

ARTICLES OF INCORPORATION
OF
ORANGE GROVE MIDDLE SCHOOL FAMILY FACULTY ORGANIZATION

I
NAME

The name of the corporation is Orange Grove Middle School Family Faculty Organization.

II
PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 of 1986, as amended (or the corresponding provisions of any future United States internal revenue law).

III
INITIAL BUSINESS

The corporation intends to: i) provide a medium of communication between Orange Grove Middle School faculty and family on educational advances and current programs; ii) assist Orange Grove Middle School in the realization and coordination of educational programs necessary in providing students with up-to-date state-of-the-art education; and, iii) provide Orange Grove Middle School with funding and volunteers for student assistance and school needs.

IV
EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, 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 II. 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 of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States revenue law).

V DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of 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 of 1986, as amended (or the corresponding provision of any future United States internal revenue law) 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI MEMBERSHIP

The corporation will have members. The qualification of members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the bylaws of the corporation.

VII BOARD OF DIRECTORS

There shall be no less than three (3) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the board of directors, or until their successors are elected and qualified are:

Rita J. Hartman
1911 E. Orange Grove Road
Tucson, Arizona 85718

Denise Pierce
1911 E. Orange Grove Road
Tucson, Arizona 85718

Jody Brase
1911 E. Orange Grove Road
Tucson, Arizona 85718

Peg Romano
1911 E. Orange Grove Road
Tucson, Arizona 85718

Margaret Swedeen
1911 E. Orange Grove Road
Tucson, Arizona 85718

Jane Garigan
1911 E. Orange Grove Road
Tucson, Arizona 85718

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

VII LIABILITY OF DIRECTORS

The personal liability of the directors to the corporation for monetary damages for breach of fiduciary duty is limited or eliminated to the fullest extent permitted by applicable law.

IX INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents to the fullest extent provided by law for any action taken, or failure to take any action, except for liability for any of the exceptions described in § 10-3202 of the Arizona Revised Statutes.

X STATUTORY AGENT

The name and address of the initial statutory agent is: Andrew O. Norell, c/o Norell & Hatcher, P.L.C., 6969 East Sunrise, Suite 102, Tucson, Arizona 85750.

XI KNOWN PLACE OF BUSINESS

The known place of business shall be: 1911 E. Orange Grove Road, Tucson, Arizona 85718.

XII
INCOPORATORS

The incorporators of the corporation are: Rita J. Hartman, Jody Brase, Margaret Swedeen, Denise Pierce, Peg Romano, and Jane Garigan. The address for the above incorporators is 1911 E. Orange Grove Road, Tucson, Arizona 85718.

DATED this 24th day of May 1999.

Rita J. Hartman
Rita J. Hartman

Denise Pierce
Denise Pierce

Jody Brase
Jody Brase

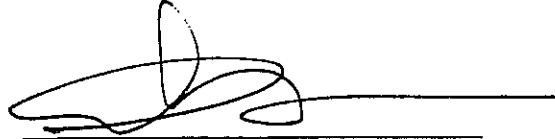
Peg Romano
Peg Romano

Margaret Swedeen
Margaret Swedeen

Jane Garigan
Jane Garigan

CONSENT OF
STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment of statutory agent of Orange Grove Middle School Family Faculty Organization, effective this 24th day of May, 1999.



Andrew O. Norell, Esq.
c/o Norell & Hatcher, P.L.C.
6969 East Sunrise Drive, Suite 102
Tucson, AZ 85750