



THE GVC FOUNDATION, INC.

ARTICLES OF INCORPORATION OF THE GVC FOUNDATION, INC. (an Arizona Non-Profit Corporation) (Pursuant to A.R.S. §10-3202)

The undersigned, for the purpose of forming a corporation under the laws of the State of Arizona, adopt the following Articles of Incorporation:

1. NAME: The Name of the Corporation is: The GVC Foundation, Inc.
2. PURPOSE: This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended or the Corresponding section of any future federal tax code (the "Code"). The corporation may carry out its purposes directly or by making gifts, grants or other payments to other organizations that qualify as exempt organizations under section 501(c)(3) of the Code.
3. CHARACTER OF AFFAIRS: The character of affairs of the corporation will be to conduct in this state, all such actions as may be appropriate to accomplish the purposes set forth above.
4. BENEFITS: 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 United States 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 170(c)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue laws).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States 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 principal 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. Inno event shall the assets be distributed to any director or officer of the corporation or any private individual.

6. INDEMNIFICATION: The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws. The private property of the incorporators, directors and officers of the Corporation shall be forever exempt from and not liable for, the debts and obligations of the corporation of any kind whatsoever. The corporation shall indemnify each person who is or was an incorporator, director. officer or employee of the corporation against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been

committed while acting within the scope of providing services to or on behalf of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by applicable law. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring before the repeal, amendment or modification.

7. BOARD OF DIRECTORS: The initial board of directors shall consist of a sole director. The number of persons to serve thereafter on the Board of Directors will be fixed by the Bylaws. The name and address of the person who is to serve as the director until the first annual meeting of the Board of Directors, or until his successor(s) is(are) elected and qualifies is(are): Frank H. Raymond, P.O. Box 727, Green Valley, Arizona 85622. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's Bylaws.

8. KNOWN PLACE OF BUSINESS: (In Arizona) The street address of the known place of business of the Corporation is: 101 S. LA CANADA DR. STE. 18, GREEN VALLEY, AZ 85614. The corporation may conduct its business and maintain offices for such purpose in such other place or places, either within or without the State of Arizona, as it may from time to time determine advisable.


9. STATUTORY AGENT: (In Arizona) The name and address of the statutory agent of the Corporation is: GREEN VALLEY COMMUNITY COORDINATING COUNCIL, INC., an Arizona Nonprofit Corporation, 101 S. LA CANADA DR., STE. 18, GREEN VALLEY, AZ 85614. The Statutory Agent is not responsible for failing to notify the Corporation of any service of process or correspondence received by the Statutory Agent for The Corporation if the Corporation changes its address and fails to notify the Statutory Agent of the change by sending Corporation Commission.

10. INCORPORATORS: The name and address of the incorporator is: Frank H. Raymond, P.O. Box 727, Green Valley, AZ 85622. All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. LIMITATION OF DIRECTOR LIABILITY: No director of the corporation shall be personally liable to the Corporation for monetary damages for acts or omissions as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Arizona Revised Statutes Sections 10-3830 or 10-3833; and (iv) any transaction from which the director derived an improper personal benefit. If the Arizona Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Arizona. Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or its modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

12. MEMBERS: The Corporation will not have members. There shall be no shareholders, no capital stock and no authority to issue shares of stock.

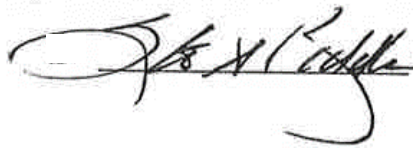
Executed this 15th day of February, 2012 by all incorporators.


Frank H. Raymond, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledge and accepts the appointment to statutory agent of the above-named corporation effective this 15th day of February, 2012.

GREEN VALLEY COMMUNITY COORDINATING COUNCIL, INC.,
an Arizona Nonprofit Corporation.

By  , Stan A. Riddle, President