

ARTICLES OF INCORPORATION

OF

CHEROKEE A.P.T.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, DONNA G. D'SPAIN, NANCY MONGAN, CAROL ARKLEY and JACKIE STALLINGS, have this day associated ourselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona, and hereby adopt the following Articles of Incorporation:

I.

The name of the corporation shall be:

CHEROKEE A.P.T.

II.

The corporation is organized for the purpose of promoting the welfare of the children attending Cherokee School, Paradise Valley, Arizona, by bringing the home, faculty and school into closer relationship; and to engage in and carry on charitable, scientific and educational activities, as defined in Section 501(c)(3) of the United States Internal Revenue Code of 1954.

III.

The corporation shall engage in any and all activities necessary to engage in and carry on the corporation's charitable, scientific and educational purposes.

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PHONIX, ARIZONA
4380 CAMELLIA SQUARE
SUITE 2201
PHOENIX, ARIZONA 85018
TELEPHONE (602) 959-9490

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IV.

This corporation shall have no stock, but rather shall issue memberships, as outlined in the corporate By-Laws and no dividends or pecuniary profit shall be declared or paid to the members of the corporation, or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as aforementioned.

V.

The corporation hereby appoints JOHN A. CRONKHITE, Suite 220B, 4350 East Camelback Road, Phoenix, Arizona 85018 as its lawful Statutory Agent in and for the State of Arizona.

VI.

The initial Board of Directors shall consist of four directors, but the number of Directors shall, from time to time, be designated in the By-Laws of the corporation. The persons who are to serve as Directors until the first annual meeting of the membership, or until their successors are elected and qualified, are:

Donna G. D'Spain	5212 Via Del Cielo Paradise Valley, Arizona 85253
Nancy Mongan	8840 N. 57th. St. Paradise Valley, Arizona 85253
Carol Arkley	5149 E. Poinsettia Scottsdale, Az. 85254
Jackie Stallings	4022 E. Becker Lane. Phoenix, Arizona 85021

The Board of Directors shall have the power to make and adopt By-Laws for the corporation, but after the initial By-Laws have

1 been enacted, the By-Laws may be altered, amended or repealed.
2 only by a majority of the votes cast by the members of the
3 corporation at a meeting called for that purpose.

4 VII.

5 The private property of the Directors, officers and
6 members of this corporation shall be forever exempt from cor-
7 porate debts and liabilities.

8 VIII.

9 No part of the net earnings of the corporation shall
10 inure to the benefit of, or be distributable to, its members,
11 officers or other private persons, except that the corporation
12 shall be authorized and empowered to pay a reasonable compensa-
13 tion for services rendered and to make payments and distributions
14 and furtherance of the purpose set forth in Article II hereof.
15 No substantial part of the activities of the corporation shall
16 be the carrying on of propaganda, or otherwise attempting to
17 influence legislation, and the corporation shall not participate
18 in, or intervene in (including the publishing or distribution of
19 statements) any political campaign on behalf of any candidate for
20 public office. Notwithstanding any other provision of these
21 Articles, the corporation shall not carry on any other activities
22 not permitted to be carried on (a) by a corporation exempt from
23 federal income tax under Section 501(c)(3) of the Internal Revenue
24 Code of 1954 (or the corresponding provision of any future United
25 States Internal Revenue Law) or (b) by a corporation, contribu-
26 tions to which are deductible under Section 170(c)(2) of the

1 Internal Revenue Code of 1954 (or the corresponding provision of
2 any future United States Internal Revenue Law).

3 In the event of the dissolution or cessation of
4 corporate activities, all assets remaining after payment of any
5 outstanding liabilities shall be given to an organization or
6 organizations, organized and operating exclusively for charitable,
7 educational, religious or scientific purposes, and which has,
8 established exemption under Section 501(c)(3) of the United States
9 Internal Revenue Code of 1954 (or the corresponding provision
10 of any future United States Internal Revenue Law).

11 IX.

12 These Articles of Incorporation may be amended by an
13 affirmative vote of two-thirds (2/3) of the membership present
14 and voting at a meeting called for that purpose; provided, Article
15 III. shall not be amended as to expand the corporation's powers,
16 and Article VIII. will not be amended in any manner.

17 X.

18 The incorporators of the corporation are:

- | | | |
|----|------------------|--|
| 19 | Donna G. D'Spain | 5212 Via Del Cielo
Paradise Valley, Az. 85253 |
| 20 | Nancy Mongan | 8840 N. 57th St.
Paradise Valley, Az. 85253 |
| 21 | Carol Arkley | 5149 E. Poinsettia
Scottsdale, Az. 85254 |
| 22 | Jackie Stallings | 4022 E. Becker Lane
Phoenix, Az. 85021 |

IN WITNESS WHEREOF, the said incorporators have hereunto
ese Articles of Incorporation this _____ day of _____

4300 CAMERON
PHOENIX, ARIZONA 05010
TELEPHONE (002) 059-0490

1 1977.

2
3 Donna G. D'Spain
4 DONNA G. D' SPAIN

5 Nancy Mongan
6 NANCY MONGAN

7
8 Carol K. Arkley
9 CAROL ARKLEY

10 Jackie Stallings
11 JACKIE STALLINGS

12 STATE OF ARIZONA)
13 County of Maricopa) ss.

14 Before me, the undersigned Notary Public, this _____
15 day of _____, 1977, personally appeared DONNA G. D' SPAIN
16 NANCY MONGAN, CAROL ARKLEY and JACKIE STALLINGS, who acknowledged
17 that they executed the foregoing Articles of Incorporation for the
18 purposes and considerations contained therein.

19
20 _____
21 Notary Public

22 My Commission Expires:
23 _____
24
25
26

4380 CAN... JACK
PHOENIX, ARIZONA
TELEPHONE (602) 055

The Articles of Incorporation of Cherokee Association of Parents and Teachers, an Arizona nonprofit corporation, shall be amended by adding a new Article XI as follows:

ARTICLE XI

A. Limitation of Liability. The personal liability of any Director of the corporation to the corporation for monetary damages for breach of fiduciary duty as a Director is hereby eliminated to the fullest extent allowed by the Nonprofit Corporation Law of the State of Arizona, as it may be amended from time to time.

B. Indemnification. The corporation will indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an officer, director, employee or agent of the corporation. This indemnification will be mandatory in all circumstances in which indemnification is permitted by law.