

AZ CORPORATION COMMISSION
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AZ Corp. Commission



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**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
SEDONA RED ROCK TRAIL FUND
AN ARIZONA NON-PROFIT CORPORATION**

Article I

The name of the corporation is **SEDONA RED ROCK TRAIL FUND**, an Arizona non-profit corporation.

Article II

The name and business address of the incorporator is as follows:

Robert Holeman
95 Arroyo Pinon Drive
Sedona, AZ 86336

Article III

The affairs of this corporation will be conducted by a Board of Directors initially consisting of three (3) Directors. The number of Directors may be altered as provided in the Bylaws of the corporation. Officers of the corporation shall be elected as provided in the bylaws of the corporation in accordance with ARS '10-3840.

The names and business addresses of the initial directors of the corporation are:

Robert Holeman
95 Arroyo Pinon Drive
Sedona, AZ 86336

Elizabeth W. Sweeney
880 Laurel Spur
Sedona, AZ 86336

Lauren Browne
285 Oak Creek Boulevard
Sedona, AZ 86336

Article IV

The corporation is organized for charitable, scientific and educational purposes. The character of affairs to be conducted by the corporation is that of partnering with the United States Forest Service to accomplish essential trail maintenance each year on United States Forest surrounding Sedona and the Village of Oak Creek for the enjoyment and safety of all non-motorized recreational trail users and of educating and informing the public regarding trail use and management.

Article V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence litigation, 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. This corporation is organized exclusively for those purposes pursuant to ARS '10-3101, *et seq*, and Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Article VI

Upon dissolution of this corporation, the Board of Directors shall, after paying or adequately providing for the debts and obligations of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational 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 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 principal 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.

Article VII

The known place of business of the Corporation shall be 95 Arroyo Pinon Drive, Sedona, Arizona 86336.

Article VIII

Elizabeth A. McFarland, Esq., 60 Bell Rock Plaza, Sedona, Arizona 86351, who has been a bona fide, continuous resident of the State of Arizona for more than three years, is hereby appointed the lawful statutory agent of this corporation.

Article IX

The corporation shall have no shareholders and, pursuant to A.R.S. ' 10-3603 the Corporation shall have no members. No capital stock shall be authorized or issued. The private property of the directors, officers and agents of the corporation will be exempt from liability for corporate acts, debts, liabilities or obligations.

Article X

The Board of Directors and officers shall have all rights of indemnification to the fullest extent possible in accordance with and subject only to the provisions and limitations of A.R.S. ' ' 10-3851, 3852 & 3856. No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of, A.R.S. ' ' 10-3851, 3852 & 3856.

Article XI

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

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Arizona, I, the incorporator of this corporation, have executed these Articles of Incorporation this 8 day of October, 2013, on behalf of this corporation,



Robert Holeman

Consent of Statutory Agent

The undersigned hereby accepts and acknowledges the appointment as statutory agent of the above-named corporation effective this 18~~th~~ day of October, 2013.



Elizabeth A. McFarland, Esq.