



Non-Profit Articles of Incorporation

Article 1: Name

- 1.01 The name of the corporation shall be *Green Valley Cares*. The business of the corporation will be as a public benefit corporation.

Article II: Duration

- 2.01 The period of duration of the corporation is perpetual.

Article III: Mission and Purpose

3.01 The mission and purpose of Green Valley Cares Green Valley Cares is to relieve loneliness and isolation of members of the community who find themselves without meaningful communication partners. These individuals are often survivors of long marriages, widowhood, divorce or are overburdened caregivers who find themselves in situations where they feel ignored by the world.

Through our programs and initiatives, a team of skilled volunteers will be dedicated to reducing loneliness and increasing social engagement.

3.02 Powers – the corporation shall have the power directly or indirectly, alone or in conjunction with others to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.

To maximize our impact, we seek to collaborate and support, not supplant, other 501c3 entities, organizations, or persons whose activities further accomplish, foster or attain such purposes.

3.02 Public Benefit – *Green Valley Cares* is designated as a public benefit corporation.

Article IV: Nonprofit Nature

4.01 Notwithstanding any other provision of this document *Green Valley Cares* shall not carry on any other activities not permitted to be carried on a) by any organization exempt from federal income tax under section 502 C (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or b) by any organization, contributions to which are deductible under section 170 c (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Green Valley Cares is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No parts of the assets, receipts, or net earnings of the corporation shall inure to it. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability No officer or director of this corporation shall be personally liable for the debts or obligations of *Green Valley Cares* of any nature, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation. [*do we have to say we will have board insurance*]

4.03 Dissolution Upon termination or dissolution of the *Green Valley Care*, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of *Green Valley Cares* hereunder shall be selected by the discretion of a majority of the managing body of the *Green Valley Cares*]and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the *Green Valley Cares* by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

4.04 Prohibited - Activities

A. No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

B. No substantial part of the corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V: Board of Directors

5.01 Governance

Green Valley Cares shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Esther R. Brill	_____	_____
Donald Berk	_____	_____
Karen Daugherty	_____	_____
Betsey Mederis	_____	_____
Cynthia Wolcott	_____	_____

5.03 Executive/Program Director

Governance of the corporation shall also include a *non-salaried* executive/program director who will work with the board to recruit and oversee volunteers capable of fulfilling the purpose of the corporation.

Duties included are:

- A. Interview potential individuals seeking to utilize our services and assigning appropriate volunteers to work with recipients of *support, caregivers and caregiver dependents*.
- B. Arrange speakers and other events to help maintain the skills necessary to work with individuals who are feeling stressed or lonely.

The initial Executive /Program Director of Green Valley Cares shall be:

Lynne Severe _____

ARTICLE VI: Membership

6.01 Membership

Green Valley Cares shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII: Amendments

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII: Address of the Corporation

8.01 Corporate Address

The address of the corporation is:

Green Valley Cares
C/o Esther R Brill
4171 South Westcotta Drive
Green Valley, AZ 85622-

ARTICLE IX: Appointment Of Registered Agent

9.01 Registered Agent

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follow:

Esther R Brill
4171 South Westcotta Drive
Green Valley, AZ 85622-

Lynne Severe
4863 South Picadilly Dr
Green Valley, AZ 85622

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of *Green Valley Cares*] were approved by the board of directors on XX, XX 20XX and constitute a complete copy of Articles of Incorporation of the *Green Valley Cares*

Esther R. Brill _____

4171 South Westcotta Drive
Green Valley, AZ, 85622

NAME, Registered Agent

Date: _____