



01835584

AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION
OF
GOLDWATER PEDIATRIC FEEDING CENTER

DEC 20 2006

FILE NO. 1332624.8

ARTICLE I

Name and Address

The name of the corporation is GOLDWATER PEDIATRIC FEEDING CENTER and its principal place of business shall be 8711 E. Pinnacle Peak Road #290, Scottsdale, Arizona 85255.

ARTICLE II

Purpose

The corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary, and educational purposes under Chapters 19 and 26 through 40 of Title 10 of the Arizona Revised Statutes and as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law).

ARTICLE III

Character of Business and Affairs

The character of the business and affairs which the corporation initially intends to conduct in the State of Arizona is to:

A. Solicit donations of property to the corporation to be used in furtherance of the corporation's stated charitable, scientific, literary, and educational purposes.

B. Administer property donated to, or acquired by, the corporation and the income therefrom in furtherance of the corporation's stated charitable, scientific, literary, and educational purposes.

C. Distribute such property to qualified organizations and persons for charitable, scientific, literary, or educational purposes.

D. Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the corporation.

ARTICLE IV

Prohibited Activities

A. Anything herein to the contrary notwithstanding, no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

B. 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 its exempt purposes.

C. The corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and state income tax under section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) or (ii) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law).

D. Anything herein to the contrary notwithstanding, if the corporation is a private foundation as defined in section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), the corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor distribute any of the income of the corporation in such a manner as to subject it to tax under section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor make any investments in such manner as to subject the foundation to tax under section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future law).

ARTICLE V

Existence

The corporation shall have perpetual existence.

13326248

ARTICLE VI

Members

The corporation shall have no members.

ARTICLE VII

Dissolution and Liquidation

In the event of the dissolution or liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute any and all surplus, capital, or assets thereof to one or more corporations, funds, or organizations created or organized in the United States of America or under the laws of the United States of America, any state, or the District of Columbia, and engaged in activities and having purposes substantially similar to those of the corporation and which are described in each of sections 170(b)(1)(A), 170(c), 507(b)(1)(A), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) and contributions to which are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), or if none exist, to one or more corporations, funds, or organizations created or organized in the United States of America or under the laws of the United States of America, any state, or the District of Columbia, and conducted solely and exclusively for charitable, scientific, literary, or educational purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder, member, director, trustee, officer, or individual of that entity and no substantial part of the activities of which is the carrying on of propaganda or attempting to influence legislation or political campaigns and as shall at the time be described in each of sections 170(b)(1)(A), 170(c), 507(b)(1)(A), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law), and contributions to which are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), as the board of directors shall determine.

ARTICLE VIII

Board of Directors

A. The business and affairs of the corporation shall be managed by a board of directors. The number of directors shall be not less than one (1) nor more than nine (9); within such limitations, the number of directors shall be as specified from time to time in the corporation's bylaws. The initial board of directors shall serve until the first annual meeting of directors. Except as otherwise provided in this Article, the term of

1332624-8

each director shall be two years. With the exception of the directors on the initial board of directors, the directors shall be divided into two classes of equal number if there is an even number of directors, or into two classes differing in number by one director if there is an odd number of directors. The directors of each such class of directors shall be elected by the board of directors at the annual meeting of the board of directors of the corporation. The terms of office of the directors in each such class shall be staggered so that the directors in one class of directors are elected in a separate year from those directors in the other class of directors. A nominee receiving the votes of two-thirds of the directors of the corporation shall be elected to the board. In the event of a vacancy on the board of directors, the remaining directors shall elect, by a majority vote, a successor to serve for the remainder of the two-year term of the office which became vacant, at any meeting properly called for such purpose. Any director may be removed, for or without cause, by a vote of two-thirds of the directors of the corporation at any meeting properly called for such purpose, and a successor then may be elected by a vote of two-thirds of the directors of the corporation, at any meeting or any subsequent meeting duly called for such purpose, to fill the vacancy thus created.

B. The annual meeting of the board of directors shall be held on the date specified in the corporation's bylaws. There shall be not less than one meeting of the board of directors each fiscal year. The meetings of the board of directors shall be held at such place within or without the State of Arizona as may be designated by the board of directors from time to time.

C. The board of directors shall have the power to adopt bylaws, to amend or repeal the same, to fill vacancies occurring in the board of directors, to elect officers, to appoint committees, including, without limitation, an executive committee, with such members, powers, and authority as they may confer, and to do all other things not prohibited by law to manage the affairs of the corporation.

D. The following persons constitute the initial board of directors to serve until the first annual meeting of directors and until their successors shall have been duly elected and qualified, at which time, the terms of the initial directors shall expire and the new board of directors shall be divided into two classes as provided in this Article:

Shannon K. Goldwater	8711 E. Pinnacle Peak Road #290 Scottsdale, Arizona 85255
----------------------	--

Robert W. Goldwater, III	8711 E. Pinnacle Peak Road #290 Scottsdale, Arizona 85255
--------------------------	--

ARTICLE IX**Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, and such additional officers as the board of directors may deem necessary, who shall be elected annually by the board of directors as prescribed in the bylaws. The officers elected shall hold office for a period of one year, or until their successors are elected and qualified, but shall be subject to removal by the board of directors at any time. The first officers of the corporation shall be elected by the board of directors at the first meeting of such board of directors, and shall serve at the pleasure of the board. Any two or more offices may be held by the same person.

ARTICLE X**Liability and Indemnification**

The personal liability of any director of the corporation to the corporation or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE XI**Incorporators**

The following individual constitutes the incorporator of the corporation:

Shannon K. Goldwater
8711 E. Pinnacle Peak Road #290
Scottsdale, Arizona 85255

ARTICLE XII**Statutory Agent**

The corporation hereby appoints as its statutory agent Charles W. Whetstine, Esq., 3101 North Central Avenue, Suite 1600, Phoenix, Arizona 85012.

13326424.8

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set
her hand as of the 18th day of December, 2006.

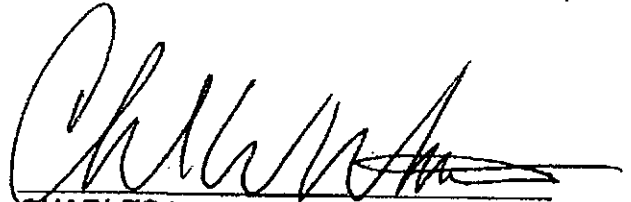
Shannon K. Goldwater
SHANNON K. GOLDWATER

1332624.8

CONSENT TO ACT AS STATUTORY AGENT

I, Charles W. Whetstine, having been designated to act as Statutory Agent for Goldwater Pediatric Feeding Center, hereby consent to act in that capacity until removed, or my resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: December 19, 2006.



CHARLES W. WHETSTINE