

ARTICLES OF INCORPORATION

OF

LIFELONG LEARNING AT PEBBLECREEK, INC.

These Articles of Incorporation confirm, state and establish an Arizona nonprofit corporation with the character of affairs and for the purposes set forth below. This Corporation succeeds the unincorporated association with the name of "LifeLong Learning at PebbleCreek".

ARTICLE I.

NAME

The name of the nonprofit Corporation is: LIFELONG LEARNING AT PEBBLECREEK, INC.

ARTICLE II.

DURATION

The Corporation shall have an indefinite term of existence, continuing unless and until dissolved by agreement of the members.

ARTICLE III.

CHARACTER OF AFFAIRS, PURPOSES AND POWERS

Section 3.1 Character of Affairs and Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

- (a) Provide educational opportunities for members, guests and the community of PebbleCreek, Goodyear, Arizona, in adult education in a wide variety of topics and subjects, as determined by the Board of Directors; and
- (b) Provide educational opportunities including seminars, classes, presentations, lectures, special events and group trips to local and regional points of educational, historical, economic, religious, and social interest.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the officers of the Corporation shall have and may exercise all of the powers now or hereafter conferred upon officers of nonprofit corporations organized under the laws of Arizona and may do everything necessary or convenient for the accomplishment of any of the Corporation's purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions on Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the Corporation's assets on dissolution of the Corporation or otherwise.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Internal Revenue Code for exclusively public purposes. The organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the Board of Directors.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by an association or entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Corporation shall not engage in any act of “self-dealing,” as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Corporation shall not retain any “excess business holdings,” as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Corporation shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV.

OFFICES

The street and mailing address of the principal office and the Arizona known place of business of the Corporation is 3645 Clubhouse Drive, Goodyear, Arizona 85395.

ARTICLE V.

STATUTORY AGENT

The name and physical street address of the Statutory Agent, an individual, is: Cathy Lindstrom, 15390 West Pinchot Court, Goodyear, Arizona 85395.

