

ARTICLES OF INCORPORATION  
OF  
SOUTHERN ARIZONA AIDS FOUNDATION

FIRST: The name of the corporation is Southern Arizona AIDS Foundation.

SECOND: PURPOSE. This organization is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Code").

The corporation shall only conduct activities permitted to be conducted by a corporation exempt from federal income tax under Code §501(c)(3), or by a corporation, contributions to which are deductible under Code §170(c)(2). Within the foregoing restrictions, the corporation intends to conduct activities which assist in the care and support of those living with HIV, and their families, and to act as a supporting organization for the following organizations which are all organizations exempt from federal income tax under Code §501(c)(3): Shanti Foundation of Tucson, Inc., the Troy Stephenson Foundation dba. PACT for Life, and the Tucson AIDS Project, Inc.

THIRD: The statutory agent for the corporation is: Douglas J. Newman; Douglas J. Newman, P.C.; 1717 N. Tucson Blvd., Tucson, Arizona, 85716.

FOURTH: The initial three-person board, to serve until the first annual election of directors or until their successors are elected and qualified, are:

Sharon Kutzschbach  
2129 W. Wetmore, #3  
Tucson, Arizona 85705

Michael O'Toole  
HC #1, Box 2000-175  
Tucson, Arizona 85736

Steve Gottlieb  
16500 N. Lago del Oro  
Tucson, Arizona 85727

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to members, directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Second.

SIXTH: 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 1986 (or the corresponding provision 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 of 1986 (or corresponding provision of any future United States Internal Revenue law).

SEVENTH: Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The personal liability of the directors of the corporation to the corporation (and to members, if applicable) for monetary damages for breach of

fiduciary duty as a director shall be limited or eliminated to the fullest extent allowable  
by law.

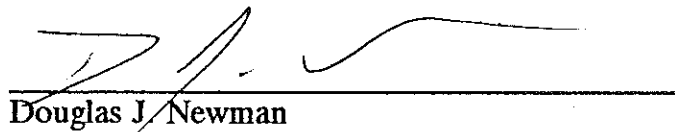
Dated this 2<sup>ND</sup> day of April, 1997.



Craig Bradford Snow  
151 S. Tucson Blvd., Ste. 252  
Tucson, AZ 85716  
Incorporator

#### CONSENT OF STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for the above  
corporation, hereby agrees to serve in that capacity.



Douglas J. Newman

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE  
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B)  
ANSWER "C"

Southern Arizona AIDS Foundation  
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have been 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 execution of this Certificate.
2. Have been 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 execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
  - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
  - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
  - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name, prior name(s) and aliases, if used.           | 6. Social Security number.   |
| 2. Full birth name.   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes \_\_\_\_\_ No <sup>xx</sup> \_\_\_\_\_

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- |   |                                       |
|---|---------------------------------------|
| 1. Name and address of the corporation.                               | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated.                 |
|   | (b) Has transacted business.          |
|   | 4. Dates of corporate operation.      |

D. The fiscal year end adopted by the corporation is 6/30

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Craig Bradford Snow BY \_\_\_\_\_

PRINT NAME Craig Bradford Snow PRINT NAME \_\_\_\_\_

TITLE Incorporator DATE 4/2/97 TITLE \_\_\_\_\_ DATE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.