

NOV 09 2016



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FILE NO. 213641071

**ARTICLES OF INCORPORATION OF
CTK FOUNDATION**

We, the undersigned natural persons, all being of the age of eighteen years or more, acting as incorporators for a non-profit corporation to be called CTK Foundation (the "Corporation"), adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I.
NAME**

The name of the Corporation is and shall be CTK Foundation (the "Corporation").

**ARTICLE II.
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III.
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV.
MEMBERS/STOCK**

The Corporation shall not have any class of members or stock.

**ARTICLE V.
BYLAWS**

Provision for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

**ARTICLE VI.
DIRECTORS**

The number of directors of this Corporation shall be three (3), or more than three, as fixed from time to time by the Bylaws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Jean B. Courtney
3827 North 59th Place
Phoenix, Arizona 85018

Dr. Tiffany C. Pankow
6432 East Calle Rosa
Scottsdale, Arizona 85251

Judith L. Johnson
278 Hot Springs Road
Santa Barbara, California 93108

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are:

Jean B. Courtney
3827 North 59th Place
Phoenix, Arizona 85018

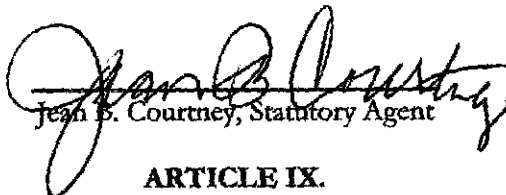
ARTICLE VIII. REGISTERED OFFICE AND AGENT

The name and address of the statutory agent for the Corporation shall be:

Jean B. Courtney
3827 North 59th Place
Phoenix, Arizona 85018

Such office may be changed at any time by the Board of Directors without amendment to these Articles of Incorporation.

I hereby acknowledge and accept appointment as corporate registered agent


Jean B. Courtney, Statutory Agent

ARTICLE IX. LIMITATION OF LIABILITY FOR DIRECTORS

The liability of each Director shall be eliminated or limited for money damages or for any action taken or any failure to take any action as a Director, except as follows: (a) the amount of a financial benefit received by a Director to which the Director is not entitled; (b) an intentional infliction of harm on the Corporation; (c) a violation of Section 10-3833 of the Arizona Statutes; or (d) an intentional violation of criminal law.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each Director for liability (as defined in Section 10-3850 of the Arizona Statutes), to any person for any action taken, or any failure to take any action, as a Director, except liability for any of the exceptions described in Article IX above.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 3827 North 59th Place, Phoenix, Arizona 85018. The business of this Corporation may be conducted in all counties of the State of Arizona and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

ARTICLE XII. DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial 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 of Incorporation, 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 501(c)(3) of the Internal Revenue Code of 1954, as amended or supplemented (or the corresponding provision of any future United State Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended or supplemented.

ARTICLE XIII. DISSOLUTION

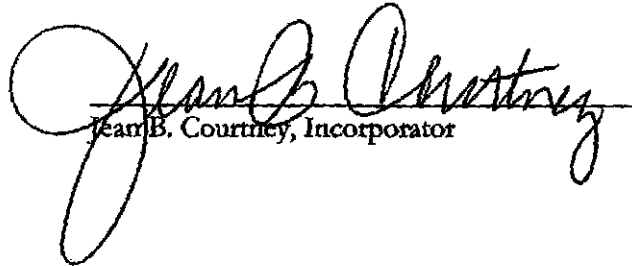
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court 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.

ARTICLE XIV.
FOUNDATION PROVISIONS REQUIRED BY IRC 508(e)

The Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in section 4943(c) of the Internal Revenue Code), from making any investments in such manner as to subject the foundation to tax under section 4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in section 4945(d) of the Internal Revenue Code).

In witness whereof, I, Jean B. Courtney, have executed these Articles of Incorporation of CTK Foundation this 29 day of October, 2016.

That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation of CTK Foundation; know the contents thereof and assert that the same is true to the best of my knowledge and belief, except as to matters herein alleged upon information and belief and as to those matters I believe to be true.


Jean B. Courtney, Incorporator

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. ENTITY NAME – give the exact name of the corporation in Arizona:

CTK Foundation

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	☐ Yes	☒ No
4.2	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 five-year period immediately preceding the signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) 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** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Jean B. Courtney

Name

3827 North 59th Place

Address 1

Address 2

Phoenix

AZ

85018

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C0031:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

JEAN B. COURTNEY

Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☐ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C0031:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
☐ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.