

## CERTIFICATE OF DISCLOSURE

### ENTITY INFORMATION

ENTITY NAME: Karen's Caring Kitchen  
ENTITY ID: 23428107  
ENTITY TYPE: Domestic Nonprofit Corporation  
EFFECTIVE DATE/TIME: 09/26/2022

### FELONY JUDGEMENT QUESTIONS

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? NO

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 signing of this certificate? NO

Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: NO

- The violation of fraud or registration provisions of the securities laws of that jurisdiction;
- The violation of the consumer fraud laws of that jurisdiction;
- The violation of the antitrust or restraint of trade laws of that jurisdiction?

### BANKRUPTCY QUESTION

Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) 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* (not the one filing this Certificate) on the bankruptcy or receivership *of the other corporation*? NO

### SIGNATURE

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

Incorporator: Karen Peters - 09/26/2022

## ARTICLES OF INCORPORATION

OF

### KAREN'S CARING KITCHEN

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes §§ 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

#### ARTICLE I NAME

The name of the corporation is "Karen's Caring Kitchen". The corporation is hereafter referred to as the "Corporation".

#### ARTICLE II PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to, preparing and delivering nutritious meals for individuals and families impacted by cancer. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986 and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE III ACTIVITIES AND RESTRICTIONS

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a corporation contribution to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### **ARTICLE IV MEMBERS**

The Corporation shall have no members.

#### **ARTICLE V BOARD OF DIRECTORS**

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Eileen Stewart  
2307 S. Rural Road  
Tempe, Arizona 85282

Nia Grant  
2307 S. Rural Road  
Tempe, Arizona 85282

Dr. Teresa Crosier  
2307 S. Rural Road  
Tempe, Arizona 85282

#### **ARTICLE VI INCORPORATOR**

The name and address of the incorporator is:

Karen Peters  
2307 S. Rural Road  
Tempe, Arizona 85282

#### **ARTICLE VII AMENDMENT**

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority (51%) of the number of directors in office at the time that the amendment is

adopted, provided that no amendment shall substantially change the Corporation's original purposes.

#### **ARTICLE VIII DISSOLUTION**

In the event of 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, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

#### **ARTICLE IX PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT**

The mailing and street address of both the principal office and the registered office is 2307 S. Rural Road, Tempe, Arizona 85282. The registered agent at such address is CLG Services LLC.

#### **ARTICLE X DIRECTOR LIABILITY**

To the fullest extent permitted by law as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

#### **ARTICLE XI INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by law, indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, law, or

otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

Dated: September 22, 2022.

A handwritten signature in cursive script that reads "Karen M. Peters".

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Karen Peters, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT**  
**OF**  
**KAREN'S CARING KITCHEN**

The undersigned hereby consents to serve as Registered Agent, in the State of Arizona for Karen's Caring Kitchen. The undersigned understands that as agent for said corporation, it will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Arizona Corporation Commission in the event of its resignation, or of any changes in the registered office address of Karen's Caring Kitchen.

DATED: September 26, 2022.

**CLG SERVICES LLC**



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By: Ellis M. Carter  
Its: Manager