

**ARTICLES OF INCORPORATION**  
**OF**  
**THE NORTH STAR BRIDGE PROJECT**

an Arizona Nonprofit Corporation

**ARTICLE I**  
Name and Known Place of Business

- 1.1 The name of the corporation is The North Star Bridge Project (the "Corporation").
- 1.2 The known place of business of the Corporation is 1574 W. Havasu Ct., Chandler, Arizona 85248.

**ARTICLE 2**  
Charitable Purpose

2.1 The Corporation is organized as a nonprofit corporation under the laws of the State of Arizona and shall be operated as a qualified exempt organization exclusively for charitable and educational purposes (including, for such purposes, the making of distributions to "qualified exempt organizations") within the meaning of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 43-1201.4 of the Arizona Revised Statutes, as amended (the "Statutes").

2.2 All terms and provisions of these Articles of Incorporation shall be construed, applied and carried out in accordance with the charitable purpose of the Corporation.

2.3 An organization is a "qualified exempt organization" for this purpose only if it is an organization described within the meaning of Sections 170(c)(2) and 501(c)(3) of the Code and qualifies as a publicly supported charitable organization under Sections 170(b)(1)(A)(vi) and 509(a)(1) and (2) of the Code.

**ARTICLE 3**  
Character of Affairs

The character of the affairs that the Corporation initially intends to conduct shall be to provide educational scholarships to the poor, distressed, and underprivileged and to receive and administer funds for charitable and educational purposes in a manner consistent with the purposes set forth herein.

ARTICLE 4  
Prohibited Transactions

4.1 The Corporation is not organized and shall not be operated for pecuniary gain or private benefit.

4.2 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 the purposes set forth herein.

4.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in Section 501(h) of the Code.

4.4 The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4.5 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

4.5.1 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code;

4.5.2 by a corporation contributions to which are deductible under Section 170(c)(1) or (2) of the Code;

4.5.3 by a corporation gifts and transfers to which are deductible under Section 2055(a)(1) or (2) of the Code;

4.5.4 by a corporation gifts and transfers to which are deductible under Section 2522(a)(1) or (2) of the Code; or

4.5.5 by a corporation exempt from Arizona income tax under Section 43-1201.4 of the Statutes.

ARTICLE 5  
Discrimination

In exercising or fulfilling its educational functions, the Corporation shall not practice or permit discrimination on the basis of race or national origin.

ARTICLE 6  
Private Foundation

6.1 During any period that the Corporation is a private foundation, as the term is defined in Section 509 of the Code, or does not normally receive a substantial part of its support

from government entities and the general public within the meaning of Section 43-1215.3 of the Statutes, the Corporation shall distribute its income for each taxable year at such time and in such manner within the meaning of Section 43-1211 and 43-1214 of the Statutes and as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2 During any period that the Corporation is a private foundation, as the term is defined in Section 509 of the Code, or does not normally receive a substantial part of its support from government entities and the general public within the meaning of Section 43-1215.3 of the Statutes, the powers of the Corporation then shall be specifically restricted so that the Corporation shall be prohibited from:

6.2.1 engaging in any act of self-dealing as that term is defined in Section 4941 of the Code;

6.2.2 retaining any excess business holdings as that term is defined in Section 4943 of the Code;

6.2.3 making any investment in any manner which would subject the Corporation to tax under Section 4944 of the Code;

6.2.4 making any taxable expenditure as that term is defined in Section 4945 of the Code; and

6.2.5 making any prohibited transaction as the term is defined in Section 43-1213 of the Statutes.

6.3 Notwithstanding the restrictions imposed in this paragraph, if Section 508(e) of the Code and Section 43-1212 of the Statutes are amended to remove the requirement that any or all of the restrictions contained herein are to be included in the governing instrument of the Corporation, then such of the foregoing restrictions as are no longer required to be so included shall be deemed deleted and shall have no further force or effect.

## ARTICLE 7 Board of Directors

7.1 The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors, their terms, and the manner of their election shall be as provided in the Bylaws, provided that there shall not be less than three (3) Directors. The initial Board of Directors shall consist of five (5) Directors.

7.2 The names and addresses of the persons who shall serve as initial Directors until their successors are appointed and qualified are: Susan Carol Glascoe, 1574 W. Havasu Ct., Chandler, Arizona 85248; Peter H. Reynolds, 462 Washington St., Dedham, Massachusetts 02026; Gerald Lee Glascoe, Jr., 1574 W. Havasu Ct., Chandler, Arizona 85248; Eric L. Johnson, 3642 E. Megan St., Gilbert, Arizona 85295, Allan Steves, 6002 E. Friess Dr., Scottsdale, Arizona 85254.

ARTICLE 8  
Dissolution and Liquidation

8.1 In the event of dissolution, the dissolution and liquidation of the Corporation shall be accomplished consistent with the intent that its assets be held and used for the Corporation's stated charitable purpose, and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Code.

8.2 Subject to the foregoing Section, in the event of dissolution of the Corporation for any reason, the Board of Directors shall, after payment or making provision for payment of all liabilities, distribute and dispose of the property then held by the Corporation to such organization or organizations organized and operated exclusively for charitable and educational purpose as shall then be qualified under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

8.3 With respect to any property not so disposed, such property shall be disposed of and distributed to such organization or organizations as shall then be qualified as an organization exempt from federal income tax under Section 501(c)(3) of the Code and qualifies as a publicly supported charitable organization under Sections 170(b)(1)(A)(vi) and 509(a)(1) and (2) of the Code, as selected by and pursuant to an order of the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE 9  
Liability and Indemnification

9.1 The personal liability of any Director to the Corporation or other persons for monetary damages for breach of fiduciary duties as a Director is hereby eliminated to the fullest extent allowed by the laws of the State of Arizona.

9.2 The Corporation shall indemnify, to the maximum extent from time to time permitted by the laws of the State of Arizona, 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 will be mandatory in all circumstances in which indemnification is permitted by law. This power of indemnification under the laws of the State of Arizona shall not be denied or limited by the Bylaws.

ARTICLE 10  
Membership

The Corporation shall have no members, as that term is defined in Section 10-3140 of the Statutes.

ARTICLE 11  
Statutory Agent

The name and address of the initial statutory agent of the Corporation is Gerald L. Glascoe, Jr., 1574 W. Havasu Ct., Chandler, Arizona 85248.

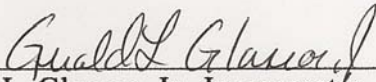
ARTICLE 12  
Incorporator

12.1 The name and address of the incorporator is Gerald L. Glascoe, Jr., 1574 W. Havasu Ct., Chandler, Arizona 85248.


12.2 All powers, duties and responsibilities of the incorporator, acting in his capacity as the incorporator, shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission.

*Remainder of page left intentionally blank. Signature page to follow.*

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of June, 2009.

  
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Gerald L. Glascoe, Jr., Incorporator

I, Gerald L. Glascoe, Jr., having been designated to act as the statutory agent for The North Star Bridge Project, approve of such designation and consents to act in such capacity. I reserve, however, the right to resign as statutory agent in accordance with the provisions of the Arizona Revised Statutes.

  
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Gerald L. Glascoe, Jr., Statutory Agent