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AZ CORPORATION COMMISSION
FILED

MAY 25 2011

ARTICLES OF INCORPORATION
OF THE
ANTHEM WAY FOUNDATION
an Arizona Nonprofit Corporation

FILE NO. 10833978

1. Name: The Name of the Corporation is: Anthem Way Foundation.
2. Purpose: The purpose for which the corporation is organized is: charitable, scientific, literary, and education purposes.
3. Character of Affairs: The character of affairs of the corporation will be: providing services and raising funds for charitable, scientific, literary, and education purposes, including, relief of the poor and distressed, advancement of education or science, supporting education, scholarships, elimination of prejudice and discrimination, and combating community deterioration and juvenile delinquency.
4. 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 provision of any future United States Internal Revenue Law; or (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Laws.
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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, literary or scientific purpose 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. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors. The initial board of directors shall consist of seven directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

Fraily Winkle - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Ron Jerich - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Bob Copen - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Jeff Pointer - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Craig Boates - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Tim Fyke - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086
Ray Norris - 3701 West Anthem Way, Ste. 102, Anthem, AZ 85086

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business. (In Arizona) The street address of the known place of business of the Corporation is:

Anthem Way Foundation
3701 West Anthem Way, Ste. 102
Anthem, AZ 85086

9. Statutory Agent. (In Arizona) The name and address of the statutory agent of the Corporation is:

Boates Law Firm, LLC
42104 N. Venture Drive, Ste. D126
Anthem, Arizona 85086

10. Incorporators. The name and address of the incorporator is:

Craighton T. Boates, Esq.
Boates Law Firm, LLC
42104 N. Venture Drive, Ste. D126
Anthem, Arizona 85086

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

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

12. MEMBERS: The corporation will not have members.

EXECUTED this 13 day of April, 2011 by all of the incorporators.


Craighton J. Boates

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 13 day of April, 2011.


Boates Law Firm, PLLC

CERTIFICATE OF DISCLOSURE

AR.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

ANTHEM WAY FOUNDATION
EXACT CORPORATE NAME

A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. 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. 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. 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?

Yes _____ No

B. IF YES, the following information MUST be attached:

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


C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No

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

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY _____

PRINT NAME Christopher Berta PRINT NAME _____

TITLE President DATE 4/13/11 TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) 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 a SUPPLEMENTAL 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.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.