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1912

OMB No. 1545-0047

Form 990-EZ

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form, as it may be made public.

Go to www.irs.gov/Form990EZ for instructions and the latest information.

2019

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

A For the 2019 calendar year, or tax year beginning **DEC 30, 2018** and ending **DEC 28, 2019**

B Check if applicable:
☐ Address change
☒ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
GOODWILL INDUSTRIES OF CENTRAL AND NORTHERN ARIZONA FOUNDATION, INC.

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
2626 W BERYL AVE

City or town, state or province, country, and ZIP or foreign postal code
PHOENIX, AZ 85021

D Employer identification number
86-0813587

E Telephone number
602-535-4000

F Group Exemption Number

G Accounting Method: ☐ Cash ☒ Accrual Other (specify) _____

H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **N/A**

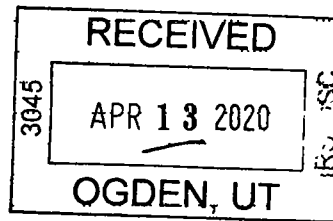
J Tax-exempt status (check only one) — ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other _____

L Add lines 5b, 6c, and 7b to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B)) are \$500,000 or more, file Form 990 instead of Form 990-EZ **\$ 0.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)Check if the organization used Schedule O to respond to any question in this Part I ☐

1	Contributions, gifts, grants, and similar amounts received	1	
2	Program service revenue including government fees and contracts	2	
3	Membership dues and assessments	3	
4	Investment income	4	
5a	Gross amount from sale of assets other than inventory	5a	
5b	Less: cost or other basis and sales expenses	5b	
5c	Gain or (loss) from sale of assets other than inventory (subtract line 5b from line 5a)	5c	
6	Gaming and fundraising events:		
6a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
6b	Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
6c	Less: direct expenses from gaming and fundraising events	6c	
6d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	
7a	Gross sales of inventory, less returns and allowances	7a	
7b	Less: cost of goods sold	7b	
7c	Gross profit or (loss) from sales of inventory (subtract line 7b from line 7a)	7c	
8	Other revenue (describe in Schedule O)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	0.
10	Grants and similar amounts paid (list in Schedule O)	10	
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	
14	Occupancy, rent, utilities, and maintenance	14	
15	Printing, publications, postage, and shipping	15	
16	Other expenses (describe in Schedule O)	16	
17	Total expenses. Add lines 10 through 16	17	0.
18	Excess or (deficit) for the year (subtract line 17 from line 9)	18	0.
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	0.
20	Other changes in net assets or fund balances (explain in Schedule O)	20	0.
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	0.



REVENUE SCANNED FEB 08 2021

EXPENSES 0423258262 SEP 15 2020

LHA For Paperwork Reduction Act Notice, see the separate instructions.

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Part II	Balance Sheets (see the instructions for Part II)
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Check if the organization used Schedule O to respond to any question in this Part II

		(A) Beginning of year	(B) End of year	
22	Cash, savings, and investments		22	
23	Land and buildings		23	
24	Other assets (describe in Schedule O)		24	
25	Total assets	0.	25	1 X 0.
26	Total liabilities (describe in Schedule O)	0.	26	0.
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	0.	27	0.

Part III	Statement of Program Service Accomplishments (see the instructions for Part III)
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Check if the organization used Schedule O to respond to any question in this Part III

Expenses
(Required for section
501(c)(3) and 501(c)(4)
organizations; optional for
others.)

What is the organization's primary exempt purpose? **SEE SCHEDULE O**

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

28	TO RAISE FUNDS AND PROVIDE OTHER SUPPORT TO FURTHER THE EXEMPT PURPOSES OF GOODWILL OF CENTRAL AND NORTHERN ARIZONA.		
	(Grants \$) If this amount includes foreign grants, check here	☐	28a
29			
	(Grants \$) If this amount includes foreign grants, check here	☐	29a
30			
	(Grants \$) If this amount includes foreign grants, check here	☐	30a
31	Other program services (describe in Schedule O)		
	(Grants \$) If this amount includes foreign grants, check here	☐	31a
32	Total program service expenses (add lines 28a through 31a)	☐	32 0.

Part IV	List of Officers, Directors, Trustees, and Key Employees	(list each one even if not compensated - see the instructions for Part IV)
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Check if the organization used Schedule O to respond to any question in this Part IV

[illegible]

**GOODWILL INDUSTRIES OF CENTRAL AND
NORTHERN ARIZONA FOUNDATION, INC.**

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86-0813587

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Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V.) Check if the organization used Sch. O to respond to any question in this Part V ☒

	Yes	No
33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		☒
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O. See instructions	☒	
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		☒
35b If "Yes" to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	N/A	
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		☒
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		☒
37a Enter amount of political expenditures, direct or indirect, as described in the instructions	0.	
37b Did the organization file Form 1120-POL for this year?		☒
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee; or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		☒
38b If "Yes," complete Schedule L, Part II, and enter the total amount involved	N/A	
39a Section 501(c)(7) organizations. Enter:		
39b Initiation fees and capital contributions included on line 9	N/A	
39c Gross receipts, included on line 9, for public use of club facilities	N/A	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 0. ; section 4912 0. ; section 4955 0.		
40b Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		☒
40c Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	0.	
40d Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax on line 40c reimbursed by the organization	0.	
40e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		☒
41 List the states with which a copy of this return is filed ☒ AZ		
42a The organization's books are in care of ☒ SUSAN BARNES Telephone no. ☒ 602-535-4000 Located at ☒ 2626 W BERYL AVE, PHOENIX, AZ ZIP + 4 ☒ 85021		
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		☒
42c At any time during the calendar year, did the organization maintain an office outside the United States? If "Yes," enter the name of the foreign country		☒
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ☒ 43 N/A		
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		☒
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		☒
44c Did the organization receive any payments for indoor tanning services during the year?		☒
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		☒
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ. See instructions		

Form 990-EZ (2019)

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? Yes No
If "Yes," complete Schedule C, Part I 46 ☐ ☒

Part VI Section 501(c)(3) Organizations Only
All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51
Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II 47 ☐ ☒
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 48 ☐ ☒
49a Did the organization make any transfers to an exempt non-charitable related organization? 49a ☐ ☒
b If "Yes," was the related organization a section 527 organization? 49b ☐ ☐

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees, and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations must attach a completed Schedule A ▶ ☒ Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here 04-03-2020
Signature of officer *Susan L. Barnes*
Type or print name and title *SUSAN L. BARNES, SUP & CFO*

Paid Preparer Use Only
Print/Type preparer's name *PATRICIA J. MAYER* Preparer's signature *Patricia J. Mayer* Date *4/2/20* Check if self-employed ☐ PTIN *P00188643*
Firm's name *▶ MOSS ADAMS LLP* Firm's EIN *▶ 91-0189318*
Firm's address *▶ 4747 EXECUTIVE DR SUITE 1300 SAN DIEGO, CA 92121* Phone no. *858-627-1400*

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes No
Form 990-EZ (2019)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public
Inspection

Name of the organization **GOODWILL INDUSTRIES OF CENTRAL AND
NORTHERN ARIZONA FOUNDATION, INC.**

Employer identification number
86-0813587

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vii).** (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university _____
- 10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☒ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

1

f Enter the number of supported organizations

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
GOODWILL OF CENTRAL AND NORTHERN ARIZON	86-0104415	7	X		0.	0.
Total					0.	0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 932021 09-25-19 Schedule A (Form 990 or 990-EZ) 2019

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
b 33 1/3% support test - 2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
17a 10% -facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
b 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐		

Schedule A (Form 990 or 990-EZ) 2019

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage for 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

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Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in **Part VI** how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.
- b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in **Part VI** when and how the organization made the determination.
- c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in **Part VI** what controls the organization put in place to ensure such use.
- 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
- b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
- c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in **Part VI** what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in **Part VI**, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).
- b **Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- c **Substitutions only.** Was the substitution the result of an event beyond the organization's control?
- 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in **Part VI**.
- 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in **Part VI**.
- b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in **Part VI**.
- c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in **Part VI**.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
- b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
1	X	
2		X
3a		X
3b		
3c		
4a		X
4b		
4c		
5a		X
5b		
5c		
6		X
7		X
8		X
9a		X
9b		X
9c		X
10a		X
10b		

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

86-0813587 Page 5

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
11a		X
b A family member of a person described in (a) above?		X
11b		X
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		X
11c		X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1	X	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		X

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a ☐ The organization satisfied the Activities Test. Complete line 2 below.		
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)		

Schedule A (Form 990 or 990-EZ) 2019

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019 NORTHERN ARIZONA FOUNDATION, INC.

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2019 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2019, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI. See instructions			
6 Remaining underdistributions for 2019 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2020. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

Schedule A (Form 990 or 990-EZ) 2019

GOODWILL INDUSTRIES OF CENTRAL AND

Schedule A (Form 990 or 990-EZ) 2019

NORTHERN ARIZONA FOUNDATION, INC.

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Part VI

Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b, Part V, line 1, Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF CENTRAL AND
NORTHERN ARIZONA FOUNDATION, INC.

Employer identification number
86-0813587

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - TO RAISE FUNDS AND PROVIDE
OTHER SUPPORT TO FURTHER THE EXEMPT PURPOSES OF GOODWILL OF CENTRAL AND
NORTHERN ARIZONA.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

FORM 990-EZ, PART V, LINE 34:

THE ORGANIZATION AMENDED ITS ARTICLES OF INCORPORATION ON 9/27/19 TO
CHANGE ITS NAME FROM "GOODWILL INDUSTRIES OF CENTRAL ARIZONA
FOUNDATION, INC." TO "GOODWILL INDUSTRIES OF CENTRAL AND NORTHERN
ARIZONA FOUNDATION, INC.". THE ENDORSED ARTICLES ARE ATTACHED.

Document Type Restated Articles of Incorporation - Nonprofit

Document Fee: \$0.00

Entity Name GOODWILL OF CENTRAL AND NORTHERN ARIZONA FOUNDATION

Additional Fee: \$0.00

Entity Information

Entity Name GOODWILL INDUSTRIES OF CENTRAL ARIZONA FOUNDATION, INC Entity Type Domestic Nonprofit Corporation

Entity ID 07411444

Formation Date 01/25/1995

Entity Email Address.

Status Active

Effective Date 09/27/2019

Effective Time 2:08 PM

Update Entity Information

New Entity Name

Entity Name GOODWILL OF CENTRAL AND NORTHERN ARIZONA FOUNDATION

Adoption and Vote

Date of Adoption

Date Amendment was adopted 06/14/2019

Approval of Amended Articles

☐ The restated Articles were approved by the board of directors without member or third person action, and the approval of members or any other persons was not Required

☒ The restated Articles contain one or more amendments that required approval by members and/or other persons

☐ The Amendment was duly adopted by act of the Board of Directors

☒ The Amendment was duly adopted by act of the Members

☐ The Amendment was approved by the person or persons required by the Articles of Incorporation

Statutory Agent Information

Name	Attention	Address	Email
TIMOTHY O'NEAL		2626 W BERYL AVE . PHOENIX, AZ, 85021, USA	

Known Place of Business

Attention	Address
Timothy O'Neal	2626 W. BERYL AVE . PHOENIX, AZ. 85021, USA

Principal Information

Title	Name	Attention	Address	Email	Date Taking Office
Chairman of the Board of Directors	TIMOTHY O'NEAL		2626 W. BERYL AVE . PHOENIX, AZ 85021, USA		10/7/2015
Director	JACKIE HALLEEN		2626 WEST BERYL AVE . PHOENIX AZ 85021, USA		10/7/2016

Uploaded Attachments

You may upload any attachment as a .pdf file.

File Name

Articles Of Amendment and Restatement_GCNA Foundation Inc pdf

Signature

By typing/entering my name, I intend to affix my electronic signature acknowledging that this electronic document is submitted in compliance with Arizona law. I certify that the information on the electronic document is true, complete, and accurate as of the date the electronic filing is submitted

☒ I Agree

Signature TIMOTHY O'NEAL

Title Chairman of the Board of Directors

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
GOODWILL INDUSTRIES OF CENTRAL ARIZONA FOUNDATION, INC.

2. **DATE OF ADOPTION** - date on which the restated Articles were adopted: June 14, 2019

3. **APPROVAL OF RESTATED ARTICLES** – check 3.1 or 3.2 (not both) and follow instructions:

3.1 ☐ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 5.

3.2 ☒ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 4.

4. **APPROVAL OF AMENDMENTS** – if 3.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

- ☒ Approved by members.
☐ Approved by other person(s) as required by the Articles of Incorporation.

5. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

Timothy O'Neal

9/26/19

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

☒ I am the Chairman of the Board of Directors of the corporation filing this document.	☐ I am a duly-authorized Officer of the corporation filing this document.	☐ I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
GOODWILL INDUSTRIES OF CENTRAL ARIZONA FOUNDATION, INC.

including name change to
GOODWILL OF CENTRAL AND NORTHERN ARIZONA FOUNDATION**

Pursuant to the provisions of Sections 10-11003, 10-11006 and 10-11007 of the Arizona Revised Statutes, Goodwill Industries of Central Arizona Foundation, Inc., an Arizona nonprofit corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Goodwill Industries of Central Arizona Foundation, Inc.

SECOND: The document attached as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation and supersedes all prior amendments thereto, and include a name change to Goodwill of Central and Northern Arizona Foundation.

THIRD: Approval of these Articles of Amendment and Restatement of Articles of Incorporation of the corporation, and the document attached as Exhibit "A" is required by the board of directors and the sole member of the corporation, and there is no other group or person whose approval is required.

FOURTH: These Articles of Amendment and Restatement of Articles of Incorporation of the corporation and the document attached as Exhibit "A" were duly adopted by the Board of Directors of the corporation on June 14, 2019 and the sole member of the corporation on June 14, 2019 in the manner prescribed by the Arizona Nonprofit Corporation Act.

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOODWILL INDUSTRIES OF CENTRAL ARIZONA FOUNDATION, INC.**

**including name change to
GOODWILL OF CENTRAL AND NORTHERN ARIZONA FOUNDATION**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Goodwill Industries of Central Arizona Foundation, Inc., all pursuant to the Arizona Nonprofit Foundation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes ("ANCA").

I.

Name and Place of Business

The name of the corporation shall be Goodwill of Central and Northern Arizona Foundation (the "corporation"). The place of business for the corporation will be 2626 W. Beryl Avenue, Phoenix, Arizona 85021.

II.

Purpose and Activities

This corporation is a nonprofit organization organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax law. Within the meaning of Section 501(c)(3) of the Code, the purpose of the corporation is to raise funds for, provide support to, conduct or support activities for the benefit of, perform the functions of, carry out the purposes of, and otherwise further the exempt purposes of Goodwill of Central and Northern Arizona, an Arizona nonprofit corporation, and as more further set forth in the Bylaws of the corporation. Except as otherwise provided in these Articles, the corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Arizona, as amended from time to time.

III.

Limitation on Activities

(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 that 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)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

IV. Statutory Agent

Timothy O'Neal, 2626 West Beryl Avenue, Phoenix, Arizona 85021, is hereby appointed the statutory agent for the corporation for the State of Arizona.

V. Membership

The corporation shall have one member. The sole member of the corporation is Goodwill of Central and Northern Arizona, an Arizona nonprofit corporation, so long as it is a qualified organization as provided in the Bylaws of the corporation. The members' respective qualifications and rights shall be as provided in the Bylaws of the corporation.

The approval of the member shall be required for the corporation to take any of the following actions:

- (a) Liquidation or dissolution of the corporation;
- (b) Merger, consolidation, or transfer of substantially all of the assets of the corporation;
- (c) Borrowing of any funds on behalf of the corporation, or issuance of such evidence of indebtedness; and
- (d) Repeal, modification, amendment, in whole or in part, or addition to these Articles of Incorporation or Bylaws of the corporation, or adoption of new Articles of Incorporation or new Bylaws of the corporation.

VI. Board of Directors

The number of directors and their manner of election will be governed by the Bylaws of the corporation. The names and addresses of the current directors are:

Timothy O'Neal
2626 W. Beryl Avenue
Phoenix, Arizona 85021

Jackie Halleen
2626 W. Beryl Avenue
Phoenix, Arizona 85021

VII.**Devolution of Assets on Dissolution**

On dissolution for any reason, provision shall be made for the payment of all liabilities, and thereafter to dispose of the assets of the corporation exclusively to the member or, if the member is not a qualified organization as described in the Bylaws of the corporation, to its successors, or if none, to one or more organizations organized and operated only for charitable, educational, religious or scientific purposes as shall then qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (I.R.C.), having purposes substantially similar to those of the corporation and/or its member (except that no private foundation, as defined in Section 509(a) of the I.R.C. shall be a recipient), as the Board of Directors and its member shall determine.

VIII.**Indemnification**

To the fullest extent permitted by Arizona law as it now exists or hereafter may be amended, the corporation shall indemnify every director, officer or agent of the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal, to which he or she is or was a party or is threatened to be made a party by reason of the fact that he or she is or was a director, officer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by Arizona law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification rights of a director, officer or agent of the corporation existing at the time of such repeal or modification.

IX.**Director Liability**

The personal liability of a director of the corporation, or of a person who serves on a board or council of the corporation in an advisory capacity to the corporation for money damages for any action taken or any failure to take action as a director is hereby eliminated to the fullest extent permitted by Arizona law as it now exists or hereafter may be amended. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any limitation on the personal liability of such person with respect to any act or omission occurring prior to the time of such repeal or modification.

**X.
Private Foundation**

Notwithstanding other provisions hereof, during any period that the corporation is classified as a private foundation as that term is defined in Section 509 of the Code, the corporation's powers will be restricted specifically as follows:

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) 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;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding the restrictions imposed by this Article, 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.

**XI.
Discrimination Not Permitted**

In rendering its functions and in exercising its purposes, the corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

**XII.
Amendment of Articles and Bylaws**

The corporation's Articles of Incorporation and Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted, only by a majority vote of the Board of Directors of the corporation and with the approval of the member.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
GOODWILL INDUSTRIES OF CENTRAL ARIZONA FOUNDATION, INC.

2. **DATE OF ADOPTION** – date on which the restated Articles were adopted: June 14, 2019

3. **APPROVAL OF RESTATED ARTICLES** – check 3.1 or 3.2 (not both) and follow instructions:

3.1 ☐ The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 5.

3.2 ☒ The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 4.

4. **APPROVAL OF AMENDMENTS** – if 3.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

- ☒ Approved by members.
☐ Approved by other person(s) as required by the Articles of Incorporation.

5. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

Timothy O'Neal

9/26/19

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

☒ I am the Chairman of the Board of Directors of the corporation filing this document.	☐ I am a duly-authorized Officer of the corporation filing this document.	☐ I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.