

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE HAVEN BUTTERFLY FOUNDATION**

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**I. Name and Place of Business**

The name of the corporation shall be **THE HAVEN BUTTERFLY FOUNDATION** (the “Corporation”). The initial place of business for the Corporation is 2601 N. Campbell Avenue, Suite 202, Tucson, Arizona 85719.

**II. Purpose and Activities**

Within the meaning of Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended (the “Code”), this Corporation is organized and shall be operated exclusively for charitable, literary, scientific, religious and educational purposes of making grants in support of The Haven, an Arizona nonprofit corporation, recognized as a tax-exempt public charity organization (“The Haven”), so long as The Haven is a qualified organization as defined in these Article. Within the meaning of Section 501(c)(3), the Corporation will have the more specific purpose of supporting The Haven’s mission to meet the needs of women in addiction recovery, including helping transform lives through its support of The Haven’s mission and programs, offering hope to women as they move into a life free of alcohol and drug abuse, including educating and inspiring the community in which The Haven and the Foundation operate. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3), of the Code and Section 509(a)(1) or (a)(2) of Code. Except as otherwise provided in these Articles, the Corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Arizona, as amended from time to time, including the procurement of insurance for the Corporation’s indemnity or other insurable obligations.

**III. Limitation on and Scope of Activities**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

B. It is intended that this Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation: (1) exempt from income tax under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws; (2) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws; (3) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code or corresponding provision of any future federal tax laws; or (4) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code or corresponding provision of any future federal tax laws.

D. Whenever the Corporation is a private foundation as defined in I.R.C. Section 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. Section 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. Sections 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. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42. Notwithstanding the restrictions imposed by this Section, if the Code is amended to remove the requirement, that any and all of such restrictions be complied with by private foundations, then those of the foregoing restrictions which no longer apply will be deemed deleted and will have no further force or effect.

#### **IV. Member**

The Corporation shall have only one member, which must be a qualified organization: The Haven is the initial Member. For so long as it is a qualified organization as that term is defined in Article II, the sole member shall be The Haven. If The Haven ceases to be a qualified organization, the member of the Corporation shall become that qualified organization selected by the Board of Directors of the Corporation. The rights and obligations of the Member shall be set forth in the Bylaws of the Corporation.

#### **V. Board of Directors**

The business and affairs of this Corporation shall be conducted by a Board of Directors. The number of directors and the means of filling vacancies shall be set forth in the Bylaws of the Corporation, provided that the number of directors designated shall not be less than three (3). The current Board of Directors consists of the following (3) individuals. The names and addresses of the persons currently serving as the directors are:

Jean M. Gadea  
505 N. Alvernon Way, Tucson, AZ 85711

Colette Barajas  
4307 E. Bellevue, Tucson, AZ 85712

Patricia McCabe  
6435 N. Desert Wind Circle, Tucson, AZ 85750

## **VI. Specified Member Rights**

Approval of Certain Actions. Affirmative consent of the Member shall be required to adopt or approve the following actions:

- a. Liquidation or dissolution of the Corporation;
- b. Merger, consolidation or transfer of substantially all of the assets of the Corporation; and
- c. Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation, or adoption of new Articles of Incorporation or new Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved and notice provided to the Member.

## **VII. Limitation of Liability**

To the fullest extent permitted by the Arizona Nonprofit Corporation Act (“ANCA”) 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 acting within the course and scope of the director’s fiduciary duties. 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 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.

## **VIII. Indemnification**

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

## **IX. 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 to the Member exclusively for tax-exempt purposes as stated herein or any donor restrictions to which the assets are subject at the time of dissolution;

provided, if the Member is not then a qualified organization, then distribution shall be to one or more organizations then described in Code Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) for the purposes of the Corporation and subject to any donor restrictions on such assets (except that no private foundation or supporting organization as defined by Code 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.

**X. Amendment**

These Articles may be amended only by the Corporation’s Board of Directors, subject to the provisions of Article VI of these Articles; provided, however, that these Articles shall never be amended to alter the character of the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code.

**XI. Statutory Agent**

Franklin Agency, LLC, an Arizona limited liability company, 3060 N. Swan Road, Tucson, Arizona, 85712, is the statutory agent for the Corporation for the State of Arizona.

**Approved as to Form:**

The Haven, an Arizona nonprofit Corporation

\_\_\_\_\_  
By: \_\_\_\_\_

Its: \_\_\_\_\_

\_\_\_\_\_  
By: \_\_\_\_\_

Its: \_\_\_\_\_