paid and no part of the income or profit of this corporation may be distributed to its directors, or officers. The corporation may pay compensation in a reasonable amount to its directors, or officers for services rendered.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its 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 II.

No substantial part of the activities of the corporation shall be 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 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 by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or any future corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE V**

**DISSOLUTION:** 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, dispose of all its assets exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code

#### **ARTICLE VI**

**INDEMNIFICATION:** The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws. To the fullest extent permitted by law, the Corporation shall indemnify each of its committee members, directors, and officers; against expenses incurred by them, including legal fees incurred by them, including legal fees incurred by, and 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 person's authority as a committee member, director, or officer of this Corporation, or exercising the powers of the Board.

Also former committee members, directors, and board members shall have the same indemnity as stated in this Article.

#### **ARTICLE VII**

**BOARD OF DIRECTORS:** There shall be no less than (3) Directors or no more than (7) 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 qualified are:

Richard Fleming, 38443 S. Bellrock Ct., Tucson, AZ. 85739  
Gary Hammond, 37473 S. Stoney Cliff Dr., Tucson, AZ. 85739  
Steven Shear, 66027 E. Catalina Hills Dr., Tucson, AZ. 85739

#### **ARTICLE VIII**

**RECORDS:** The records for the corporation shall be kept at its place of business at:  
37473 S. Stoney Cliff Dr., Tucson, AZ., 85739

#### **ARTICLE IX**

**STATUTORY AGENT:** The name and address of the initial statutory agent of the corporation is:  
Gary Hammond, 37473 S. Stoney Cliff Dr., Tucson, AZ. 85739; 520-825-0746.

#### **ARTICLE X**

**INCORPORATORS:** The name and address of the incorporators are:  
Richard Fleming, 38443 S. Bellrock Ct., Tucson, AZ. 85739  
Gary Hammond, 37473 S. Stoney Cliff Dr., Tucson, AZ 85739

#### **ARTICLE XI**

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

**ARTICLE XII**

**MEMBERS:** The corporation will not have members.

Executed this 5 day of November, 2015 by all the incorporators.

Signed: \_\_\_\_\_

Name: Richard Fleming

Gary Hammond

Phone: \_\_\_\_\_

\_\_\_\_\_

Fax: \_\_\_\_\_

\_\_\_\_\_

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 5 day of November, 2015.

Signed: \_\_\_\_\_

Name: Gary Hammond