State of Arizona

OFFICE OF THE

CORPORATION COMMISSION

To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY CERTIFY that

SHADOW ROCK CONGREGATIONAL CHURCH

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on October 29, 1973.

I FURTHER CERTIFY that this corporation has filed all affidavits and annual reports and paid all annual filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 5th 91 day of March, 19______, A.D.

James Matthews

Executive Secretary

By Nicole Stumpo

INC: 0048 Rev. 1/85

ARTICLES OF INCORPORATION

of

SHADOW ROCK CONGREGATIONAL CHURCH

We, the undersigned citizens of the United States of America and residents of the State of Arizona, whose residences and post office addresses appear hereafter opposite our respective names, under and by virtue of the provisions of Article 16, Chapter 1, Title 10, Arizona Revised Statutes of 1956, as amended, relating to Nonprofit Corporations, have voluntarily associated ourselves, and do hereby incorporate ourselves, as a NONPROFIT CORPORATION, without capital stock, with all the rights and privileges granted by the laws of the State of Arizona, and do hereby adopt Articles of Incorporation as follows:

ARTICLE I

Name, Place of Business
and Time of Commencement

SECTION 1. The name of this corporation shall be SHADOW ROCK CONGREGATIONAL CHURCH. OK

SECTION 2. The principal place of business of this corporation shall be in the City of Phoenix, County of Maricopa, State of Arizona, but the corporation may transact business, including the holding of membership and Council meetings, at any place within or without the State of Arizona as the Council may from time to time designate.

SECTION 3. The time of the commencement of this corporation shall be the date on which the Certificate of Incorporation is issued by the Corporation Commission of the State of Arizona, and it shall terminate twenty-five (25) years thereafter unless its existence be renewed in the manner provided by law.

ARTICLE II

Incorporators, Directors and Officers

The names and addresses of the incorporators and directors of this corporation are:

HARRELL GANNAWAY	1618 West Orchid Lane Phoenix, Arizona 85021
KENNETH J. SHERK	1554 West Las Palmaritas Phoenix, Arizona 85021
FRANK T. REUTER	7725 North 12th Avenue Phoenix, Arizona 85021

The above directors were elected at a meeting of the Congregation (Governing Body) held in Phoenix, Arizona, on the

21st day of October, 1973.

The corporation shall have such officers as the Bylaws may provide.

ARTICLE III

Purposes

SECTION 1. The avowed purposes of this corporation shall be to worship God, preach the gospel of Jesus Christ, celebrate the Sacraments, realize Christian fellowship and unity within this corporation and the Church Universal, render loving service toward mankind and strive for rightousness [illegible] ustice and peace.

SECTION 2. This corporation shall be [illegible] non[illegible]fit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid to the members of this corpora[illegible]ion or to any other private individual, and all of the corporation's earnings shall be used to further the purposes of this corporation as hereinabove set forth.

ARTICLE IV

Governing Body and Its Meetings

SECTION 1. The governing body of this corporation shall be the membership (Congregation) assembled in church meeting.

The vote of a majority of members present at the meeting shall be the action of the corporation, unless otherwise specified herein or in the Bylaws.

SECTION 2. The annual meeting of the corporation shall normally be held on the first Sunday in December. Special meetings of the corporation may be called as provided in the Bylaws.

ARTICLE V

Council

SECTION 1. The Council shall be the executive body of this corporation and shall be constituted and its affairs conducted as provided in the Bylaws.

SECTION 2. The Council may authorize any extraordinary expense if funds are available. If borrowing exceeds $10,000, it must receive the approval of the Governing Body.

ARTICLE VI

Property

SECTION 1. The corporation may, in its corporate name, sue or be sued, acquire by purchase, gift, devise, bequest or otherwise, and own, hold, invest, reinvest or dispose of property, both real and personal, for such work as the corporation may undertake, and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the corporation. It may receive and hold in trust both real and personal property and invest and re-invest the same, and make any contracts for promoting the objects and purposes of the corporation.

SECTION 2. No member shall possess any right in or to the property or assets of the corporation.

SECTION 3. Upon dissolution of the corporation, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to The Southwest Conference of the United Church of Christ, all as required by Internal Revenue Code Section 501(c)(3).

ARTICLE VII

Non-Liability of Members

The private property of the members and employees of this corporation shall be forever exempt from all corporate debts and obligations.

ARTICLE VIII

Corporate Indebtedness

The highest amount of indebtedness to which this corporation shall at any time subject itself shall not exceed $2,000,000.

ARTICLE IX

Amendments

Amendments to these articles may be made by a two-thirds affirmative vote of the members present at any duly called meeting of the Governing Body of the corporation, public announcement of the text of the proposed amendment(s) having been made two (2) weeks prior to the meeting.

ARTICLE X

Statutory Agent

This corporation does hereby appoint KENNETH J. SHERK, whose business address is 1600 Arizona Title Building, Phoenix, Arizona 850^3, and who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona, for and on behalf of said corporation to accept and acknowledge service of, and upon whom may be served, process in any action or proceeding that may be brought against this corporation in any of the courts of the State of Arizona, such service of process or the acceptance thereof by said agent, endorsed thereon, to have the same force and effect as if served upon an officer of the corporation. This appointment may be revoked at any time by the filing of an appointment of a successor agent.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this 21st day of October, 1973.

STATE OF ARIZONA)
) ss.
Maricopa County)

On this 21st day of October, 1973, before me, the undersigned Notary Public, appeared HARRELL GANNAWAY, KENNETH J. SHERK and FRANK T. REUTER, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and official seal.

Elsie S. McDevitt
Notary Public

My commission expires:
May 20, 1976

94169

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

OCT 29 1973

At 9:05 a.m. at request of
Messrs. ? Rowley atty
Address 1600 Arizona Title Bldg.
Phoenix, Ariz.
By Ray A. Seager SECRETARY

George M. Dempsey

R - 14151

W. B.

name & articles, ok

walk in