

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|------------------------------------------------|------------|------------------------------------------------|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 2, Article VII
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 2, Article IX
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) FHF Mexico, Inc.		2 c/o Name (if applicable) W. Ralph Pew
3 Mailing address (Number and street) (see instructions) 1744 S. Val Vista, #217	Room/Suite	4 Employer Identification Number (EIN) 45-3138723
City or town, state or country, and ZIP + 4 Mesa, AZ 85204		5 Month the annual accounting period ends (01 - 12) 12
6 Primary contact (officer, director, trustee, or authorized representative) a Name: W. Ralph Pew		b Phone: 480-461-4670 c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
9a Organization's website: www.fhfmexico.org		
b Organization's email: (optional) fhfmexico@gmail.com		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 07 / 13 / 2011		
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**

- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**

- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**

- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**

- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 2, Article VII

- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Article IX

- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Please see attached narrative		none
		
		
		
		

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. Yes No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No

c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No

- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No

- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations
- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No
-
- 12a** Do you or will you operate in a **foreign country or countries?** If "Yes," answer lines 12b through 12d. If "No," go to line 13a. Yes No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. Yes No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. Yes No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. Yes No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. Yes No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. Yes No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. Yes No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part VIII Your Specific Activities (Continued)

- | | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From <u>01/2012</u> To <u>12/2012</u>	(b) From <u>01/2013</u> To <u>12/2013</u>	(c) From <u>01/2014</u> To <u>12/2014</u>	(d) From _____ To _____	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	150,000	150,000	150,000		450,000
	2 Membership fees received					0
	3 Gross investment income					0
	4 Net unrelated business income					0
	5 Taxes levied for your benefit					0
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					0
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					0
	8 Total of lines 1 through 7	150,000	150,000	150,000		450,000
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					0
	10 Total of lines 8 and 9	150,000	150,000	150,000		450,000
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					0
	12 Unusual grants					0
	13 Total Revenue Add lines 10 through 12	150,000	150,000	150,000		450,000
	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	141,000	141,000	141,000		
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)	900	900	900		
	21 Depreciation and depletion					
	22 Professional fees	2,000	2,000	2,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	6,100	6,100	6,100		
	24 Total Expenses Add lines 14 through 23	150,000	150,000	150,000		

PART IX

	From 1/2012 <u>To 12/2012</u>	From 1/2013 <u>To 12/2013</u>	From 1/2014 <u>To 12/2014</u>
LINE 15 - Contributions, Gifts, Grants			
Land acquisition	21,000	21,000	21,000
Foundation, masonry, stucco	42,900	42,900	42,900
Framing, sheetrock, insulation, roofing	28,776	28,776	28,776
Electrical & plumbing	13,200	13,200	13,200
Door, windows, cabinets	21,000	21,000	21,000
Painting, tile, miscellaneous	14,124	14,124	14,124
<i>see note below*</i>	<u>141,000</u>	<u>141,000</u>	<u>141,000</u>
LINE 23 - Other Expenses			
Insurance	2,500	2,500	2,500
Bank fees	150	150	150
Miscellaneous/contingency	3,450	3,450	3,450
	<u>6,100</u>	<u>6,100</u>	<u>6,100</u>

**Note: Construction cost represent the total to build six homes per year, at an average cost of \$23,500 per home.*

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: 01/2011

Assets		(Whole dollars)
1	Cash	15,408
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach an itemized list)	
5	Corporate stocks (attach an itemized list)	
6	Loans receivable (attach an itemized list)	
7	Other investments (attach an itemized list)	
8	Depreciable and depletable assets (attach an itemized list)	
9	Land	
10	Other assets (attach an itemized list)	
11	Total Assets (add lines 1 through 10)	15,408
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc. payable	
14	Mortgages and notes payable (attach an itemized list)	
15	Other liabilities (attach an itemized list)	
16	Total Liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	15,408
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	15,408
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1 a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a 509(a)(1) and 170(b)(1)(A)(i) - a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii) - a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii) - a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3) - an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
 (Signature of Officer, Director, Trustee, or other authorized official)

.....
 (Type or print name of signer)

.....
 (Date)

.....
 (Type or print title or authority of signer)

For IRS Use Only

.....
 IRS Director, Exempt Organizations

.....
 (Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

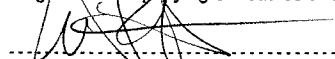
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


 (Signature of Officer, Director, Trustee, or other authorized official)

W. Ralph Pew
 (Type or print name of signer)

JUNE 7, 2012
 (Date)

President of the Board of Directors
 (Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry, no matter how small, should be recorded to ensure the integrity of the financial statements. This includes not only sales and purchases but also expenses, income, and any other financial activity.

The second part of the document provides a detailed breakdown of the accounting process. It starts with the identification of the accounting cycle, which consists of eight steps: identifying the accounting cycle, analyzing the source documents, journalizing the transactions, posting to the ledger, preparing a trial balance, adjusting the accounts, preparing financial statements, and closing the books.

The third part of the document discusses the various types of accounts used in accounting. It distinguishes between assets, liabilities, equity, revenue, and expense accounts, and explains how they are classified and recorded. It also touches upon the importance of debits and credits in maintaining the accounting equation.

The fourth part of the document covers the preparation of financial statements. It explains how the trial balance is used to verify the accuracy of the ledger and how it leads to the preparation of the income statement, balance sheet, and statement of owner's equity.

The fifth part of the document discusses the closing process, which involves transferring the balances of the temporary accounts (revenue, expense, and owner's drawing) to the permanent accounts (assets, liabilities, and equity) to prepare for the next accounting period.

The sixth part of the document discusses the importance of internal controls and how they help in preventing errors and fraud. It mentions various control procedures such as segregation of duties, authorization, and independent checks.

The seventh part of the document discusses the use of accounting software and how it has revolutionized the accounting profession. It highlights the benefits of automation, such as reduced errors and increased efficiency.

The eighth part of the document discusses the role of accountants in the business world. It explains how accountants provide valuable insights into the financial health of a company and help in making informed decisions.

The ninth part of the document discusses the ethical responsibilities of accountants. It emphasizes the importance of honesty, integrity, and objectivity in all accounting transactions and reports.

The tenth part of the document discusses the future of accounting. It mentions the impact of emerging technologies like artificial intelligence and blockchain on the accounting profession and how accountants are adapting to these changes.

FHF Mexico, Inc.

List of Exhibits

- Exhibit A Organizational Documents
- Exhibit B Narrative
- Exhibit C Casas Perpetuales Parker,
AC and affidavit
- Exhibit D Housing application,
Photographs, and map

EXHIBIT A

Articles of Incorporation and Bylaws

COMMISSIONERS
GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS



ARIZONA CORPORATION COMMISSION

ERNEST G. JOHNSON
Executive Director

PATRICIA L. BARFIELD
Interim Director
Corporations Division

July 22, 2011

W RALPH PEW
1744 S VAL VISTA DR #217
MESA, AZ 85204

RE: FHF MEXICO, INC.
File Number: 16946715

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity **HAVE BEEN APPROVED.**

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also available on the Commission website. Publication must be completed **WITHIN 60 DAYS** after July 22, 2011, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You do not need to file the Affidavit of Publication you will receive from the newspaper.

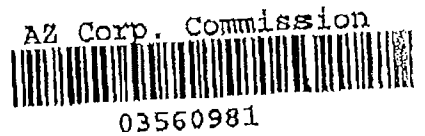
Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 07/19/2012, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can visit our website at www.azcc.gov/divisions/corporations to electronically file your annual report. You can also complete the form online, print it out and mail it in, or you can call the Annual Reports section at 602-542-3285.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
Yesica Magdaleno
Examiner, Corporations Division

CF:04
REV. 01/2009



AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

JUL 19 2011

of

FILE NO. -1694671-5

FHF Mexico, Inc.

An Arizona Nonprofit Corporation

ARTICLE I

The Name of the Corporation is FHF Mexico, Inc.

ARTICLE II

The purpose for which this corporation is organized is the transaction of any and all lawful business for which nonprofits may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE III

The initial character of the affairs of the corporation will be to bridge the cultural and educational gap between communities in Arizona (US) and Sonora (Mexico) by developing, in cooperation with and the contribution of sweat equity, housing, community facilities, community infrastructure, and other community development opportunities in Mexico and the United States while always focused on the concurrent development of the relationships between individuals, families, and cultures during and after the brick and mortar work is done.

ARTICLE IV

The name and address of the initial statutory agent of the corporation is W. Ralph Pew, 1744 South Val Vista Drive, Suite 217, Mesa, Arizona 85204.

ARTICLE V

The number of persons to serve on the Board of Directors shall be fixed by the bylaws except that the initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who are to serve as the directors until the first annual election of directors or until their successors are elected and qualify are:

W. Ralph Pew
1744 S. Val Vista, #217
Mesa, AZ 85204

H. M. Gilbert, Jr.
421 East University Drive
Mesa, AZ, 85203

ARTICLE VI

The name and address of the incorporators of the corporation are:

W. Ralph Pew
1744 S. Val Vista, #217
Mesa, AZ 85204

H. M. Gilbert, Jr.
421 East University Drive
Mesa, AZ 85203

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

ARTICLE VII

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VIII

No part of the net earnings 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 VII hereof. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE X

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE XI

The street address of the known place of business of the corporation is 1744 S. Val Vista Drive, #217, Mesa, Arizona 85204.

ARTICLE XII

The corporation will not have members.

EXECUTED this 14th day of July, 2011, by the incorporator.

Signed: H. M. Gilbert, Jr.
H. M. Gilbert, Jr.

W. Ralph Pev
W. Ralph Pev

PHONE: 480-461-4670

FAX: 480-461-4676

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this 14th day of JULY, 2011.

Signed: W. Ralph Pev
W. Ralph Pev

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

FHF MEXICO, INC.
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. 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. 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. 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, prior name(s) and aliases, if 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. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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 other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my/(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 H. M. Gilbert, Jr. BY [Signature]

PRINT NAME H. M. GILBERT, JR. PRINT NAME W. RALPH PEW

TITLE INCORPORATOR DATE 7/14/11 TITLE INCORPORATOR DATE 7-14-11

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

BYLAWS

of

FHF MEXICO, Inc.

an Arizona nonprofit corporation

(adopted November 14, 2011)

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I	Offices..... 1
Section 1.	<u>Organization</u>1
Section 2.	<u>Offices</u>1
Section 3.	<u>Known Place of Business</u>1
ARTICLE II	Members 1
ARTICLE III	Purpose..... 1
ARTICLE IV	Directors..... 2
Section 1.	<u>Powers of Directors</u>2
Section 2.	<u>Number</u>2
Section 3.	<u>Election, Qualification, Designation and Appointment of Directors</u>2
Section 4.	<u>Qualifications of Directors</u>2
Section 5.	<u>Ex Officio and Honorary Members</u>2
Section 6.	<u>Term of Office</u>2
Section 7.	<u>Resignation</u>2
Section 8.	<u>Vacancies</u>2
Section 9.	<u>Removal</u>3
Section 10.	<u>Quorum</u>3
Section 11.	<u>Manner of Acting</u>3
Section 12.	<u>Meetings</u>3
Section 13.	<u>Notice</u>3
Section 14.	<u>Action Without a Meeting</u>3
Section 15.	<u>Compensation and Expenses</u>3
Section 16.	<u>Presumption of Assent</u>4
Section 17.	<u>Vote by Proxy</u>4
Section 18.	<u>Standard of Conduct</u>4
ARTICLE V	Committees 4
Section 1.	<u>Standing and/or ad hoc Committees</u>4
Section 2.	<u>Committee Changes</u>4
Section 3.	<u>Tenure</u>4
Section 4.	<u>Meetings and Actions</u>5
Section 5.	<u>Limitations on Committee Authority</u>5

ARTICLE VI	Officers	5
	Section 1. <u>Number</u>	5
	Section 2. <u>Election and Term of Office</u>	5
	Section 3. <u>Resignation</u>	5
	Section 4. <u>Removal</u>	5
	Section 5. <u>Vacancies</u>	5
	Section 6. <u>President</u>	5
	Section 7. <u>Secretary</u>	5
	Section 8. <u>Treasurer</u>	6
	Section 9. <u>Vice Presidents</u>	6
	Section 10. <u>Compensation and Expenses</u>	6
	Section 11. <u>Standard of Conduct</u>	6
ARTICLE VII	Contracts, Loans, Checks and Deposits	7
	Section 1. <u>Contracts</u>	7
	Section 2. <u>Loans</u>	7
	Section 3. <u>Checks and Other Instruments</u>	7
	Section 4. <u>Deposits</u>	7
ARTICLE VIII	Corporate Seal.....	7
ARTICLE IX	Waiver of Notice.....	7
ARTICLE X	Amendment of Bylaws	7
ARTICLE XI	Nonprofit Operation.....	8
ARTICLE XII	Indemnification.....	8
	Section 1. <u>Conditions to Indemnification</u>	8
	Section 2. <u>Limitations on Indemnification. Outside Directors</u>	8
	Section 3. <u>Other Directors and Officers</u>	8
	Section 4. <u>Expenses of Litigation</u>	8
	Section 5. <u>Advancement of Expenses</u>	9
	Section 6. <u>Determination and Authorization</u>	9
	Section 7. <u>Court Ordered Indemnification</u>	9
	Section 8. <u>Other Indemnification</u>	10
	Section 9. <u>Scope of Indemnification</u>	10
	Section 10. <u>Insurance</u>	10
	Section 11. <u>Notice</u>	10

Section 12. Subrogation10

Section 13. Survival of Indemnification10

Section 14. Severability11

ARTICLE XIII Conflict of Interest 11

Section 1. Purpose.....11

Section 2. Definitions.....11

Section 3. Procedures12

Section 4. Records of Proceedings.....13

Section 5. Annual Statements13

Section 6. Periodic Review13

Section 7. Use of Outside Experts14

CERTIFICATE 15

CONFLICT OF INTEREST STATEMENT 16

BYLAWS

OF

FHF Mexico, Inc.

an Arizona nonprofit Corporation

ARTICLE I Offices

Section 1. Organization. FHF Mexico, Inc. ("FHF") is a nonprofit corporation organized under the laws of the State of Arizona.

Section 2. Offices. FHF Mexico shall maintain its principal office in Mesa, Arizona or such other place within the State of Arizona as determined by the Board of Directors or as the business of FHF Mexico may require from time to time where all business of FHF Mexico may be transacted.

Section 3. Known Place of Business. The known place of business of FHF Mexico, as required by A.R.S. § 10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

ARTICLE II Members

FHF Mexico shall not have members.

ARTICLE III Purpose

FHF Mexico, Inc. solicits, manages, and distributes funds and resources to further the welfare and economic security of families and individuals experiencing poverty in Rocky Point (Puerto Penasco), Sonora, Mexico. These services and resources include but are not limited to housing and such other services that assist families and individuals to avoid homelessness and hunger. FHF Mexico may partner with other such exempt and faith based organizations such that FHF Mexico might expand the scope of its outreach and services. FHF Mexico shall deliver its charitable purpose in a nonsectarian way without regard to any potential recipient's faith or lack thereof.

ARTICLE IV Directors

Section 1. Powers of Directors. The powers of FHF Mexico shall be exercised, and the business and affairs of FHF Mexico shall be managed by its Board of Directors, subject to any limitation which may be set forth in the Articles of Incorporation.

Section 2. Number. The Board of Directors shall always consist of at least five (5) but no more than fifteen (15) directors. Subject to the foregoing limitations, the number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election, Qualification, Designation and Appointment of Directors. The Board of Directors as provided in the Articles of Incorporation shall elect the first Board of Directors at the organizational meeting. Thereafter, the Board of Directors at its annual meeting shall elect directors whose terms are due to expire, and each director elected shall hold office for the term for which he or she is elected or until his successor is elected or until his or her earlier death, resignation, or removal. Each director shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board.

Section 4. Qualifications of Directors. Any individual, whether or not a resident of the State of Arizona, is qualified to serve on the Board of Directors if duly elected in accordance with these bylaws.

Section 5. Ex Officio and Honorary Members. The Board may also appoint such honorary directors for such terms as they may deem proper, but said honorary directors thus appointed shall be without vote.

Section 6. Term of Office. The term of office of each director shall be two (2) years. At each annual meeting, all of the directors, except appointed or designated directors, if any, shall be elected for a term of two (2) years. The Board of Directors may from time to time by duly adopted resolution change the term of the directors.

Section 7. Resignation. Any director of FHF Mexico may resign at any time, by giving written notice thereof to the Board of Directors, its presiding officer, or FHF Mexico. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date or event and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled in accordance with other provisions of these bylaws and by

the affirmative actions of the organizations and individuals responsible for the appointment of members to the Board of Directors.

Section 9. Removal. A director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the directors.

Section 10. Quorum. A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.

Section 11. Manner of Acting. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the directors present when a vote is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws. Any provisions hereof requiring approval of a majority of the full Board shall require consent by one more than half the number of directors then serving on the Board, notwithstanding the number of directors present at the meeting at which such action is presented for a vote.

Section 12. Meetings. Meetings of the Board of Directors shall be held at such time, on such day, and at such place as the President of the Board or a majority of the Board of Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or otherwise apprehend and follow the actions of the participants in a meeting, their participation in such a meeting to constitute presence in person.

Section 13. Notice. Notice of any meeting shall be delivered at least four (4) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication to each director at his or her address. If mailed, such notice shall be deemed to be delivered four business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid. Notice of any meeting may be one (1) day previous if delivered personally, by facsimile, via email or by any other means sufficient to provide adequate notice. Any director may waive notice of any meeting.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 15. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving FHF Mexico in any other capacity nor from receiving compensation for such services.

Section 16. Presumption of Assent. A director of FHF Mexico who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she objects at the start of the meeting or promptly on the director's arrival to holding the meeting or transacting business thereat; his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to FHF Mexico before 5:00 p.m. on the next business day after the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 17. Vote by Proxy. There shall not be votes cast by proxy.

Section 18. Standard of Conduct. A director shall discharge his or her duties as a member of the board, including but not limited to the duties of such member as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of FHF Mexico. In discharging his/her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by any of the following: (1) one or more officers or employees of FHF Mexico whom the director reasonably believes are reliable and competent in the matters presented; (2) legal counsel, public accountants, or other person as to matters the director reasonably believes are within the person's professional or expert competence; and (3) a committee of or appointed by the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director is not acting in good faith if the director has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of authority to or action by a committee of the Board does not alone constitute compliance with a director's standard of conduct.

ARTICLE V Committees

Section 1. Standing and/or ad hoc Committees. The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in the authorizing resolution, shall have and exercise the authority of the Board of Directors in the management of FHF Mexico.

Section 2. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

Section 3. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a director or his or her earlier resignation or death, unless sooner removed as a member or as a director.

Section 4. Meetings and Actions. All of the provisions of these Bylaws governing meetings and notice, waiver, quorum and voting requirements of the Board of Directors also apply to committees and their members.

Section 5. Limitations on Committee Authority. Each committee of the Board may exercise the authority of the Board to the extent specified by the Board of Directors, provided that a committee shall not take any of the following actions: (1) authorize distributions; (2) fill vacancies on the Board of Directors or on any of its committees; (3) adopt, amend, or repeal bylaws; and (4) fix the compensation of directors for serving on the Board of Directors or any committee thereof.

ARTICLE VI Officers

Section 1. Number. The officers of FHF Mexico shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. With the exception of the President, any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of FHF Mexico shall be elected annually by a vote of the majority of the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section 3. Resignation. An officer may resign at any time by delivering notice to FHF Mexico. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and FHF Mexico accepts the later effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4. Removal. Any officer or agent may be removed, with or without cause, by a vote of the majority of the full Board of Directors whenever in its judgment the best interests of FHF Mexico will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the majority of the full Board of Directors for the unexpired portion of the term.

Section 6. President. The President of FHF Mexico shall preside at all meetings and shall have general charge and control of the affairs of FHF Mexico, subject to such regulations and restrictions as the Board of Directors shall from time to time impose.

Section 7. Secretary. The Secretary shall (a) keep the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with

the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer, (d) have charge of the seal of FHF Mexico, if any, and see that such seal is affixed to all documents the execution of which on behalf of FHF Mexico under its seal is duly authorized, and (e) in general perform all of the duties as, from time to time, may be assigned to him or her by the Chairman or Board of Directors.

Section 8. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of FHF Mexico, and all financial books, records and accounts of FHF Mexico, (b) receive and give receipts for monies due and payable to FHF Mexico from any source whatsoever, and deposit all such monies in the name of FHF Mexico in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

Section 9. Vice President(s). The Board of Directors may elect one or more Vice Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 10. Compensation and Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors. An officer shall not be precluded from serving FHF Mexico in any other capacity or from receiving compensation for services rendered in such other capacity.

Section 11. Standard of Conduct. If an officer has discretionary authority with respect to any duties, the officer shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of FHF Mexico. In discharging his/her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by either of the following: (1) one or more officers or employees of FHF Mexico whom the officer reasonably believes are reliable and competent in the matters presented; and (2) legal counsel, public accountants, or other person as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted.

ARTICLE VII
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of FHF Mexico, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of FHF Mexico and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by FHF Mexico to its directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of FHF Mexico shall be signed by such officer or officers, agent or agents of FHF Mexico and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of FHF Mexico not otherwise employed shall be deposited to the credit of FHF Mexico in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII
Corporate Seal

The Board of Directors may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of FHF Mexico, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE IX
Waiver of Notice

Whenever any notice is required to be given to any director of FHF Mexico, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X
Amendment of Bylaws

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a vote of the majority of the full Board of Directors.

ARTICLE XI Nonprofit Operation

FHF Mexico will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of FHF Mexico will be distributed to its directors or officers without full consideration. FHF Mexico may contract in due course with its directors and officers without violating this provision.

ARTICLE XII Indemnification

Section 1. Conditions to Indemnification. Unless otherwise ordered by a court of competent jurisdiction, no person to whom indemnification may otherwise be due pursuant to the provisions of this Article XII shall receive indemnification unless the conduct of such person giving rise to the claim for liability against such person was undertaken in good faith and the person reasonably believed that the conduct (i) was in the best interests of FHF Mexico (in the case of conduct in an official capacity) or (ii) was not opposed to the best interests of FHF Mexico (in all other cases), and the person had no reasonable cause to believe the conduct was unlawful. A person's conduct with respect to an employee benefit plan for a purpose such person reasonably believed to be in the interests of the participants in and beneficiaries of the plan satisfies the requirement of good faith noted above.

Section 2. Limitations on Indemnification. Outside Directors. Subject to Sections 1 and 2 of this Article, a director or former director, who, when serving as director, is not or was not a compensated officer, or employee of FHF Mexico nor the holder of more than ten percent (10%) of the voting power of FHF Mexico or of any affiliate of FHF Mexico (an "Outside Director"), shall be indemnified by FHF Mexico against liability in any proceeding in which such Outside Director was made a party because such person is or was a director of FHF Mexico.

Section 3. Other Directors and Officers. Subject to Sections 1, 2 and 8 of this Article, a director or former director, other than an Outside Director, or an officer or former officer shall be indemnified by FHF Mexico against liability in any proceeding in which such director was made a party because such person is or was a director or officer of FHF Mexico.

Section 4. Expenses of Litigation. FHF Mexico shall indemnify a director or officer or former director or officer who is the prevailing party, on the merits or otherwise, in the defense of any proceeding to which such person was a party because the person is or was serving as a director or officer of FHF Mexico against reasonable expenses incurred by such person in connection with the proceeding. Subject to Sections 1, 2 and 8 of this Article, FHF Mexico may indemnify a director or officer or former director or officer who is not the prevailing party in the defense of any proceeding to which such person was a party because the person is or was serving as a director or officer of FHF Mexico against reasonable expenses incurred by such person in connection with the proceeding. Subject to Sections 1 and 2 of this Article, FHF Mexico may indemnify an employee or agent of former employee or agent who, when serving as such, is or was not a director or officer of FHF Mexico, whether or not such person is the prevailing party in the defense of any proceeding in which such person was a party because the person is or was an

employee or agent of FHF Mexico, against reasonable expenses incurred by such person in connection with the proceeding to the extent authorized from time to time by the board of directors.

Section 5. Advancement of Expenses. Unless a court of competent jurisdiction shall order otherwise, FHF Mexico shall advance to an Outside Director and may advance to any other director, or officer, the reasonable expenses of litigation which FHF Mexico would be authorized to reimburse pursuant to Section 5 of this Article. The payment of litigation expenses in advance of final disposition of a proceeding shall be subject to the following conditions:

(a) The person shall furnish FHF Mexico with a written affirmation of the person's good faith belief that such person has met the conditions of Sections 1 and 2 of this Article or, in the case of other directors, any proceeding involving conduct for which liability has been eliminated under the articles of incorporation pursuant to A.R.S. § 10-3202(B)(1); and

(b) The person furnishes a written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that the person did not meet the conditions of Sections 1 and 2 of this Article and, in the case of other directors, the director is not entitled to mandatory indemnification under Section 4 of this Article and it is ultimately determined by a court of competent jurisdiction or pursuant to Section 4 of this Article that the director did not meet the conditions of Sections 1 and 2.

Section 6. Determination and Authorization. Except where indemnification is ordered by a court of competent jurisdiction or as provided in Section 3 or the first sentence of Section 5, FHF Mexico shall not indemnify any director or officer unless authorized in the specific case after a determination has been made that indemnification is permissible in the circumstances because the person has met the conditions of Sections 1 and 2. The determination shall be made either:

(a) By the Board of Directors by a majority vote of the directors not at the time parties to the proceeding; or

(b) By special legal counsel selected by majority vote of the disinterested directors or, if there are no disinterested directors, by majority vote of the board.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation of reasonableness of expenses shall be made by those entitled to select special counsel under subsection (b) above.

Section 7. Court Ordered Indemnification. Nothing in this Article XII shall be deemed to prohibit or prevent any director or officer who is a party to a proceeding to apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

Section 8. Other Indemnification. FHF Mexico may also provide for indemnification of a director, officer, employee or agent by contract or action of the board of directors provided that such indemnification is not inconsistent with the provisions of this Article XII or the provisions of the Arizona Nonprofit Business Foundations Act.

Section 9. Scope of Indemnification. The indemnification provided herein shall apply also to any person who, while a director or officer of FHF Mexico, is or was serving at the request of FHF Mexico as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity, but only to the extent that such person is not entitled to indemnification by law, company bylaw, article, charter or agreement (including insurance) of such other entity or entity, and the obligations undertaken by this Article XII shall be in excess of and shall not contribute with any indemnification or other payment provided by such other source. All references to a director, officer, employee or agent shall also include the heirs, estates, executors, administrators and personal representatives of such person.

Section 10. Insurance. FHF Mexico may purchase and maintain insurance on behalf of an individual who is or was a director or officer of FHF Mexico or who, while a director or officer of FHF Mexico, is or was serving at the request of FHF Mexico as a director, officer, partner, trustee, employee or agent of another foreign or domestic Foundation, partnership, joint venture, trust, employee benefit plan or other entity, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director or officer, whether or not FHF Mexico would have power to indemnify the person or advance expenses to the person against the same liability under this Article XII or the Arizona Nonprofit Business Corporations Act.

Section 11. Notice. Any person who is or may be entitled to indemnification shall give timely written notice that a claim has been or is about to be made against him or her to the President of FHF Mexico or, if notice is to be given by the President, then to the Board of Directors, which shall permit FHF Mexico to defend him or her through legal counsel of its own choosing, and shall cooperate with FHF Mexico in defending against the claim; provided further that, as to any matter disposed of by compromise or settlement by such director or officer, no indemnification shall be provided for such payment or for any other expenses, unless such compromise or settlement shall be approved in writing by the Board of Directors, in advance, as being in the best interest of FHF Mexico.

Section 12. Subrogation. In the event that FHF Mexico makes a payment pursuant to this Article XII, FHF Mexico shall be subrogated to all of the indemnitee's rights of recovery against any person or organization, except as to a source of payment previously secured by the indemnitee through the expenditure of his or her own funds, and the indemnitee shall execute and deliver instruments and papers and do whatever else is necessary to secure such rights. The indemnitee shall do nothing to prejudice FHF Mexico's right of subrogation.

Section 13. Survival of Indemnification. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect any right or claim of a person to indemnification existing at the time of such repeal or modification.

Section 14. Severability. If any portion of this Article XII is finally adjudicated to be invalid, it is intended that such a final adjudication shall not render any provision or portion thereof under this Article XII null and void in its entirety but rather give effect to this Article XII to the fullest extent permitted by the Arizona Nonprofit Business Corporation Act or any other applicable law.

ARTICLE XIII Conflict of Interest

Section 1. Purpose. The purpose of the conflict of interest policy is to protect FHF Mexico's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of FHF Mexico. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

2.1. Interested Person. Any director, principal officer or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest. A person has a financial interest if the person has directly, or indirectly, through business, investment or family:

(a) as ownership or investment interest in any entity with which FHF Mexico has a transaction or arrangement, or

(b) a compensation arrangement with FHF Mexico or with any entity or individual with which FHF Mexico has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FHF Mexico is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Section 2.2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 3. Compensation.

(a) A voting member of the board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation;

(b) A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation;

(c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 4. Procedures.

4.1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

4.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4.3. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the board meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(b) The president of the board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the board or committee shall determine whether FHF Mexico can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FHF Mexico best interest and for its own benefit and whether the transaction or arrangement is fair and reasonable to FHF Mexico and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4.4. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies a transaction or arrangement.

Section 5. Violations of the Conflict of Interest Policy

(a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflict(s) of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest(s), it shall take appropriate disciplinary and corrective action.

Section 6. Records of Proceedings. The minutes of the board and all committees with board delegated powers shall contain –

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 7. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person –

(a) has received a copy of the conflict of interest policy;

(b) has read and understands the policy;

(c) has agreed to comply with the policy; and,

(d) understands that FHF Mexico is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 8. Periodic Review. To ensure that FHF Mexico operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable and are the results of arm's length bargaining.

(b) Whether acquisition of professional and other provider services to FHF Mexico result in inurement or impermissible private benefit.

(c) Whether partnership and/or joint venture arrangements or arrangements with management services organizations or other arrangements with organizations providing services to FHF Mexico conform to FHF Mexico written policies for the acquisition of such services, are properly recorded, reflect reasonable payments for such goods and services, further FHF Mexico charitable purposes and do not result in inurement or impermissible private benefit.

Section 9. Use of Outside Experts. In conducting the periodic reviews provided for in Section 8, FHF Mexico may, but need not, use outside advisors. If outside advisors are used for their use shall not relieve the board of its responsibility for ensuring that periodic review is conducted.

[Certificate page follows]

CERTIFICATE

I, T. Jared Parker, the duly elected, qualified and acting Secretary of FHF Mexico, Inc., an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Bylaws of this corporation duly and regularly adopted by the directors thereof effective November 14 2011.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of November 2011.

T. Jared Parker
Secretary

CONFLICT OF INTEREST STATEMENT

I, _____, a director, principal officer or member of a committee with board delegated powers of the Arizona nonprofit corporation FHF Mexico, Inc. acknowledge and affirm that I have:

- a. received a copy of the conflict of interest policy as contained in the Corporation's Bylaws;
- b. read and understood the policy;
- c. agreed to comply with the policy; and,

understood that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Date: _____

By: _____
A director, principal officer or member of a committee with board delegated powers

EXHIBIT B

Narrative

FHF Mexico, Inc.
1023 Narrative
EIN: 27-5288688
June 2012

Part I, 7 and 8

H. M. Gilbert, Jr.
Attorney at Law
421 East University Drive
Mesa, AZ 85203

Fee: \$0.00; Scope of Work: assist with application

FHF Mexico, Inc.
1023 Narrative and Explanation
June 2012

Part IV. Narrative Description of the Activities of FHF Mexico, Inc.

FHF Mexico is an exciting cross border, cross cultural organization bringing families, cultures, and communities together around building housing in Puerto Penasco (aka Rocky Point), Sonora, Mexico. The charitable purpose of this corporation is the relief of the poor and the provision of housing for families and individuals in the difficult housing circumstances in the Penasco community. Moreover, FHF Mexico's activities combat community deterioration, and attempt to address the physical, economic, and social causes of community deterioration by building new homes in the economically stagnant neighborhoods and either gifting these homes or by selling them at significantly reduced costs in accordance with Mexican law. Finally, the work of the volunteers of FHF Mexico results in replacing substandard housing and building stronger communities.

The first question that might arise is why Mexico? This effort resulted from a general awareness gained from many vacation trips to this seaport community in the state of Sonora, Mexico. In Rocky Point, the poverty can be crushing, and there are almost no resources for the poorest families to achieve some kind of homeownership. Moreover, for a single mother with children, or a widow, or any type of family with a more compelling circumstance, there is simply no system in place to ensure that these individuals and families have a roof over their head. Based merely on our faith and commitment to others, what we saw compelled us to act.

Indeed, it was an awareness of the plight of those who literally could not care for themselves such as invalids and widows that inspired the families that make up this corporation to act. Because of this awakening awareness, we found our niche: focusing on working families, typically considered "working poor" here in the US, in Penasco.

Because the volunteers who now build the two to three homes each year learned of these particular families from local residents, FHF Mexico, even when it acted informally, targeted the worst instances of substandard housing (frankly, card board boxes would not even count as housing in the US).

FHF Mexico, Inc.
1023 Narrative
EIN: 27-5288688
June 2012

Consequently, the families who contribute their time, talent and treasure call the work done building homes as the most significant and rewarding they and their families have ever experienced. For some this is quite amazing since we act solely as a charitable organization; all that we do is done by volunteers and every dollar donated goes into the purpose of FHF Mexico: building housing and community infrastructure and resiliency.

Here is how it works: much like the Habitat for Humanity model, if a family can contribute some sweat equity, we invite them to participate. Otherwise, our goal is to raise sufficient funds to pay for the materials to build the modest homes. Once we have targeted and achieved our funding need, we turn our attention to volunteers. Volunteers rarely participate without also making a financial contribution to the proposed projects.

Families, friends, and charitable groups such as Rotary International and Interact step up to assist with the labor. Again, we are entirely made up of volunteers, and the logistics of managing 100 volunteers is even more complex than building the 800 to 1,000 square foot homes we complete.

Through the work of our partner agency in Mexico, Casas Perpetuales Parker, AC (as described in greater detail below – “CPP”), we now target two types of recipient in Mexico: (1) the recipient of an outright gift of the home (where there is no ability whatsoever to contribute through other than direct labor on the project) and (2) typically a family with some earning capacity but with no hope of ever affording a mortgage in the Mexican housing market.

The group of the #1 type – the gift – is the smaller group because we believe that the effort made toward the building and acquisition of a home lends dignity and respect to families in partnership with FHF Mexico and CPP.

So, in the #2 group, Casas Perpetuales holds the home in trust on behalf of the family for ten years. During that time (we have not had a family achieve this obviously), we ask that the family make a “pay it forward” contribution to the effort. We emphasize, however, that this is not a *quid pro quo* payment; we simply intend to continue a relationship with our partner families because we work on not only achieving the home as the tangible product, but we also want to help support the development and achievement of the sense of self-esteem, self-sufficiency, and self-worth that comes from contributing to the well-being and future of your own family. We are there to provide advice, counseling, and support as families experience the pride of homeownership. Needless to say, we can never determine who is more delighted by this effort: our families working side by side with our volunteers or vice versa.

And, this is the intangible objective of our organization: to bridge the stereotypes and ignorance between our two cultures. With the number of volunteers working on a home, it typically takes about 1,200 hours to complete a dwelling. In these 1,200 hours friendships are made. Understanding occurs. Barriers fall. We become friends and neighbors.

So that we achieve all that we can on an ongoing basis, we have formed an analog nonprofit under Mexican law named Casas Perpetuales Parker, AC (“CPP”)(relevant documents attached

FHF Mexico, Inc.
1023 Narrative
EIN: 27-5288688
June 2012

as Exhibit C). Under Mexican law, foreigners, as individuals, are prohibited from owning real estate in sea port towns like Rocky Point. For this reason, the analog Mexican nonprofit corporation was formed and properly registered in Mexico so that it could function as the real estate holding entity. Title to the homes is held in the name of this corporation while the house is being built on the property and then title will be subsequently transferred to the recipient family. CPP is an "association civil;" the Mexican analog of an organization with a charitable purpose, exempt from federal (Mexican) tax. Some members of the board of directors of CPP are among the members of FHF Mexico, Inc.

FHF acts as a grant maker because it raises US dollars for work in Mexico. CPP does the work of actually acquiring property and dealing directly with skilled trades for the work that cannot be done by volunteers. CPP only does what it is instructed to do by FHF Mexico, Inc.

FHF does everything that needs to be done on the US side of the border. For example, some construction materials are simply not available on the Mexican side (or if available, unreasonably expensive) so FHF volunteers buy and transport to Rocky Point. And, most importantly, FHF recruits and manages the volunteers who will make the trip to Rocky Point for a specific project.

FHF and CPP intend to act in accordance with IRS Rev. Proc. 92-94. CPP shall prepare and submit to FHF the affidavit as set out in the training we attended via webinar on August 4, 2011: *International Activities of Domestic Charitable Organizations*. Please see Exhibit C.

While we have relied on word of mouth and ad hoc referrals in the past, we have become more intentional now considering community impact and neighborhood consequence. We desire to grow the funds raised, the number of volunteers, and the spectrum of applicants in Rocky Point.

While we are focused on housing now, we can envision a day when we might build a modest neighborhood community center, a school, and other community based infrastructure too.

Part V. 1a – Compensation, Officers, Directors

All officers and directors of the corporation serve as volunteers. There are no paid staff members.

Ralph Pew, President and member of the board of directors
Jared Parker, Secretary/Treasurer and member of the board of directors
Rick Finlayson, member of the board of directors
Dave Cracroft, member of the board of directors
Julio Valenzuela, member of the board of directors

The business office of the corporation is 1744 S. Val Vista #217; Mesa, AZ 85204

FHF Mexico, Inc.
1023 Narrative
EIN: 27-5288688
June 2012

Part VI Individuals and Organizations That Receive Benefits From FHF Mexico

As described herein, the beneficiaries of the efforts of FHF Mexico are Puerto Penasco's families and individuals. The recipients range from the town's most destitute to working poor families who would otherwise have no chance to live in safe, decent, and affordable housing (much like affordable, workforce housing in the US). There are no other recipients of goods and services otherwise.

As explained FHF makes a grant, based on a housing budget without the labor costs, to CPP. CPP then acts as the manager/developer/charity in Mexico.

CPP acts in accordance with FHF's direction. The boards of directors of both charities are interlocking.

Part VIII, 4a – FHF Mexico fund raising activities

FHF Mexico does not intend anything other than very basic and primarily "friends" focused fundraising. A number of Rotary Clubs have expressed an interest in supporting the work of FHF Mexico, too.

There are no costs associated with this type and scale of fundraising.

Part VIII, 12a – FHF Mexico and its operations in the state of Sonora, Mexico

A map of the state of Sonora and the state of Arizona is attached as Exhibit D. Puerto Penasco is approximately 4.5 hours by car from the Phoenix metropolitan area. FHF Mexico intends that its charitable work occur solely in Puerto Penasco, Sonora. This focuses our attention and keeps us connected with a sustainable charitable purpose and the chance to achieve some scale over time. Penasco is easily accessible, historically safe and free from significant random violence and cost efficient for our volunteer families that typically travel from Arizona, Utah, and California. Finally, our personal connections and the Mexican nonprofit are located in Penasco. Exhibit D also includes before and after photographs of our projects.

Part VIII, 14a – FHF Mexico's grants, loans, or other distributions to Casas Perpetuales

FHF Mexico makes grants to Casas Perpetuales for the purpose of acquiring land on which homes are built. No distributions occur that result in any private benefit; all activities of the two organizations result in furthering the mission of FHF Mexico and our charitable purpose. Likewise, CPP is not only responsible to FHF Mexico's charitable purpose as a US exempt organization, it must also meet the Mexican standards for an association civil.

FHF Mexico, Inc.
1023 Narrative
EIN: 27-5288688
June 2012

Part VIII 15 – Close Connection

As noted throughout, we have connections with Rotary Clubs in Utah, and we have an analog nonprofit corporation in Mexico that is necessary for us to achieve our goals and objectives.

EXHIBIT C

Casas Perpetuales Parker AC and Affidavit

AFFIDAVIT FOR MAKING AN EQUIVALENCY DETERMINATION

(Internal Revenue Service Revenue Procedure 92-94)

The undersigned Affiant, being first sworn, on oath deposes and says:

1. This Affidavit is provided by a principal officer of Casa Perpetuales Parker, AC, a Mexican non-profit association ("CPP") to assist FHF Mexico, Inc., an Arizona non-profit corporation ("FHF") in determining that CPP is the equivalent of an exempt operating foundation.

2. A copy of CPP's organizational and governing document is attached hereto as Exhibit A.

3. CPP was officially organized on February 1, 2012, when its organizational document was registered in the Public Registry of the City of Puerto Peñasco, State of Sonora, Mexico.

4. CPP's purposes are itemized in the organizational document.

5. CPP's planned activities are fundamentally simple and include:

- A. Owning title to real property under Mexican law in trust for the benefit of qualified recipient families or individuals.
- B. Conveying title to real estate with a house constructed on it to the recipient family or individual.
- C. Receiving funds from FHF to be held in CPP's Bancomer bank account and disbursing such funds in pesos, for materials, equipment, supplies and specialized labor in Mexico for the construction of recipient houses. All of CPP's activities are consistent with and executed in furtherance of the tax-exempt purposes of FHF.

6. Mexican laws and customs require that CPP's assets and income be used exclusively for the benefit of the constructing housing for qualified recipient families or individuals in Mexico.

7. None of the members of CPP has a proprietary interest in CPP's income or assets.


8. Upon dissolution or liquidation of CPP, under Mexican law and operational customs, any assets of CPP will be dedicated to charitable purposes.

9. Mexican law specifically prohibits CPP from engaging in substantial non-charitable activities, lobbying or intervening in any political campaign.

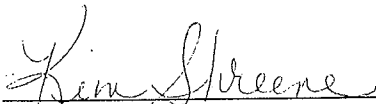
10. CPP's activities and purposes are directed and controlled by FHF.

DATED this 15th day of May, 2012

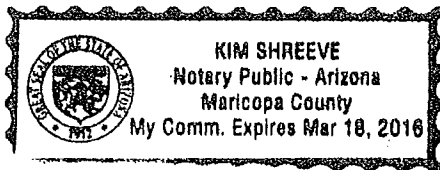
CASA PERPETUALES PARKER, AC

By 
Julio Cesar Valenzuela
Secretary

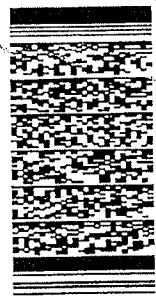
Subscribed and sworn to before me this 15th day of May, 2012, by Julio Cesar Valenzuela, Secretary of Casa Perpetuales Parker, AC, a Mexican non-profit association, on behalf of the association.


Notary Public

My Commission Expires:



MUNICIPIO/LOCALIDAD: PUERTO PENASCO
 TIPO DE VOTANTE: SI
 PAIS DE ORIGEN: MEXICO
 EN CASO DE EMERGENCIA: ERNESTO AGUSTIN VALENZUELA LUGO
 GONZALEZ BOCCANERA No. 244 ORIENTE
 TELEFONO/FAX: 83832338
 ALTERNOS/ALTERNAS:
 PARA VERIFICAR LA IDENTIDAD DEL VOTANTE
 SUBSCRIBIRSE EN LINEA: www.inecinec.com.mx



CATEGORIA: VOTANTE
 CATEGORIA: CASTAÑO
 SEXO: M
 FECHA DE EMISION: 15/04/2014
 VALOR: 119

0643063017421

ESTE DOCUMENTO ES INTRANSFERIBLE
 NO ES VALIDO SI PRESENTA TACHAS,
 DEBIDAS O EMENDACIONES.
 EL TITULAR ESTA OBLIGADO A NOTIFICAR
 FICHA EL CAMBIO DE DOMICILIO EN
 LOS 30 DIAS SIGUIENTES A QUE ESTE
 DOCUMENTO SEA EMITIDO.

EMILIANO JACOBO LUCIANO
 SECRETARIO FEDERAL ELECTORAL
 INSTITUTO FEDERAL ELECTORAL

GOBIERNO DEL ESTADO DE SONORA
 JULIO CESAR VALENZUELA
 CLAVE DE IDENTIFICACION: VAAU751212
 FECHA DE EMISION: 15/04/2014
 VALOR: 119

INSTITUTO FEDERAL ELECTORAL
 REGISTRO FEDERAL DE ELECTORES
 CREDENCIAL PARA VOTAR

NOMBRE: VALENZUELA JULIO CESAR
 DOMICILIO: C/LEON DE LA BARRA Y E PRIVAC 360
 COL ORIENTE 83550
 PUERTO PENASCO SON.
 FOLIO 0000076507997 AÑO DE REGISTRO 1993 03
 CLAVE DE ELECCION XXMLJL7312126H200

EDAD: 34
 SEXO: H

Marketing Analysts

Translations • Interpretations

TMA Translations Division
5025 Addison Circle Drive #2423
Addison, TX 75001
P: 866-371-4863 F: 480-393-5183
www.themarketinganalysts.com

I Julia Vanina, Translator from SPANISH to ENGLISH,
on behalf of THE MARKETING ANALYSTS, hereby certify that the attached document is to the best of my professional knowledge and belief, a true and faithful rendering of the source document provided.

Signed:



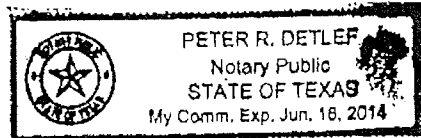
Date: MAY 18, 2012

Certified Translation
Provided by
THE MARKETING ANALYSTS

signed: *Sarah Hudson*

date: MAY 18, 2012

Signed by Sarah Hudson before Peter R. Detlef,
a Notary Public, on this day MAY 18, 2012.



Peter R. Detlef

This Certified Translation Was Notarized On MAY 18, 2012

By Peter R. Detlef.



[Stamp: Dora Idalia
Beltran, Atty
Torres de Castelo
Public Notary Number 14
H. Caborca, Sonora
Mexico]

Deed Number . 12,895

Volume Number. 232

CERTIFICATION: FIRST CERTIFIED NOTARIAL COPY THAT INCLUDES:
REGISTRATION OF THE ARTICLES OF INCORPORATION OF THE NON-PROFIT
CORPORATION CALLED "CASAS PERPETUALES PARKER", REQUESTED BY
JULIO CESAR VALENZUELA. I ATTEST.

DATE OF ISSUE: JANUARY 10, 2012

DATE OF CERTIFICATION: JANUARY 30, 2012

NOTARIAL
STAMP

Dora Idalia Beltran Torres de Castelo, Atty
Notary Public no 14
Owner of the Notary Office
Joaquin Rene Castelo Beltran, Atty
Notary Public Deputy

[Stamp: Dora Idalia
Beltran, Atty
Torres de Castelo
Public Notary Number 14
H. Caborca, Sonora
Mexico]

**Deed Number 12,895 TWELVE THOUSAND EIGHT HUNDRED AND NINETY-FIVE
VOLUME 323 TWO HUNDRED AND THIRTY-TWO**

In the city of Heroica Caborca, Sonora, Mexico, on January, the tenth (10th), two thousand and twelve (2012). **BEFORE ME, DORA IDALIA BELTRAN TORRES DE BELTRAN, Attorney, NOTARY PUBLIC NUMBER 14**, practicing lawyer, of this practice **APPEARED**

MR JULIO CESAR VALENZUELA, representing, in his capacity of Delegate appointed by the associates forming "**CASAS PERPETUALES PARKER**", **NON-PROFIT CORPORATION**, whose legal status will be established in the course of this instrument, who declared being Mexican, son of Mexican parents, born in Puerto Peñasco, Sonora, on December, the twelfth (12th), nineteen-hundred and seventy three (1973), married, shop holder, domiciled at 360, Francisco Leon de la Barra and Esteban Pivac Street, Eastern Colony of Puerto Peñasco, Sonora; and whose legal capacity to celebrate contracts and be bound by them is personally known and certified by me, therefore:
Stated:

That being mandated specially for this purpose, he comes to request the **registration of the Articles of Incorporation**, celebrated by the founding associates of the **ORGANIZATION CALLED "CASAS PERPETUALES PARKER", NON-PROFIT CORPORATION**, signed at 10:00 A.M. on November, the eighteenth (18th) two thousand and eleven (2011) Considering the declaration of the petitioner, and in the absence of motivations impeding it, and pursuant to the provisions of the article 68 sixty eight of the Notaries Act applicable for the State of Sonora, I proceed to carry out the **REGISTRATION** requested, whereas the original document is presented and the signatures which appear in it are sworn to be authentic of the handwriting of their holders and were executed in his presence. I attest having before me the original Minutes of the Meeting that are registered, which contain three pages and sixteen pages of schedule, and stating the following

"ARTICLES OF INCORPORATION OF THE ORGANIZATION CALLED "CASAS PERPETUALES PARKER", NON-PROFIT CORPORATION"

In the city of Puerto Peñasco, located in the county of Puerto Peñasco, State of Sonora, at 10:00 A.M. on November, the eighteenth (18th) two thousand and eleven (2011), gathered at 105, Guillermo Prieto Avenue in the Center-North Colony, the individuals named **WILLIAM RALPH PEW, TRENT JARED PARKER, SILVESTRE GUSTAVO BROWN TARIN, JULIO CESAR VALENZUELA and MARIA**

GUADALUPE PARRA ACOSTA, whose general information is registered in the schedule and is part of the present document, and who spontaneously and freely gathered for the purpose of legally incorporating a non-profit corporation called "**CASAS PERPETUALES PARKER, A.C.**" under the following terms

AGENDA

- 1.- REGISTER OF ATTENDANCE
- 2.- DISPOSITION OF THE BOARD OF DISCUSSION
- 3.- ACCREDITATION OF THE ASSOCIATES
- 4.- EXPLANATION FROM THE PRESIDENT OF THE DISCUSSION REGARDING THE PURPOSES, THE STRUCTURE AND THE OPERATION OF THE NON-PROFIT CORPORATION
- 5.- AGREEMENT ON THE INCORPORATION AND STRUCTURE
- 6.- ANALYSIS AND APPROBATION OF THE SPECIFICATIONS OF THE NON-PROFIT CORPORATION.
- 7.- ELECTION OF THE REPRESENTATIVES OF THE ADMINISTRATION AND SUPERVISORY BOARDS AND TRANSFER OF POWERS
- 8.- SWEARING-IN OF THE ELECTED MEMBERS.
- 9.- GENERAL MATTERS
- 10.- NOMINATION OF A DELEGATE TO CERTIFY THE MEETING MINUTES
- 11.- READING AND APPROVAL OF THE MEETING MINUTES.

PART 1.- The attendees proceeded to identify themselves, being a total of five members, whose names are as follows: WILLIAM RALPH PEW, TRENT JARED PARKER, SILVESTRE GUSTAVO BROWN TARIN, JULIO CESAR VALENZUELA and MARIA GUADALUPE PARRA ACOSTA , declaring legally constituted and open the Meeting of Incorporation of the organization called "**CASAS PERPEUTALES PARKER**", followed by the initials A.C. [Non-profit corporation].

PART 2.- The attendees agreed to appoint MR JULIO CESAR VALENZUELA, as the person who shall preside at this meeting and, therefore, he will serve as chairman and moderator of the board of discussions.

PART 3.- The attendees were requested to present a identification form, so that SILVESTRE GUSTAVO BROWN TARIN, JULIO CESAR VALENZUELA and MARIA GUADALUPE PARRA ACOSTA, identify with credentials of voters, and WILLIAM RALPH PEW identifies with the credentials of non-immigrant, and TRENT JARED PARKER identifies with U.S. passport and driver's license and presents his legal immigration visa, which allows the creation of a quorum of associates

Dora Idalia Beltran Torres de Castelo, Atty
Notary Public no 14
Owner of the Notary Office
Joaquin Rene Castelo Beltran, Atty
Notary Public Deputy

[Stamp: Dora Idalia
Beltran, Atty
Torres de Castelo
Public Notary Number 14
H. Caborca, Sonora
Mexico]

constituted of five individuals, whose personal information is detailed in the registry of associates included in this document.

PART 4.- The chairman of the board of discussions proceeded to explain to the attendees in what consisted the non-profit corporations such as the one they were joined, that this type of organization is recognized by the laws of Mexico as a legal entity with proper legal status and assets that are separated from each of its associates so as to be dedicated to a corporate purpose and activities and that the license number 2603394 was received for legal compliance from the General Directorate of Legal Matters, attached to the Department of Foreign Affairs. In relation to the internal structure of the corporation, he identified the powers and duties of this organization derived from the rights and obligations of each and all of its associates regarding the management, direction, administration, control, supervision, and also listed the characteristics regarding the liability regime of this corporation in relation to each of its members. Following this explanation, the board of discussions requested from the attendees to voice their doubts, which were answered when appropriate.

PART 5.- The chairman of the board of discussions requested that all the attendees express their agreement towards a non-profit corporation and towards the incorporation of a non-profit corporation called "CASAS PERPETUALES PARKER" A.C, pursuant to the name registered under the license 2603394 issued by the General Directorate of Legal Matters attached to the Department of Foreign Affairs, and each of the attendees expressed his consent in becoming an associate under this non-profit corporation.

PART 6.- Following the analysis Memorandum of Association and its approbation, the chairman of the board of discussions has read it aloud, detailing its structure under which where detailed the functional characteristics of non-profit corporation called "CASAS PERPETUALES PARKER" A.C., informing that, by their nature, these characteristics constitute the regulatory instrument that will govern the internal operation of this non-profit corporation, and observing that they can be modified when the needs of the organization require it, and finished the reading, requested the attendees to vote on its approval, which they did unanimously, so that the Memorandum of Association were approved and with that, the associates accepted the commitment to respect and enforce each of the articles established in the Memorandum of Association.

PART 7.- The chairman of the board of discussions requested from the board to nominate the candidates to occupy a position

in the executive and supervisory boards, and after having made the corresponding proposals and having submitted them to the vote, the results were the following:

ADMINISTRATION BOARD

Chairman: WILLIAM RALPH PEW

Secretary: JULIO CESAR VALENZUELA

Treasurer: TRENT JARED PARKER

SUPERVISORY BOARD – MARIA GUADALUPE PARRA ACOSTA

PART 8.- Following the publication of the results, the individuals appoint to occupy these positions of the organs of representation of the non-profit corporation called “CASAS PERPETUALES PARKER” A.C. took an oath; it was therefore generally agreed that the associate SILVESTRE GUSTAVO BROWN TARIN would receive a general power of attorney for suits and collections, and acts of management, which he accepted.

PART 9.- Regarding the general matters, the board agrees that the associates of this corporation shall participate with a share of \$500 pesos each to enter the corporation’s capital, and that the associate WILLIAM RALPH PEW pays the amount of 25 shares to reach a total of 12,500 pesos, that the associate TRENT JARED PARKER pays 25 shares for a total of \$12,500 pesos, that the associate SILVESTRE GUSTAVO BROWN TARIN pays 15 shares for a total of \$7,500 pesos, that the associate MARIA GUADALUPE PARRA ACOSTA pays the amount of 15 shares for a total of \$7,500 pesos, and that the associate JULIO CESAR VALENZUELA pays the amount of 20 shares for a total of \$10,000 pesos, whereas the corporation’s capital of “CASAS PERPETUALES PARKER” A.C. is constituted of 100 shares valued \$500 pesos each, for a total of \$50,000.00 pesos.

PART 10.- The associate JULIO CESAR VALENZUELA was appointed so as to submit these meeting minutes to a notary public for their registration in the Public Registry of Properties.

PART 11.- So as to validate the agreements celebrated in the hereby meeting, the meeting minutes were read aloud, submitted to the vote of all the attendees who unanimously approved them, then the signatures of each member were collected, and the chairman of the board of discussions ended this meeting in the city of Puerto Peñasco, Sonora, at 1:00pm on November 18, 2011.

FOR THE BOARD OF DISCUSSIONS