

AZ CORPORATION COMMISSION
FILED

FEB 13 2007

FILE NO. - 1344579-2

AZ Corp. Commission
01832939

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
(Arizona Non-Profit Corporation)**

BAG LADY PROJECT, INC

ARTICLE I. NAME: The Name of the Corporation is Bag Lady Project, Inc.

ARTICLE II. PURPOSE: Bag Lady Project, Inc is a charitable organization that provides relief of the poor and underprivileged by providing personal and hygiene care items to homeless and needy children and adults. The availability of hygiene products to the needy population allows them to maintain proper hygiene, which promotes good health and reduces the risk of disease spread.

ARTICLE III. CHARACTER OF AFFAIRS: The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct are as follows: Bag Lady Project shall through various fundraising methods, provide relief to the homeless and needy in Pima County, Arizona.

ARTICLE IV. LIMITATIONS: No part of the net earning of the corporation shall inure to the benefit of, or be distributable 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 2. No substantial part of the activities of the corporation shall be the 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. Notwithstanding any other provision of these articles, this corporation shall not, engage in any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE V. DISSOLUTION: Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, to such organization organized and operated exclusively for charitable, educational, religious purposes under the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. BOARD OF DIRECTORS: The board of directors shall consist of three (3) directors. The name and address of the persons who is to serve as the directors are:

Deborah Pinnell
6071 E. Thunder River Dr.
Tucson, AZ 85706

Richard Pinnell
6071 E. Thunder River Dr.
Tucson, AZ 85706

Ricki Ray
4323 W. Rose Ln.
Glendale, AZ 85301

ARTICLE VII. KNOWN PLACE OF BUSINESS: (In Arizona) The street address of the known place of business of the Corporation is:

6071 E. Thunder River Dr.
Tucson, AZ 85706

ARTICLE VIII. STATUTORY AGENT: (In Arizona) The name and address of the statutory agent of the Corporation is:

Richard Pinnell
6071 E. Thunder River Dr.
Tucson, AZ 85706

ARTICLE IX. INCORPORATORS: The names and addresses of the incorporator(s) are:

Deborah Pinnell
6071 E. Thunder River Dr.
Tucson, AZ 85706

Richard Pinnell
6071 E. Thunder River Dr.
Tucson, AZ 85706

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE X. DISCRIMINATION: The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XI. MEMBERS:
The corporation will not have members.

EXECUTED this 12 day of FEBRUARY, 2007 by all of the incorporators.

Signed: [Redacted Signature]
Deborah Pinnell
[Print Name Here]

Signed: [Redacted Signature]
[Redacted Name]
[Print Name Here]

PHONE 520-207-1887 FAX _____

Acceptance of Appointment By Statutory Agent
The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 12 day of FEBRUARY, 2007.

Signed [Redacted Signature]
RICHARD L. PINNELL
[Print Name Here]