



**AZ CORPORATION COMMISSION
FILED**

NOV 24 2009

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)**

**AZ CORPORATION COMMISSION
FILED**

FILE NO. -15669200

DEC 10 2009

1. Name: The Name of the Corporation is:
Community Gardens of Tucson, Inc.

FILE NO. -15669290

2. Purpose:

The corporation is organized exclusively for education and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is organized to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

3. Character of Affairs:

The character of affairs of the corporation shall be to establish and operate productive community gardens so as to provide education and assistance to community gardeners of all ages.

4. No part of the net earnings 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. 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.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors: The initial board of directors shall consist of four directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until their successors are elected and qualified are:

Gene Zonge
2710 E Blackledge
Tucson, AZ 85716

Signa Roswall
P O Box 12513
Tucson, AZ 85732

Darlene Schacht
2940 N Santa Rosa Place
Tucson, AZ 85712

George Brookbank
4067 N First Avenue
Tucson, AZ 85719

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business: (In Arizona) The street address of the know place of business of the Corporation is:

2940 N Santa Rosa Place
Tucson, AZ 85712

9. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

Gene Zonge
2710 E Blackledge
Tucson, AZ 85716

10. Incorporators: The name and address of the incorporator is:

Darlene Schacht
2940 N Santa Rosa Place
Tucson, AZ 85712

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. MEMBERS (Check One)

The corporation will have members will not have members.

Executed this 12th day of November, 2009 by all of the incorporators.

Signed: Darlene Schacht

Darlene Schacht
[Print Name Here]

PHONE 520-795-8823

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment

as statutory agent of the above-named corporation effective

this 12th day of November, 2009

Signed Gene Zonge

Gene Zonge
[Print Name Here]

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

Community Gardens of Tucson
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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 execution of this Certificate?
2. Been 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. Been or are 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 antitrust or restraint of trade laws of that jurisdiction?

Yes ___ No X

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

- 1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes ___ No X

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

- 1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of 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 [Signature] DATE 11/12/09 BY [Signature] DATE 11-12-09
TITLE Administrator TITLE Secretary
BY [Signature] DATE 11/12/09 BY [Signature] DATE 11/12/09
TITLE Treasurer TITLE Education Director

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.