

**ARTICLES OF INCORPORATION
OF
MAGGIE'S PLACE, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Arizona, do hereby adopt the following articles of incorporation:

ARTICLE ONE

Name: The name of the corporation is **MAGGIE'S PLACE, INC.**

ARTICLE TWO

Purpose: The 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, or the corresponding section of any future federal tax code.

ARTICLE THREE

Character of Affairs: The character of affairs of the corporation will be initially to act as a resource center and home for pregnant women who are alone or on the streets.

ARTICLE FOUR

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, 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 II hereof. No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) and is other than a private foundation by reason of being described in Section 509(a)(1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation: (1) exempt from income tax under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws; (2) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws; (3) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code or corresponding provision of any future federal tax laws; or (4) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code or corresponding provision of any future federal tax laws.

(d) During any period that the corporation is a private foundation as that term is defined in Section 509 of the Code, the corporation's powers will be restricted specifically as follows:

- (i) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

- (ii) The corporation will not engage in any act of self-dealing as defined in Section 4942(d) of the Code;
- (iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding the restrictions imposed by this subparagraph, if the Code is amended to remove the requirement, that any or all of such restrictions be complied with by private foundations, then those of the foregoing restrictions which no longer apply will be deemed deleted and will have no further force or effect.

ARTICLE FIVE

Upon the dissolution of the corporation, after paying or making provision for the payment of all the liabilities of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable, religious, scientific, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle 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 SIX

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

ARTICLE SEVEN

Board of Directors: The corporation shall have a minimum of three (3) directors and a maximum of nine (9). The initial board of directors shall consist of five (5) directors. The name and address of each person who is to serve as a member of the initial board of directors is:

Lisa M. Armijo
P.O. Box 1102
Phoenix, AZ 85001

Mary E. Peterson
P.O. Box 1102
Phoenix, AZ 85001

Teresa M. Revering
P.O. Box 1102
Phoenix, AZ 85001

Jennifer A. Bradford
P.O. Box 1102
Phoenix, AZ 85001

Christine M. Raslavsky
P.O. Box 1102
Phoenix, AZ 85001

These persons shall serve as directors until their successors shall have been elected and qualified. The number of persons to serve on the board of directors hereafter shall be fixed by the bylaws.

ARTICLE EIGHT

Known Place of Business: The street address of the known place of business of the corporation is **1417 East Garfield, Phoenix, Arizona 85006.**

ARTICLE NINE

Statutory Agent: The name and address of the statutory agent of the corporation is FC Service Corporation, an Arizona corporation, 3003 North Central Avenue, Suite 2600, Phoenix, Arizona 85012

ARTICLE TEN

Incorporators: The name and address of each incorporator is:

- Mary E. Peterson**, P.O. Box 1102 Phoenix, AZ 85001-1102
- Lisa M. Armijo**, P.O. Box 1102 Phoenix, AZ 85001-1102
- Christine M. Raslavsky**, P.O. Box 1102 Phoenix, AZ 85001-1102
- Teresa M. Revering**, P.O. Box 1102 Phoenix, AZ 85001-1102
- Jennifer A. Bradford**, P.O. Box 1102 Phoenix, AZ 85001-1102

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

ARTICLE ELEVEN

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

ARTICLE TWELVE

Members: The corporation will not have members.

EXECUTED this 21 day of November, 1999 by the undersigned incorporators.

Signed: Mary E. Peterson
Mary E. Peterson

Signed: Lisa M. Armijo
Lisa M. Armijo

Signed: Christine M. Raslavsky
Christine M. Raslavsky

Signed: Teresa M. Revering
Teresa M. Revering

Signed: Jennifer A. Bradford
Jennifer A. Bradford

CONSENT OF STATUTORY AGENT

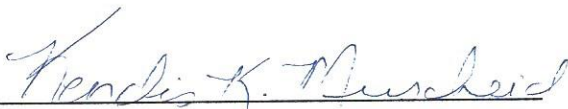
OF

MAGGIE'S PLACE

The undersigned, having been named in the Articles of Incorporation of Maggie's Place, an Arizona nonprofit corporation, as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment as the statutory agent of Maggie's Place

DATED: November 23, 1999

FC SERVICE CORPORATION,
an Arizona corporation

By 
Kendis K. Muscheid
Suite 2600
3003 North Central Avenue
Phoenix, Arizona 85012-2913

**UNANIMOUS WRITTEN CONSENT TO RESOLUTIONS OF
THE BOARD OF DIRECTORS
OF
MAGGIE'S PLACE, INC.
IN LIEU OF A SPECIAL MEETING**

Pursuant to A.R.S. § 10-3821, the undersigned, being all of the directors of Maggie's Place, Inc., an Arizona nonprofit corporation (the "Corporation"), hereby authorize, approve and adopt the following resolutions in lieu of holding a special meeting:

APPROVAL OF ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

RESOLVED, that the Corporation's Articles of Incorporation be amended to increase the maximum number of directors, as provided in the Articles of Amendment to the Articles of Incorporation of Maggie's Place, Inc. (the "Articles of Amendment") attached hereto as Exhibit A; and

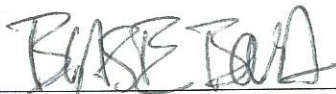
FURTHER RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to execute, file with the Arizona Corporation Commission and publish the Articles of Amendment and take any further steps as may be required under Arizona law in connection with the amendment of the Corporation's Articles of Incorporation.

COUNTERPART SIGNATURES

RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

DATED as of Nov 20, 2000, 2000.

BOARD OF DIRECTORS:



Blase Bova



Dr. Linda Chambliss

Cory Gonzales
Cory Gonzales

Theresa Kersgieter
Theresa Kersgieter

Mary Ann Lester
Mary Ann Lester

Emily Mitchell
Emily Mitchell

Andy Hall
Andy Hall

Barry Kissell
Barry Kissell

Fr. Fred Lucci, O.P.
Fr. Fred Lucci, O.P.

Louisa Stark
Louisa Stark

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MAGGIE'S PLACE, INC.**

Pursuant to the provisions of A.R.S. § 10-11003, *et seq.*, Maggie's Place, Inc., an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and certifies as follows:

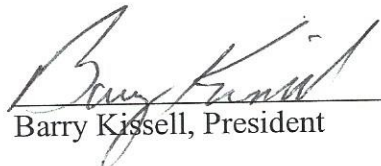
FIRST: The name of the corporation is Maggie's Place, Inc.

SECOND: The first sentence of Article Seven of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The corporation shall have a minimum of three (3) directors and a maximum of twenty-one (21)."

THIRD: The amendment was duly adopted by a unanimous vote of the directors of the corporation on Oct 26, 2000, 2000, in the manner prescribed by the Arizona Nonprofit Corporation Act. The corporation does not have members.

DATED as of 11-20-00, 2000.



Barry Kissell, President

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MAGGIE'S PLACE, INC.**

Pursuant to the provisions of A.R.S. 10-11003, et seq., Maggie's Place, Inc., an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and certifies as follows:


FIRST: The name of the corporation is Maggie's Place, Inc.

SECOND: Article Eight of the Articles of Incorporation shall be amended in its entirety to read as follows:

Known Place of Business: The street address of the principal office of the corporation is 1417 East Garfield, Phoenix, Arizona 85006. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint of the purposes of the Corporate may require. The street address for the affiliate office of the corporation in Ohio is 15470 Kidd Drive, Newbury, Ohio 44065.

THIRD: The amendment was duly adopted by a unanimous vote of the directors of the corporation on April 2, 2003, in the manner prescribed by the Arizona Nonprofit Corporation Act. The corporation does not have members.

Dated as of April 2, 2003.


Joe Mikitish, President

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MAGGIE'S PLACE, INC.**

Pursuant to the provisions of A.R.S. 10-11003, et seq., Maggie's Place, Inc., an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and certifies as follows:


FIRST: The name of the corporation is Maggie's Place, Inc.

SECOND: Article Eight of the Articles of Incorporation shall be amended in its entirety to read as follows:

Known Place of Business: The street address of the principal office of the corporation is 1419 East Garfield, Phoenix, Arizona 85006. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint of the purposes of the Corporate may require.

THIRD: The amendment was duly adopted by a unanimous vote of the directors of the corporation on Jan 24, 2005, in the manner prescribed by the Arizona Nonprofit Corporation Act. The corporation does not have members.

Dated as of Jan 24, 2005.


Joe Mikitish, President