

504999

SOUTHERN ARIZONA ROADRUNNERS CLUB

INCORPORATING DIVISION

Phoenix Address: 2222 West Encanto Blvd.
Phoenix, Arizona 85009

Tucson Address: 415 West Congress Street
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-128.01

Check Appropriate Box(es): "A", "B", or "C"

Southern Arizona Roadrunners Club
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

- ☒ A. No person serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 3. Have 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 where 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.

- ☐ B. For any person or persons who have been or are subject to one or more of the statements in items A.1 through A.3 above, the following information "MUST" be attached:
1. Full name and prior names 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. Social Security number.
 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved and the file or cause number of the case.

- ☒ C. No person (a) serving either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, has served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? 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 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, receivership or charter revocation, including the date, the court or agency involved, and the file or cause number of the case.

Under penalties of law, the undersigned 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.

BY: James W. Shea DATE: 7/23/80
TITLE: Treasurer

BY: Lang Schless DATE: 7/24/80
TITLE: President

(Revised 2/79)

Where initial officers have not yet been elected an amended certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers and directors.

All incorporators must sign the initial Certificate of Disclosure. (If more than two incorporators, please attach remaining signatures on a separate sheet of paper.)

Attachment to

Certificate of Disclosure for
Southern Arizona Roadrunners Club
as per A.R.S. Sections
10-128 & 10-128.1

John T. Emery July 24, 1980
as Incorporator and Member of Board

0037 0257

TO: ARIZONA CORPORATION COMMISSION
Incorporating Division
415 W. Congress
Tucson, Arizona 85701

RE:

I, (WE) Larry Schloss having been
designated to act as Statutory Agent, hereby consent to act in that
capacity until removal or resignation is submitted in accordance
with the Arizona Revised Statutes.

Larry Schloss

LAW OFFICES

HECKER & PHILLIPS

LAWRENCE M. HECKER
STEVEN W. PHILLIPS
THOMAS M. PACE
NIKKI A. CHAYET

GERALD G. HAWLEY
OF COUNSEL

ROCKWELL BUILDING
405 WEST FRANKLIN STREET
TUCSON, ARIZONA 85705
TELEPHONE (602) 882-8912

July 30, 1980

Arizona Corporation Commission
403 W. Congress
Tucson, AZ 85701

RE: Southern Arizona Roadrunners Club

Gentlemen:

Enclosed are the original and two copies of the Articles of Incorporation of Southern Arizona Roadrunners Club. Also enclosed is a Certificate of Disclosure executed by the incorporators of the corporation and a Statutory Agent form appointing Larry Schloss as the agent. Our check in the amount of \$30.00, in payment of the filing fee, is also enclosed. The corporation's address is 1121 North El Dorado Place, Tucson, Arizona, 85715. Please return one copy of the articles to this office.

The corporation has selected 3/31 as its fiscal year.

Very truly yours,

HECKER & PHILLIPS

Steven W. Phillips / dlr

Steven W. Phillips

SWP/dlr
enclosures

0032 0259

September 25, 1980

RECEIVED

OCT 17 1980

Mr. Larry Schloss
Southern Arizona Roadrunner Club
1121 Eldorado Place Suite 136
Tucson, Arizona 85715

ARIZONA CORP. COMMISSION
INCORPORATING DIVISION

Dear Mr. Schloss:

This letter is in regard to our telephone conversation of Wednesday, September 24, 1980.

It is my understanding that you wish to have your club chartered by the State of Arizona. Even though the name of your club and mine are very similar, I see no reason that you should not be chartered.

It is my understanding that the Southern Arizona Roadrunner Club is a jogging and running club while mine is a Social and Tour Club and there should be no conflict.

Sincerely yours,

Margaret J. Hensel

Margaret J. Hensel
Secretary/Treasurer
Arizona Roadrunner Club

0032 0260

ARTICLES OF INCORPORATION
OF
SOUTHERN ARIZONA ROADRUNNERS CLUB

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under and by virtue of Title 10, Article 16 of the Arizona Revised Statutes, hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be SOUTHERN ARIZONA ROADRUNNERS CLUB.

ARTICLE II

The corporation is organized and shall be operated exclusively for charitable and educational purposes as specified in section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"). Specifically, the objectives of the corporation shall be to promote and conduct jogs, running events and other similar activities and to conduct public lectures on the sport of running and jogging.

ARTICLE III

The location of said corporation shall be in Tucson, County of Pima, State of Arizona.

ARTICLE IV

The name of the initial statutory agent is LARRY SCHLOSS, whose address is 1121 North El Dorado Place, Tucson, Arizona 85715.

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED
MAY 11 '80
APPR. _____
DATE APPR. _____ FILE # _____
TERM 10. Blackwell
DATE 8/11 TIME 3:17

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED
OCT 17 '80
APPR. M. Blackwell
DATE APPR. 11/03 FILE # _____
TERM _____
DATE _____ TIME _____

504999

0037 0261

ARTICLE V

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI

The names and addresses of the incorporators are as follows:

LARRY SCHLOSS	1121 N. El Dorado Place Tucson, Arizona 85715
JAMES SHEA	2731 Marmora Place Tucson, Arizona 85713
JOHN EMERY	2742 N. Wilson Avenue Tucson, Arizona 85719

ARTICLE VII

The election of directors of the corporation was held on May 4, 1980, at Tucson, Arizona. The names and addresses of the initial directors are as follows:

1. LARRY SCHLOSS	9648 E. Barrudean Hills Tucson, Arizona 85710
2. ED DALY	8750 E. 28th Street Tucson, Arizona 85710
3. BILL CHAMBERS	3515 Guthrie Mt. Pl. Tucson, Arizona 85718
4. JIM SHEA	2731 Marmora Pl. Tucson, Arizona 85713
5. CYNDY TOPLIFF	1620 W. Montebella Dr. Tucson, Arizona 85704
6. MARSHA MCGRAW	1500 S. Cape Verde Pl. Tucson, Arizona 85710
7. JIM PLACKE	1339 E. Allen - 4 Tucson, Arizona 85719

8. DAN REYNOLDS	111 Ave. B San Manuel, AZ 85631
9. JENNIFER THOMPSON	4145 E. 6th Tucson, Arizona 85711
10. J. S. TWOHIG	627 W. Valencia Tucson, Arizona 85706
11. KEN YOUNG	3455 E. 5th St. Tucson, Arizona 85716
12. JOHN EMERY	2742 N. Wilson Ave. Tucson, Arizona 85719
13. JOHN MARE	1635 E. Lind Rd. Tucson, Arizona 85719

All directors elected hereafter shall be elected in the manner provided in the Bylaws.

ARTICLE VIII

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law:

A. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the state of Arizona, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Code.

F. No compensation, or other payment shall be paid or made to any officer, director, incorporator of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this Article and except as a reasonable compensation for services rendered

and/or as a reasonable allowance for authorized expenditures incurred on behalf of this corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person or persons, or inure to, be used for, accrue to or to the benefit of any such persons or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code.)

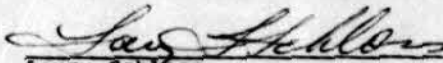
G. No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

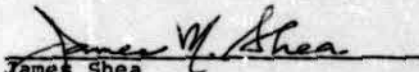
H. Notwithstanding any other provision of these articles, if at any time or times the corporation shall be a "private foundation" as defined in Section 509 of the Code, then during such time or times the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investment in any manner as to subject the corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IX

Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code as the Board of Directors shall determine provided, however, that such organizations shall not be "private foundations" within the meaning of the Code and shall be "publicly supported" within the meaning of the Code.

IN WITNESS WHEREOF, we hereto affix our signatures
this 30th day of July, 1980.


Larry Schloss


James Shea

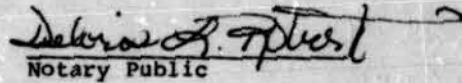

John Emery

STATE OF ARIZONA)
) SS:
COUNTY OF PIMA)

This instrument was acknowledged before me this 30th day of July, 1980, by Larry Schloss, James Shea and John Emery, known to me to be the persons whose signatures are subscribed to the foregoing Articles of Incorporation, who personally appeared before me and acknowledged to me that

they executed the same for the purpose and consideration therein expressed.

Given under my hand and seal of office the day and year in this certificate above written.


Notary Public

My Commission Expires:
January 21, 1984

MEMO-letter

HECKER & PHILLIPS

405 W. Franklin • Tucson, Arizona 85705 • Phone 602-882-8912

To Arizona Corporation Commission

Date March 26, 1981

Incorporating Division

Subject

403 W. Congress

Tucson, AZ 85701

Dear Gang:

Please change the fiscal year end for the Southern Arizona
Roadrunners Club, #504999 - 7 from 3/31 to 6/30.

Thanks,

Nikki

Nikki A. Chayet

/dlr

504999-1

3/27



MAIL TO:

7-24-81

P.O. BOX 6019 - PHOENIX, ARIZONA 85005

1210 W. WASHINGTON
PHOENIX, ARIZONA 85005

ARIZONA CORPORATION COMMISSION

403 WEST CONGRESS AVENUE
TUCSON, ARIZONA 85701**ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128**

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

A. CORPORATION INFORMATION

FILE NO. 504999-1

Corporation Name SOUTHERN ARIZONA ROADRUNNERS CLUB

Street Address ~~LARRY SCHLOSS~~P.O. Box (if any) ~~1121 N EL DORADO PL Suite 136~~City, State, Zip Code ~~TUCSON AZ 85715~~

TYPE OF CORPORATION NON-PROFIT

FEE 10.00

PENALTY

TOTAL

Name of Arizona Statutory Agent LARRY SCHLOSS 000100

Street Address 1121 N EL DORADO PL Suite 136

City, State, Zip Code TUCSON AZ 85715

**ANNUAL REPORT
FOR YEAR ENDING**03 31 81
MO DAY YR**DUE ON OR BEFORE**07 15 81
MO DAY YR**B. SPECIAL INSTRUCTIONS:** If there has been a change in any of the preceding information, please indicate below the change required.

+ Street address: none

+ P.O. Box: 40728

+ Zip code: 85717

C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.

Organization, promotion, and conduct of running events
and public lectures on the sports of running,
jogging and physical fitness.

D. CAPITALIZATION: Aggregate number of shares itemized as follows: *NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
NUMBER ISSUED	CLASS	SERIES	PAR VALUE

E. SHAREHOLDERS DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheetShareholder
Name:Shareholder
Name:Shareholder
Name:Shareholder
Name:

0428 7549

H. STATEMENT OF FINANCIAL CONDITION BALANCE SHEET

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash		
Trade notes and accounts receivable		
(a) Less allowance for bad debts		
Inventories		
Gov't obligations: (a) U.S. and instrumentalities		
(b) State, subdivisions thereof, etc.		
Other current assets		
Loans to shareholders		
Mortgage and Real Estate loans		
Other investments		
Buildings and other fixed depreciable assets		
(a) Less accumulated depreciation		
Depletable assets		
(a) Less accumulated depletion		
Land (net of any amortization)		
Intangible assets (amortizable only)		
(a) Less accumulated amortization		
Other assets		
Total assets		-0-
<u>LIABILITIES AND CAPITAL</u>		
Accounts payable		
Mtges., notes, bonds payable in less than 1 yr.		
Other current liabilities		
Loans from shareholders		
Mtges., notes, bonds payable in 1 yr. or more		
Other liabilities		
Total Liabilities		-0-
Capital stock		
(a) Preferred stock		
(b) Common stock		
Paid-in or capital surplus		
Retained earnings - Appropriated		
Retained earnings - Unappropriated		
Less cost of treasury stock		
Total Capital		
Total Liabilities and Capital		-0-

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President

Name Larry Schloss
Street Address 9648 E. Barrudean Hills
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85710
Date of taking this office MO 3 DAY 31 YR 81

Vice-President

Name Ed Daly
Street Address 8750 E. 28th St.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85710
Date of taking this office MO 3 DAY 31 YR 81

Secretary

Name Cindy Toplift
Street Address 1620 W. Montabella Jr.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85706
Date of taking this office MO 3 DAY 31 YR 81

Treasurer

Name Jim Shea
Street Address _____
P.O. Box 36113
City, State, Zip Code Tucson, AZ. 85740
Date of taking this office MO 3 DAY 31 YR 81

Other Executive Officer (title) Recording Secretary

Name Marsha McGraw
Street Address 1500 S. Cape Verde Pl.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85710
Date of taking this office MO 3 DAY 31 YR 81

Other Executive Officer (title) Materials Officer

Name Jim Placke
Street Address 1339 E. Allen #4
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85719
Date of taking this office MO 3 DAY 31 YR 81

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

Other Executive Officer (title)

Name _____
Street Address _____
P.O. Box _____
City, State, Zip Code _____
Date of taking this office MO _____ DAY _____ YR _____

G. DIRECTORS

Director

Name Joe Cary
Street Address 25 Gold Finch Cr.
P.O. Box _____
City, State, Zip Code Sierra Vista, AZ. 85635
Date of taking this office MO 3 DAY 31 YR 81

Director

Name Dan Reynolds
Street Address 111 Ave. B
P.O. Box _____
City, State, Zip Code San Manuel, AZ. 85631
Date of taking this office MO 3 DAY 31 YR 81

Director

Name J.S. Twohig
Street Address 627 W. Valencia
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85706
Date of taking this office MO 3 DAY 31 YR 81

Director

Name Ken Young
Street Address 3455 E. 6th St.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85716
Date of taking this office MO 3 DAY 31 YR 81

Director

Name John Emery
Street Address 2742 N. Wilson Ave.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85719
Date of taking this office MO 3 DAY 31 YR 81

Director

Name John Maré
Street Address 1635 E. Lind Rd.
P.O. Box _____
City, State, Zip Code Tucson, AZ. 85719
Date of taking this office MO 3 DAY 31 YR 81

DO NOT WRITE IN THIS BLOCK
FOR OFFICE USE ONLY

INITIALS	ACTION	TRAN	DATE

AC
AS
AF
AD

0428 7551

1.

CHECK APPROPRIATE BOX(S) "A" OR "B"

CERTIFICATE OF DISCLOSURE**A.R.S. Sections 10-128****Southern Arizona Roadrunners Club**
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT

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 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 3. Have 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 where 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 laws of trade laws of that jurisdiction.

- ☐ B. For any person or persons who have been or are subject to one or more of the statements in Items A. 1 through A. 3 above, the following information "MUST" be attached:

1. Full name and prior names 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. Social Security number
7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE

Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

*NOTE: If a foreign corporation, the following declaration is also applicable: Under penalties of law I declare that I will comply with the provisions of A.R.S. Sec. 128.01.

BY Larry Schloss DATE 7/15/81

BY James M. Shea DATE 7/15/81

TITLE President

TITLE Treasurer

REMINER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED?

ARIZONA CORPORATION COMMISSION
2222 W. ENCANTO BLVD. SUITE 210
PHOENIX, AZ 85009

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
PHOENIX, AZ
Permit No. 621

SOUTHERN ARIZONA ROADRUNNERS CLUB
c/o LARRY SCHLOSS
1121 N. EL DORADO PL.
TUCSON AZ 85715

Equit
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