

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE

A.R.S. Section 10-3202.D.

YES HOUSING OF ARIZONA, INC.

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

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, 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, or administratively dissolved by any jurisdiction?

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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is Dec June 30th

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 7/15/03
 TITLE President

BY [Signature] DATE 7/15/03
 TITLE CEO

BY [Signature] DATE 7/15/03
 TITLE Board member

BY _____ DATE _____
 TITLE _____

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 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.

AZ CORP. COMMISSION
FILED

JUL 16 2003
APPR
TERM
DATE
[Signature]
11/6/03
10435178

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
YES HOUSING OF ARIZONA, INC.

Pursuant to A.R.S. §10-11006, the undersigned, as the duly authorized and empowered President and Secretary/Treasurer of YES HOUSING OF ARIZONA, INC., an Arizona non-profit corporation ("Corporation"), have herewith executed these Articles of Amendment to the Articles of Incorporation of the Corporation, as follows:

1. The name of the Corporation is YES HOUSING OF ARIZONA, INC.
2. Article III of the Articles of Incorporation of the Corporation is amended in its entirety to read, as follows:

"The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To relieve the burdens on the poor, distressed, elderly, and handicapped through the provision of affordable housing; to acquire, by purchase, gift, devise or otherwise, money or other real or personal property, and to distribute, lease or sell such property in furtherance of such purposes; and to provide such individuals with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a non-profit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.
- (c) The Corporation is organized exclusively for charitable, educational, and/or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

3. Article V of the Articles of Incorporation of the Corporation is amended in its entirety to read, as follows:

"Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one (1) or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to an organization which is organized exclusively for one or more exempt purposes similar to those of this Corporation, other than one created for religious purposes, and which has established its exemption under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed 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 III. No substantial part of the activities of the Corporation shall be a 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."

4. The aforesaid Amendments were adopted by the Corporation on the 15th day of July, 2003.
5. The aforesaid Amendments were duly adopted by the Board of Directors of the Corporation at a Special Meeting duly called and conducted on the date specified in Section 4 above.

DATED this 15th day of July, 2003.

YES HOUSING OF ARIZONA, INC., an Arizona non-profit corporation ("Corporation")

By: 
Orlando Vigil, President

By: 
Chris Baca, Secretary/Treasurer