

ARTICLES OF INCORPORATION
OF THE SEDONA-OAK CREEK UNIFIED SCHOOL DISTRICT
EDUCATIONAL FOUNDATION, INC.
(Arizona Non-Profit Corporation)

1. **Name:** The Name of the Corporation is Sedona-Oak Creek Unified School District Educational Foundation, Inc.
2. **Purpose:** The purpose for which the corporation is organized is to operate as a non-profit public educational benefit corporation, solely and exclusively for charitable, educational and scientific purposes, in support of the primary and secondary education of students attending the Sedona-Oak Creek Unified School District No. 9 and the educational programs provided by the school district. The corporation shall operate exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.
3. **Character of Affairs:** The character of affairs of the corporation will be to support creative, innovative, and continuous academic, student, and staff development programs, research and evaluation projects, and scholarship programs. The corporation shall encourage private gifts, trusts, and bequests for the benefit of the Sedona-Oak Creek Unified School District No. 9 educational programs; shall be the primary vehicle for enlisting fundraising from the private sector; shall secure financial support to nourish campus programs and strengthen the steady growth in private giving to the Sedona-Oak Creek Unified School District No. 9; and shall operate educational programs consistent with Arizona law under the auspices of the Sedona-Oak Creek Unified School District No. 9 Governing Board.
4. **Limitations:** No part of the net earning 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 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 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: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any 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 (or the corresponding provisions of any future United States Internal Revenue Laws).
5. **Dissolution:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational,

religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle 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.

6. **Indemnification:** The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws. The corporation shall indemnify every director, officer, employee and agent, and his or her heirs, executors, and administrators against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be a party by reason of his or her being or having been a director, officer, employee, or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this article, expenses shall include amounts of judgments, penalties, or fines rendered or levied against such director, officer, employee, or agent. Any amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.
7. **Director's Liability:** No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as director, provided however, that this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely, (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (3) Authorizing unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation from which the director derived an improper benefit, or (5) Any act or acts that can be defined under the laws of the State of Arizona as "director conflicts of interest."
8. **Board of Directors:** The initial board of directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until their successors are elected and qualified are:

Dennis Dearden
221 Brewer Road
Sedona, Arizona 86336

Marc Sterling
221 Brewer Road
Sedona, Arizona 86336

Jake Weber
221 Brewer Road
Sedona, Arizona 86336

Jennette Bill
221 Brewer Road
Sedona, Arizona 86336

Randy Hawley
221 Brewer Road
Sedona, Arizona 86336

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

9. Known Place of Business. The street address of the known place of business of the Corporation is 221 Brewer Road, Sedona, Arizona 86336.
10. Statutory Agent. The name and address of the initial statutory agent of the corporation is: C. Benson Hufford, Hufford, Horstman, Mongini, Parnell & Tucker, P.C., 120 North Beaver Street, P.O. Box B, Flagstaff, Arizona 86002.
11. Incorporator. The name and address of the incorporator is Denny Dearden. All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.
12. Discrimination. The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.
13. Members. The corporation will not have members.

EXECUTED this 13 day of November, 2018 by the incorporator.

Signed: _____
Denny Dearden, Incorporator

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation, effective this _____ day of _____, 2018.

Signed: _____
C. Benson Hufford
Hufford, Horstman, Mongini, Parnell & Tucker, P.C.

**RESOLUTION OF THE GOVERNING BOARD OF THE SEDONA-OAK
CREEK UNIFIED SCHOOL DISTRICT NO. 9 APPROVING ESTABLISHMENT
OF THE SEDONA-OAK CREEK EDUCATIONAL FOUNDATION AND
APPOINTING INITIAL BOARD OF DIRECTORS**

WHEREAS, the members of the Governing Board of the Sedona-Oak Creek Unified School District No. 9 are duly elected Governing Board members and are responsible for overseeing the operations of the District; and

WHEREAS, the members of the Sedona-Oak Creek Unified School District Governing Board have reviewed and discussed a proposal for the establishment of an educational foundation which would support the District's creative, innovative, and continuous academic, student and staff development programs, research and evaluation projects and scholarship programs; and

WHEREAS, the Governing Board finds that the creation of such an educational foundation would be in the best interest of the Sedona-Oak Creek Unified School District No. 9.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Governing Board of the Sedona-Oak Creek Unified School District No. 9 hereby approves the establishment of the Sedona-Oak Creek Unified School District Educational Foundation, Inc. ("Foundation") as an organization intended to support the primary and secondary education of the students attending the Sedona-Oak Creek Unified School District No. 9 and operating under the auspices of the Sedona-Oak Creek Unified School District No. 9 Governing Board.

2. The Governing Board of the Sedona-Oak Creek Unified School District No. 9 hereby approves and appoints the following individuals as the initial Board of Directors of the Foundation:

Denny Dearden
Jennette Bill

Marc Sterling
Jake Weber

Randy Hawley

The foregoing resolution was entered into by the Governing Board of the Sedona-Oak Creek Unified School District No. 9 this 13th day of November, 2018 by a vote of _____ in favor, _____ opposed, and _____ abstaining.

Governing Board of the Sedona-Oak Creek JUSD #9
