



AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

SEP 16 2011

OF

FILE NO 1707104212

TEAM ACA

ARTICLE I

Name

The name of the corporation is TEAM ACA (hereinafter referred to as the "Corporation").

ARTICLE II

Nonprofit Corporation

The Corporation is a nonprofit corporation organized pursuant to Chapter 24 of Title 10 of the Arizona Revised Statutes.

ARTICLE III

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV

No Members

The Corporation shall have no members.

ARTICLE V

Purpose

Except as expressly limited in these Articles of Incorporation, the purpose for which the Corporation is organized is to conduct any and all lawful affairs of which corporations may be incorporated; provided that the purpose or conduct shall qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Laws (the "Code").

ARTICLE VI
Initial Character of Action

The Corporation initially intends to support the Arizona Commerce Authority, created by A.R.S. Section 41-1901 et seq., as a supporting organization pursuant to Code Section 509(a)(3).

Further, nothing in these Articles shall prevent the Corporation from borrowing monies and/or obtaining loans in furtherance of its own corporate purposes, which loans may have such terms and conditions as the Board of Directors may require from time to time.

ARTICLE VII
Statutory Agent

The name and address of the statutory agent of the Corporation is MARISCAL WEEKS MCINTYRE & FRIEDLANDER, 2901 N. Central, Suite 290, Phoenix, Arizona, 85012.

ARTICLE VIII
Board of Directors

The number of persons constituting the initial Board of Directors of the Corporation is one (1) and the number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws. The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Don Clodon	1700 West Washington, Suite 600 Phoenix, AZ 85007

ARTICLE IX
Initial Officers

The initial officers shall be the following persons who shall have the offices as set forth opposite their names until their successors are appointed by the Board of Directors:

<u>Name & Address</u>	<u>Office</u>
Don Clodon	President, Secretary and Treasurer

The officers to serve thereafter shall be as described in the Bylaws of the Corporation.

ARTICLE X
Incorporation

The name and address of the incorporator is Lee Rantz, Esq., 2901 N. Central, Ste. 200, Phoenix, AZ 85012. 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 for filing or immediately following adoption of the Initial Bylaws of the corporation.

ARTICLE XI
Address

The initial place of business of the Corporation is 333 N. Central, Ste. 1900 Phoenix, Arizona 85004.

ARTICLE XII
Tax-Exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 VI above. 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. Any other provision of these Articles of Incorporation notwithstanding, 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 Code Section 501(c)(3); or (b) by a corporation, contributions in which are deductible under Code Section 170(c)(2).

ARTICLE XIII
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 and to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) as the Board of Directors shall determine. Any such assets not so 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 or purposes.

ARTICLE XIV
Indemnification

The provisions of this Article shall not apply to the extent the Board of Directors shall provide in the form of a resolution or amendment to the Bylaws with respect to acts occurring after such resolution or amendment to the Bylaws.

The present and former officers, directors, committee members, and employees of the Corporation shall be indemnified against, and they shall not be liable to any person or entity for, any or all claims made against them in such capacity, and present or former officers, directors, committee members, and employees of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty, all to the greatest extent permitted by law. If subsequent legislation permits the Corporation to indemnify, exculpate or limit the liability of its present and former officers, directors, committee members, and employees to a greater extent than is currently permitted under existing law, then the Corporation shall indemnify, exculpate and limit the liability of its present and former officers, directors, committee members and employees to the extent permitted by such subsequent legislation.

The rights to indemnification provided pursuant to this Article cannot be transferred or assigned to any person or entity, including, without limitation, an insurance carrier, and no person or entity may be subrogated to such rights.

ARTICLE XV
Exemptions for Private Foundation

During any period of time in which the Corporation is a "private foundation," within the meaning of Code Section 509, the following restrictions shall apply:

A. The Corporation shall distribute its income for each taxable year at such times and in such manner as not to become subject to tax on undistributed income imposed by Code Section 4942;

B. The Corporation shall not engage in any act of self-dealing, as defined in Code Section 4941(d);

C. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c);

D. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944;

E. The Corporation shall not make any "jeopardy expenditures," as defined in Code Section 4945(d); and

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Incorporation

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APPOINTMENT OF STATUTORY AGENT

1. The undersigned has been named as the statutory agent in the Articles of Incorporation of TEAM ACA (the "Corporation"), which has been delivered for filing with the Arizona Corporation Commission.

2. The undersigned has been notified of its appointment as agent of the Corporation and hereby accepts its appointment as statutory agent of the Corporation.

**MARISCAL, WEEKS, McINTYRE
& FRIEDLANDER, P.A.**

By: 
Les Rantz, Esq.
For the Firm

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CERTIFICATE OF DISCLOSURE

A.R.S. §10-302(D) (for-profit and financial institutions) or §10-302(J) (nonprofit)

TEAM ACA

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or criminal in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) involved the violation of the restraint or restraint of trade laws of that jurisdiction?

Yes No

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for inmates preceding 7-year period).
5. Date and location of birth.

6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or case number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profit and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes No

IF YOUR ANSWER TO THE ABOVE QUESTION IS YES, YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has conducted business.
4. Date of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalty of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I/they have executed this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY _____PRINT NAME **LBS KAATZ** PRINT NAME _____TITLE **INCORPORATOR** DATE **9-15-11** TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profit or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in the disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

ATTACHMENT TO CERTIFICATE OF DISCLOSURE
OF
TEAM ACA

It is possible that the undersigned may have acted as an incorporator of one or more corporations at the request of and on behalf of clients of the undersigned, or of the law firms in which the undersigned was a member or employee. With respect to such activity, the undersigned was acting solely in connection with the representation of clients and did not have any beneficial interest in any such corporation nor did the undersigned have any duties or responsibilities with respect to such corporation except in connection with the representation of clients. It is possible that one or more of such corporations may have been placed in bankruptcy or receivership or had its charter revoked during the time the corporation was being represented by the undersigned, or by the law firm in which the undersigned was a member or employee, or subsequent thereto. In connection with each such corporation, the undersigned would not have been a principal thereof, but would have at most acted as a member or employee of a law firm in connection with the legal representation thereof.

It is not possible to create from the records of the office of the undersigned, or of the law firms in which the undersigned was a member or employee, or from the clients of the undersigned, or of the law firms in which the undersigned was a member or employee, who were involved in bankruptcy or receivership proceedings or charter revocations during the period of time such clients were represented by the undersigned, or of the law firms in which the undersigned was a member or employee, and with respect to such corporations, to determine whether the undersigned had ever served as an incorporator. It is similarly not possible to determine which corporations, if any, which were once clients of the undersigned, or of the law firms in which the undersigned was a member or employee, and which thereafter ceased to be clients of the undersigned, or of the law firms in which the undersigned was a member or employee, were ever involved in bankruptcy or receivership proceedings or had their charter revoked or to determine whether the undersigned was ever an incorporator of any such corporations.

The above information is applicable solely to the participation of the undersigned, if any, with respect to corporations as to which the undersigned's sole participation was in connection with the representation of a client of the undersigned, or of the law firms in which the undersigned was a member or employee. The above statement does not apply to the participation by the undersigned, if any, in any corporation in which the undersigned owned a proprietary, beneficial or membership interest greater than 20%, or in which the undersigned served as director, officer, trustee or incorporator otherwise than in connection with representation of clients of the undersigned, or of the law firms in which the undersigned was a member or employee.

DATED: September 15, 2011



The Rantz, Esq.