



Corporations Division

COMMISSIONERS

Chairman, Robert "Bob" Burns
 Boyd Dunn
 Sandra D. Kennedy
 Justin Olson
 Lea Márquez Peterson

Date: 9/17/2019

Delivered via: Email

Melinda Wiese

RE: Entity Name: 39 Alpha Research
ACC File Number: 23020103
ACC Order Number: 201909110575708
Document Received 09/11/2019
Date:

We are pleased to notify you that the Articles of Incorporation - Nonprofit submitted for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 9/17/2019, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 9/17/2019, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf.

IMPORTANT: Corporations are required by statute to file an Annual Report with the ACC once each year. Your Annual Report is due on 09/11/2020 and on the anniversary of that date each subsequent year. Annual Reports can be submitted electronically through the ACC website. It is the corporation's sole responsibility to file its Annual Report on or before the due date each year. If the corporation provided an entity email address, it will receive an email reminder at that email address to file the annual report. Individual users who have created user accounts on our website and who have associated the corporation to that account through the "My Entities" section will also receive an email reminder.

Whether or not the corporation or any individual user requests or receives any email reminder, however, if the corporation fails to file its Annual Report by the due date, penalties will accrue and the corporation will be subject to being administratively dissolved.

Corporations are required by statute to notify the ACC immediately, in writing, of any change in address or statutory agent information. Forms are available on the ACC website to make address and statutory agent changes. Failure to notify the ACC of such changes may subject the corporation to being administratively dissolved. A forwarding order placed with the U.S. Postal Service is not sufficient to change addresses on file with the ACC. (Foreign corporations have additional filing requirements under A.R.S. § 10-1504 or § 10-11504 for other types of changes – see the statute for details.)

The Corporations Division strongly recommends that you periodically monitor your corporation's public record, which can be viewed at www.ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
 1300 W.Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

ARTICLES OF INCORPORATION
OF
39 ALPHA RESEARCH

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

ARTICLE I
NAME

The name of the corporation is "39 Alpha Research". The corporation shall hereafter be referred to as the "Corporation".

ARTICLE II
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but are not limited to, promoting research in the public interest. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code 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 part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless such activity 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 personal 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 contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. 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 a sole member whose respective qualification and rights shall be as specified in the Bylaws.

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 number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director is:

Tucker Ely
2307 S. Rural Road
Tempe, Arizona 85282

ARTICLE VI INCORPORATOR

The name and address of the incorporator is:

Tucker Ely
2307 S. Rural Road
Tempe, Arizona 85282

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended by the sole member of the Corporation, provided that no amendment shall substantially change the original purposes of the Corporation.

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

ARTICLE X DIRECTOR LIABILITY

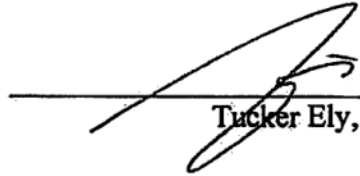
To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, 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 Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), 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, vote of the Members, the ANCA

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: 11 SEPT, 2019.

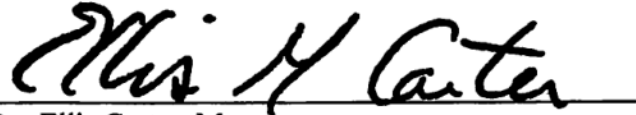

Tucker Ely, Incorporator

**CONSENT OF STATUTORY AGENT
OF
39 ALPHA RESEARCH**

The undersigned, having been named in the Articles of Incorporation of 39 Alpha Research as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

DATED: September 11, 2019.

CLG SERVICES LLC

A handwritten signature in black ink, appearing to read "Ellis Carter", is written over a horizontal line.

By: Ellis Carter, Manager

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

39 Alpha Research

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ): n/aFind the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
- Annual (credit unions and loan companies only)
- Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT 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 per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: <ul style="list-style-type: none"> a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? 	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

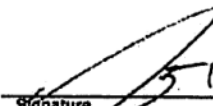
5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5.2 If the answer to number 5.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Tucker Ely
 Name
 2307 S. Rural Road
 Address 1
 Address 2
 Tempe AZ 85282
 City State Zip
 Country UNITED STATES

Name
 Address 1
 Address 2
 City State Zip
 Country

SIGNATURE - see Instructions C003i:
 By 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.
 I ACCEPT
 Signature: 
 Tucker Ely
 Printed Name Date: 9-11-19

SIGNATURE - see Instructions C003i:
 By 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.
 I ACCEPT
 Signature
 Printed Name Date

- REQUIRED - check only one:**
- Incorporator** - I am an Incorporator of the corporation submitting this Certificate.
 - Officer** - I am an officer of the corporation submitting this Certificate
 - Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 - Director** - I am a Director of the credit union or loan company submitting this Certificate.

- REQUIRED - check only one:**
- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
 - Officer** - I am an officer of the corporation submitting this Certificate
 - Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 - Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.