



APR 06 2015

FILE NO. 1996672-0

ARTICLES OF INCORPORATION

OF

LUKE CHAPTER, MOAA, SCHOLARSHIP FUND, 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.

ARTICLE I.

NAME

The name of the nonprofit Corporation is: LUKE CHAPTER, MOAA, SCHOLARSHIP FUND, INC.

ARTICLE II.

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) Receive, manage, administer and disburse funds to provide scholarships to qualified, seniors graduating from high school, to enable recipients to attend accredited educational institutions at the undergraduate or higher level; and
- (b) Provide support to JROTC programs and students, provide awards to successful ROTC students, and provide assistance to United States of America military organizations, military service members, military veterans and their families who are in distress and in need.

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 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 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 Corporation, 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 a corporation 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 Corporation 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 III.

MEMBERS

The corporation will have members and shall have no capital stock.

ARTICLE IV.

OFFICES

The street and mailing address of the known place of business of the Corporation is 3761 North 156th Drive, Goodyear, Arizona 85395, United States of America.

ARTICLE V.

STATUORY AGENT

The name and physical street address of the Statutory Agent is: Dennis A. DeFrain, 3761 North 156th Drive, Goodyear, Arizona 85395, United States of America.

ARTICLE VI.

INCORPORATORS

The names and addresses of the incorporators are:

Pamela Wojtas

19065 North Mira Bello Road
Surprise, Arizona 85374-9554
United States of America

Dennis A. DeFrain

3761 North 156th Drive
Goodyear, AZ 85395
United States of America

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

ARTICLE VII.

BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the Corporation shall be vested in the Board of Directors, except as otherwise provided in the Bylaws of the Corporation.

Section 6.2 Liability of Members and Officers. To the maximum extent authorized by Arizona law, no officer or director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or director on the Board of Directors, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or to its members for monetary damages for the following: (a) any breach of the officer's or director's duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the officer or director directly or indirectly derived an improper personal benefit. The power of indemnification under Arizona Revised Statutes shall not be denied or limited by the bylaws.

Section 6.3 Board of Directors. The initial Board of Directors under these Articles of Incorporation shall consist of three (3) directors. The number, qualifications, terms of office, manner of their election or appointment, and composition of the Board of Directors shall be as further specified in the Bylaws. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Pamela Wojtas	19065 North Mira Bello Road Surprise, AZ 85374-9554 United States of America
Dennis A. DeFrain	3761 North 156 th Drive Goodyear, AZ 85395 United States of America
Michael J. Kramer	3308 North 163 rd Drive Goodyear, AZ 85395 United States of America

ARTICLE VIII.

BYLAWS

The Bylaws of the Corporation shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the Bylaws in force from time to time and adopt new Bylaws. The Bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Corporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE IX.

AMENDMENTS

The Board of Directors shall have the power and authority at any time and from time to time to amend these Articles of Incorporation by the vote of at least a majority of the directors then in office. A vote may be made either in a meeting called for that purpose, or upon vote by email response from such directors.

ARTICLE X.

NO DISCRIMINATION

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

Executed this 2nd day of April, 2015, by the incorporators.

By 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.

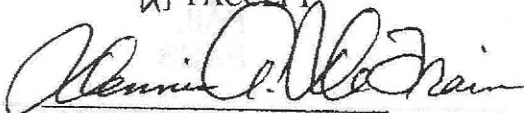
I ACCEPT

Pamela Wojtas

PAMELA WOJTAS
Date: April 2, 2015

By 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



DENNIS A. DEFRAIN

Date: April 2, 2015

Acceptance of Appointment by Statutory Agent:

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this 2nd day of April, 2015.



DENNIS A. DEFRAIN