Submitted late

CITY OF COTTONWOOD
BUILDING COMMUNITY GRANT APPLICATION COVER SHEET FISCAL YEAR 2017
NOTE: APPLICANTS MUST COMPLETE THIS COVER SHEET AND ATTACH THE GRANT PROPOSAL IN THE FORMAT DESCRIBED HEREIN.

Legal Name and Address of Applicant(s):

Adopt A Vet, INC
125 S. 6th St
Cottonwood, AZ 86326

Business Registration Number: _____

Type of Organization of Applicant:(check one) Private ____ Non-Profit X

Other (briefly explain legal structure of the organization) _____

Describe the function or purpose of the applicant organization.

The specific charitable and public purposes for which the Corporation is organized are exclusively to benefit and support Adopt A Vet, Inc. an Arizona nonprofit public benefit corporation, and its purpose in accordance with Section 501(c)(3) of the Internal Revenue Code by (1) providing affordable and transitional housing for low income Veterans or others in need, where no adequate housing exists, for such groups, (2) providing decent, safe, and sanitary housing for low income Veterans or other low income individuals or families where no adequate housing exists for such groups, or for low income Veterans or others who are homeless or in imminent danger of homelessness, or who are displaced from urban renewal areas as a result of government action, or a major disaster, (3) Providing training and educational resources for basic life skills for Veterans or others in need of skills, (4) Providing job training, skills and placement for Veterans or others in need.

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Contact person information:

Name: Jenise Nyquist

Title: Vice President

Address: 125 S. 6th St. / P.O. Box 1488
Cottonwood, AZ 86326

Phone: 928-284-2022 or 928-821-1071

Email: jenise@vetraplex.org

Proposal Format:

Narrative proposals shall be attached to this application sheet following the format described below.

- A Letter of Introduction. Introduce the applicant organization(s), briefly describing the mission and history in the community of the organization. (maximum 1 page)
- Community Need. Describe and document the community need that you have identified to meet with this grant application proposal. (maximum 3 pages)
- Grant Proposal. Provide a detailed narrative description of the service, project, or program that you are proposing to meet this community need. At minimum, address the following questions in the proposal: (maximum 5 pages)
  - Amount of grant request.
  - Ability to meet the stated need through the design of the service, project, or program.
  - Why is this grant necessary or an appropriate source of revenue to meet this need?
  - Ability of the organization to complete the program as designed.
  - Project timeline.
  - Project budget.
- Expected Outcomes. If awarded the grant, describe the expected outcomes of the program, and how those outcomes will be measured. (maximum 1 page)
- Project Team. Identify the people involved in the program, their role within the program, and their time allocation to the program. (maximum 1 page)
- Addendum. Attach an addendum to the proposal to include the following:
  - If incorporated, Articles of Incorporation. Operating by-laws.
  - Current budget for the organization.
  - Most recent end of year financial statement for the organization.
  - Any other information about the organization you would want to include.

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March 30, 2016

City of Cottonwood
Attn: Jeff Cook, Purchasing Agent
816 N. Main Street
Cottonwood, AZ 86326

Dear Mr. Cook,

This letter is to introduce Adopt A Vet, Inc. A non-profit organization recently formed whose mission is to provide transitional housing to homeless Veterans as well as providing training and income opportunity to further improve quality of life with the goal to once again become independent and an active participant in our community.

Adopt A Vet, Inc. was developed from a history of helping Veterans by Director/Officer Gary Rideout. We have attached an additional narrative letter under Addendums for further explanation of the history and experience behind Adopt A Vet, Inc.

We are located at 125 S. 6th Street in Cottonwood and can be reached at (928) 284-2022. By email at gary@vetraplex.org and jenise@vetraplex.org.

Thank you for your time and consideration of our request.

Sincerely,

Jenise Nyquist
Vice President
Adopt A Vet, Inc.

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Community Need

As of March 30 2016, there are no homeless shelters anywhere in the Verde Valley. No affordable housing plan in Yavapai County currently exists. The county is also lacking a Housing Authority. With that in mind, there are more than 55,000 Veterans living in Northern Arizona. Twenty percent of these Veterans are unemployed. Thirty-seven percent of Veterans need funding assistance for housing. And 23% of the homeless population are Veterans. In a 2015 survey of Verde Valley residents, 77% agreed there is a strong need for a homeless shelter and an increase in local affordable housing.

Most returning Veterans struggle with the transition to civilian life. At Adopt A Vet Inc, we have witnessed firsthand that providing Veterans with employment, shelter and an positive environment is the most immediate and successful way to reverse the trends of chronic unemployment and homelessness. With zero homeless shelters in the area and limited resources for affordable housing, Adopt A Vet Inc is at the vanguard in getting Veterans employed and off the streets.

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Grant Proposal

Adopt A Vet, Inc. is purchasing a 3118 sf, horseshoe shaped, slump block building located at 125 S. 6th Street in Cottonwood, Arizona. The facility will be used for transitional housing for homeless Veterans as well as emergency shelter for anyone in need based on availability. The building is currently owned and occupied by the office of Vetraplex – Vets4Hire providing training and jobs for unemployed Veterans. The office for employment will remain in the building as well as a computer/training room for education and job placement services. This, of course, is also the office of Adopt A Vet, Inc.

The housing part of the building will consist of four private sleeping/living areas with 2 shared full baths, a laundry area and a large community kitchen/living area. There will also be a separate sleeping/living area with its own entrance from the courtyard and two half baths off the courtyard area. Any of the five sleeping/living rooms could double up to sleep more than one.

The building is located across from the Cottonwood Public Library, the Cottonwood Recreation Center, the Cottonwood Community Health Clinic, the Cottonwood Area Transit system bus stop and one mile from the VA Medical Clinic, making its intended use ideal for its location.

The City of Cottonwood is in full support of the project, and has waived the conditional use and building permit fees for the facility. We expect to be in full operation in September 2016.

The purchase price of the building is $305,000. The amount budgeted to complete the renovation is $73,100. The expected method of procurement to purchase and rehab the building for its expected use is funding from the USDA Commercial Loan Program and Facilities Management Grant. Some of the rehab work has already begun, funded by Vetraplex Vets4Hire. The Facilities Management Grant from USDA is a grant to provide Solar Panels on the building. We have applied for both the financing and the grant through USDA and have received very positive feedback from Jeff Hayes, Acting State Director for USDA. They expect to finish both underwriting and approval as well as the funding process no later than July 1, 2016.

We are requesting $15,000 from the Building Community Grant Program. This grant money is appropriate for our project as it will be used to subsidize rent for two Veterans for 12 months or four Veterans for 6 months.

Please see project budget attached.

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USDA-RD
Form RD 442-7
(Rev. 3-02)

Position 3

OPERATING BUDGET

Form Approved
OMB No. 0575-0015
OMB No. 0572-0137

Schedule 1

Name	Address	
Adopt A Vet	125 S 6th St	Cottonwood
Applicant Fiscal Year From 01-31 To 12-31	**County** Yavapai	**State** *(Including ZIP Code)* Ariona 86326

	20	20	20	20 16	First Full Year
OPERATING INCOME	(1)	(2)	(3)	(4)	(5)
1. Shelter Rental	$0.00	$0.00	$0.00	$9,000.00	$32,400.00
2. Assigned Franchise Fees	$0.00	$0.00	$0.00	$9,000.00	$18,000.00
3. Donations (Vetraplex)	$0.00	$0.00	$0.00	$7,000.00	$15,000.00
4.	$0.00	$0.00	$0.00	$0.00	$0.00
5. Miscellaneous	$0.00	$0.00	$0.00	$0.00	$0.00
6. Less: Allowances and Deductions	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)
7. Total Operating Income *(Add Lines 1 through 6)*	$0.00	$0.00	$0.00	$25,000.00	$65,400.00
OPERATING EXPENSES					
8. Legal, Audit, Ads				$1,000.00	$1,200.00
9. Utilities				$2,500.00	$5,350.00
10. Supplies				$1,000.00	$2,000.00
11. Salaries				$5,000.00	$20,000.00
12. Ins, Pest, Maintenance				$2,500.00	$4,500.00
13. Reserves				$2,000.00	$4,500.00
14.					
15. Interest *(RD)* Estimated				$9,000.00	$17,500.00
16. Depreciation					
17. Total Operating Expense *(Add lines 8 through 16)*	$0.00	$0.00	$0.00	$23,000.00	$55,050.00
18. NET OPERATING INCOME *(LOSS) (Line 7 less 17)*	$0.00	$0.00	$0.00	$2,000.00	$10,350.00
NONOPERATING INCOME					
19.					
20.					
21. Total Nonoperating Income *(Add Lines 19 and 20)*	$0.00	$0.00	$0.00	$0.00	$0.00
22. NET INCOME *(LOSS) (Add Lines 18 and 21) (Transfer to Line A Schedule 2)*	$0.00	$0.00	$0.00	$2,000.00	$10,350.00

Budget and Projected Cash Flow Approved by Governing Body

Attest: _____ *Secretary*

Gary Ridenour *Appropriate Official*

2/24/16 *Date*

According to the Paperwork Reduction Act of 1995, an agency may not conduct or sponsor, and a person is not required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 0575-0015 and 0572-0137. The time required to complete this information collection is estimated to average 5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information.

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Schedule 2

PROJECTED CASH FLOW

	20	20	20	20 16	First Full Year
A. Line 22 from Schedule 1 Income *(Loss)*	$0	$0	$0	$2,000	$10,350
Add					
B. Items in Operations not Requiring Cash:					
1. Depreciation *(Line 16, Schedule 1)*	$0	$0	$0	$0	$0
2. Others: _____					
C. Cash Provided from:					
1. Proceeds from RD loan/grant				$486,400	
2. Proceeds from others				$10,100	
3. Increase *(Decrease)* in Accounts Payable, Accruals and other Current Liabilities				$0	
4. Decrease *(Increase)* in Accounts Receivable, inventories and Other Current Assets *(Exclude Cash)*				$0	
5. Other: _____					
6. _____					
D. Total all A, B and C Items	$0	$0	$0	$498,500	$10,350
E. *Less:* Cash Expended for:					
1. All Construction, Equipment and New Capital Items *(Loan and grant funds)*				$496,500	
2. Replacement and Additions to Existing Property, Plant and Equipment					
3. Principal Payment RD Loan				$2,000	$4,387
4. Principal Payment Other Loans					
5. Other: _____					
6. Total E 1 through 5	$0	$0	$0	$498,500	$4,387
Add					
F. Beginning Cash Balances					
G. Ending Cash Balances *(Total of D minus E 6 plus F)*	$0	$0	$0	$0	$5,963
Item G Cash Balances Composed of:					
Construction Account					
Revenue Account					$1,463
Debt Payment Account					
O&M Account					
Reserve Account					$2,500
Funded Depreciation Account					$2,000
Others: _____					
_____					
Total - Agrees with Item G	$0	$0	$0	$0	$5,963

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15-Year Operating Pro Forma: Rental Projects

Version 3.7 Updated 8/4/09

Project Name		Total Units	5	Project Based Rental Subsidy (Indicate "Yes" or "No")	

Income Assumptions	Rate of Increase		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Gross Residential Rents-Restricted Income Units			26,388	26,388	26,388	26,388	26,388	26,388	26,388	26,388	26,388	26,388
Gross Residential Rents-Restricted Income Units Subsidy			2,412	2,412	2,412	2,412	2,412	2,412	2,412	2,412	2,412	2,412
Gross Residential Rents-Non-restricted Income Units				-	-	-	-	-	-	-	-	-
Less Vacancy	% of Gross Rents =	15.0%	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)
Scheduled Commercial Rents				-	-	-	-	-	-	-	-	-
Less Vacancy	% of Gross Rents =		-	-	-	-	-	-	-	-	-	-
Laundry, Parking				-	-	-	-	-	-	-	-	-
Other	franchise fees		18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000	18,000
Other	Cash Donatoins		10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Total Effective Gross Income			52,480	52,480	52,480	52,480	52,480	52,480	52,480	52,480	52,480	52,480

Expense Assumptions	Rate of Increase											
Management Fee	Dollars per Unit/Mo. =			-	-	-	-	-	-	-	-	-
Legal & Audit			1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Advertising			200	200	200	200	200	200	200	200	200	200
Gas & Electric			2,400	2,400	2,400	2,400	2,400	2,400	2,400	2,400	2,400	2,400
Water, Sewer, Waste Removal			1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800
Supplies			1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Payroll			20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Insurance			2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Pest Control			500	500	500	500	500	500	500	500	500	500
Maintenance / Repair			2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Operating Reserves	Dollars per Unit =	$ 400	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Replacement Reserves	Dollars per Unit =	$ 400	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Real Estate Taxes (exempt if in CA)			100	100	100	100	100	100	100	100	100	100
Local & State Assessments			-	-	-	-	-	-	-	-	-	-
Partnership Management Fee (tax credits only)			-	-	-	-	-	-	-	-	-	-
Other	Office Supplies		500	500	500	500	500	500	500	500	500	500
Other				-	-	-	-	-	-	-	-	-
Other				-	-	-	-	-	-	-	-	-
Other				-	-	-	-	-	-	-	-	-
Total Expenses	Operating Cost/Unit	$ 7,300	36,500	36,500	36,500	36,500	36,500	36,500	36,500	36,500	36,500	36,500
Net Operating Income			**15,980**	**15,980**	**15,980**	**15,980**	**15,980**	**15,980**	**15,980**	**15,980**	**15,980**	**15,980**
Debt Service (Hard Debt Only from S&U Statement)			**15,046**	**15,046**	**15,046**	**15,046**	**15,046**	**15,046**	**15,046**	**15,046**	**15,046**	**15,046**
Debt Service Coverage Ratio			**1.062**	**1.06**	**1.06**	**1.06**	**1.06**	**1.06**	**1.06**	**1.06**	**1.06**	**1.06**
Cash Flow			**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**
Residual Receipts Payment to												
Residual Receipts Payment to												
Operating Grant												
Operating Grant												
Net Cash Flow			**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**	**934**

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15-Year Operating Pro Forma: Rental Projects

Version 3.7 Updated 8/4/09

Project Name	

Income Assumptions		Rate of Increase		Year 11	Year 12	Year 13	Year 14	Year 15
Gross Residential Rents-Restricted Income Units				26,388	26,388	26,388	26,388	26,388
Gross Residential Rents-Restricted Income Units Subsidy				2,412	2,412	2,412	2,412	2,412
Gross Residential Rents-Non-restricted Income Units				-	-	-	-	-
Less Vacancy		% of Gross Rents =	15.0%	(4,320)	(4,320)	(4,320)	(4,320)	(4,320)
Scheduled Commercial Rents				-	-	-	-	-
Less Vacancy		% of Gross Rents =		-	-	-	-	-
Laundry, Parking				-	-	-	-	-
Other	franchise fees			18,000	18,000	18,000	18,000	18,000
Other	Cash Donatoins			10,000	10,000	10,000	10,000	10,000
Total Effective Gross Income				52,480	52,480	52,480	52,480	52,480

Expense Assumptions		Rate of Increase						
Management Fee		Dollars per Unit/Mo. =		-	-	-	-	-
Legal & Audit				1,000	1,000	1,000	1,000	1,000
Advertising				200	200	200	200	200
Gas & Electric				2,400	2,400	2,400	2,400	2,400
Water, Sewer, Waste Removal				1,800	1,800	1,800	1,800	1,800
Supplies				1,000	1,000	1,000	1,000	1,000
Payroll				20,000	20,000	20,000	20,000	20,000
Insurance				2,500	2,500	2,500	2,500	2,500
Pest Control				500	500	500	500	500
Maintenance / Repair				2,500	2,500	2,500	2,500	2,500
Operating Reserves		Dollars per Unit =	$ 400	2,000	2,000	2,000	2,000	2,000
Replacement Reserves		Dollars per Unit =	$ 400	2,000	2,000	2,000	2,000	2,000
Real Estate Taxes (exempt if in CA)				100	100	100	100	100
Local & State Assessments				-	-	-	-	-
Partnership Management Fee (tax credits only)				-	-	-	-	-
Other	Office Supplies			500	500	500	500	500
Other				-	-	-	-	-
Other				-	-	-	-	-
Other				-	-	-	-	-
Total Expenses		Operating Cost/Unit	$ 7,300	36,500	36,500	36,500	36,500	36,500
Net Operating Income				**15,980**	**15,980**	**15,980**	**15,980**	**15,980**
Debt Service (Hard Debt Only from S&U Statement)				**15,046**	**15,046**	**15,046**	**15,046**	**15,046**
Debt Service Coverage Ratio				**1.06**	**1.06**	**1.06**	**1.06**	**1.06**
Cash Flow				**934**	**934**	**934**	**934**	**934**
Residual Receipts Payment to								
Residual Receipts Payment to								
Operating Grant								
Operating Grant								
Net Cash Flow				**934**	**934**	**934**	**934**	**934**

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Sources & Uses of Funds: Rental Projects
Version 3.7 Updated 8/4/09

Project Name		Total Units	5	Residential Square Footage		Tax Credit Sales Price	

	Indicate "Yes" or "No"	Sources of Financing (Enter additional sources below)									
New Construction?		Uses of Funds	AHP Requested	Owner Equity	LIHTC Proceeds	USDA	Vetraplex	ADV			(Must = 0)
Rehab?											
LAND COST/ACQUISITION											
Land Cost		305,000				305,000					-
Demolition											-
Legal											-
Total Land Cost		305,000	-	-	-	305,000	-	-	-	-	-
Existing Improvements		2,500				2,500					-
Off-Site Improvements											-
Total Land & Acquisition Costs		307,500	-	-	-	307,500	-	-	-	-	-
NEW CONSTRUCTION / REHAB											
Site Work											-
Structures		71,300				71,300					-
General Requirements											-
Contractor Overhead											-
Contractor Profit											-
Prevailing Wages											-
General Liabilities Insurance											-
Environmental Remediation											-
Hard Cost Contingency											-
Total New Construction / Rehab Costs		71,300	-	-	-	71,300	-	-	-	-	-
ARCHITECTURAL FEES											
Design											-
Supervision											-
Survey & Engineering											-
Total Architectural & Engineering Costs		-	-	-	-	-	-	-	-	-	-
CONSTRUCTION INTEREST & FEES											
Construction Loan Interest											-
Origination Fee											-
Credit Enchancement & Application Fee											-
Bond Premium											-
Taxes		600					600				-
Insurance											-
Title & Recording											-
Total Construction Interest & Fees		600	-	-	-	-	600	-	-	-	-
PERMANENT FINANCING											-
Loan Origination Fee											-
Credit Enhancement & Application Fee											-
Title & Recording											-
Other	Contingency	8,000					8,000				-
Total Permanent Financing Costs		8,000	-	-	-	-	8,000	-	-	-	-
LEGAL FEES											
Lender Legal Paid by Applicant											-
Other	Appraisel-Legal-other	1,500					1,500				-
Total Attorney Costs		1,500	-	-	-	-	1,500	-	-	-	-
RESERVES											
Rent Reserves			-								-
Operating Reserves			-								-
Replacement Reserves			-								-
Total Reserve Costs		-	-	-	-	-	-	-	-	-	-
OTHER PROJECT COSTS											
TCAC Application/Allocation/Monitoring Fees											-
Environmental Audit											-
Local Development Impact Fees											-
Permit Processing Fees		926					926				-
Capital Fees											-
Marketing											-
Furnishings		15,000				15,000					-

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Sources & Uses of Funds: Rental Projects
Version 3.7 Updated 8/4/09

Project Name		Total Units	5	Residential Square Footage		Tax Credit Sales Price	

	Indicate "Yes" or "No"		Sources of Financing (Enter additional sources below)								
New Construction?		Uses of Funds	AHP Requested	Owner Equity	LIHTC Proceeds	USDA	Vetraplex	ADV			(Must = 0)
Rehab?											
OTHER PROJECT COSTS (continued)											
Appraisal											-
Market Study											-
Relocation Expenses											-
Soft Cost Contingency											-
Other	Solar-appliances-rack-security	65,100				65,100					-
Total Other Costs		81,026	-	-	-	80,100	926	-	-	-	-
DEVELOPER COSTS											
Developer Fee (includes Project Administration)											-
Consultant/Processing Agent											-
Broker Fees Paid with Project Funds to a Related Party											-
Construction Management Oversight											-
Other											-
Total Developer Costs		-	-	-	-	-	-	-	-	-	-
SYNDICATION (Investor & General Partner)											
Organizational Fee											-
Bridge Loan Fees/Expenses											-
Legal Fees											-
Consultant Fees											-
Accountant Fees											-
Tax Opinion											-
Other											-
Total Syndication Costs		-	-	-	-	-	-	-	-	-	-

Total Residential Development Costs	469,926	-	-	-	458,900	11,026	-	-	-	-
Total Commercial Development Costs										-
Grand Totals Sources and Uses	469,926	-	-	-	458,900	11,026	-	-	-	-
Loan, grant, or equity?			Equity	Equity						
If loan, soft or hard debt?										

If hard debt, complete all required cells						
Loan Term	40					
Loan Amortization Period (years)	40					
Initial Loan Rate Assumption	4.00%					
Loan Pricing Index and Basis Point Spread						
Annual Debt Service (year 1) (calculate for hard debt only)	$ 23,015	$ -	$ -	$ -	$ -	$ 23,015
Loan Adjustment Period(s)						
Loan Adjustment Caps (basis points)						
Balloon Payments (term year)						
Special Terms?						
Status of Financing Commitment (N = Not Approved, R = Requested, A = Approved)						

Notes:
1. Capitalized operating reserves cannot be paid for by AHP subsidy or by conventional financing. If the capitalized operating reserves (including rent and transition reserves) exceed the benchmark and the application is approved for AHP subsidy, documentation must be provided at time of project completion to support the deviation from the capitalized operating reserve benchmark.
2. Do not include non-cash donations of labor, materials, or land as source of funding or use of funds.
3. Hard debt defined as contractually obligated debt requiring repayment from project operating cash flow, excluding residual receipts-based loans.
4. Do not include capitalized social service start-up or in-service reserves.

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•Expected Outcomes

The expected outcomes of our program are as follows:

•Our project will be the first homeless shelter-transitional housing, located in Cottonwood and the Verde Valley.

•Our project will house Veterans in our community that are currently homeless or at risk of becoming homeless.

•Our project will provide emergency shelter for non Veterans, as well.

•All grant monies, if awarded, will be used for rental subsidies for those that can't afford to pay.

•Reduced burden on the City of Cottonwood staff and resources pertaining to the homeless issues in the Verde Valley.

•Our project will create more jobs, stimulating our local economy.

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•Project Team

Gary Rideout-Director/President -20 Hrs week

Jenise Nyquist- Vice President -20 Hrs Week

USDA Rural Development-Jeff Hays-Grant & funding

Home Depot-5 Stores/material donations and Volunteers for construction-Steve Machek-Manager

VETS4HIRE Staff-Construction-20Hrs week

Eric Hawley-On site manager-40 Hrs week

Volunteers-20 Hrs a week

Submitted late

Addendum

Submitted late

NON-PROFIT BYLAWS
OF
ADOPT A VET, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Arizona and the Articles of Incorporation of Adopt A Vet, Inc.. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Arizona, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation shall be known as Adopt A Vet, Inc., and shall herein be referred to as the "Corporation."

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation has been established are as follows:

The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation of Exhibit "A."

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for providing affordable, transitional and emergency housing for veterans and our community in need including life skills, training and job placement services..

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Arizona and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

Submitted late

The principal office of the Corporation shall be located at 125 S. 6th St., Cottonwood, Arizona 86326.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code. Vetraplex Vets4Hire has first right of refusal to purchase all assets including improved real estate at fair market value.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Arizona. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 8, but no fewer than 4, Board members. The number of Board members may be increased beyond 8 members or decreased to less than 4 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A Board member need not be a resident of the State of Arizona.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by unanimously of those Board members at a Board meeting at which a quorum is present.

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Term of Board

All appointments to the Board shall be for a term of 2 year(s). No person shall serve more than 5 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 5 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

a) The death, resignation, or removal of any director;

b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 5 meetings of the Board during any one calendar year;

c) An increase in the authorized number of directors; or

d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Corporation, the secretary of Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Arizona is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect

Submitted late

upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal
A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings
The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 4 regular Board members may call a special meeting of the Board with 7 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes
The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 14 business days after the close of each Board meeting.

Quorum
At each meeting of the Board of Directors or Board Committees, the presence of 7 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting
Each Board member shall only have one vote.

Proxy
Board members shall not be allowed to vote by written proxy

Board Member Attendance
An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS

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Officers and Duties

The Board shall elect officers of the Corporation which shall include a Chair of the Board (Chief Executive Officer), President (Executive Director), Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board or the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the President's signature must be provided.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or

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specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may

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replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.

b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.

c) Fix compensation of the directors serving on the Board or on any committee.

d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeal able.

f) Appoint any other committees of the Board of Directors or their members.

g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

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Executive Committee

Pursuant to Article 7 - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of 3 directors, one of whom shall be the Chair of the Board of the Board and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a) One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;

b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or

c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Loans

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Arizona Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

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Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 50% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother- in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement 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 possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the

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Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy
Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records
All minutes of the Board Meetings, when applicable, shall contain the following information:

a) The names of all 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 decision as to whether a conflict of interest in fact existed.

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

Acknowledgement of Conflict of Interest Policy
Each director, principal officer, and member of a committee with Board delegated powers shall be required to 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 the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts
A self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing

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contract, if:

a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));

b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or

c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal

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contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President, Vice President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in

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conformity with generally accepted accounting standards. The Corporation shall make these financial statements available to the Arizona Attorney General and members of the public for inspection no later than 150 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 150 days after the end of the fiscal year of the Corporation, which shall contain the following information:

a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.

d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than $50,000 or indemnifications involving more than $10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation shall end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISONS

These bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the

Submitted late

term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Andrew Goodwin, certify that I am the current elected and acting Secretary of the benefit Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on February 1, 2016, and that they have not been amended or modified since the above.

EXECUTED on this day of February 4, 2016, in the County of Yavapai in the State of Arizona.

Andrew J Goodwin

(Duly Elected Secretary)

Submitted late

AMENDED
ARTICLES OF INCORPORATION
OF
Adopt A Vet, Inc.
02/01/2016

ARTICLE I
NAME

The name of this corporation is Adopt A Vet, Inc. hereafter "Corporation". The principal office or headquarters for the transaction of business shall be located at 125 S. 6th St. Cottonwood, located within the County of Yavapai and State of Arizona. The Adopt A Vet, Inc. shall have and shall continuously maintain corporation status in the State of Arizona as a registered office and agent.

ARTICLE II
DURATION

The period of duration is perpetual.

ARTICLE III
PURPOSE

The specific charitable and public purposes for which the Corporation is organized are exclusively to benefit and support Adopt A Vet, Inc. an Arizona nonprofit public benefit corporation, and its purpose in accordance with Section 501(c)(3) of the Internal Revenue Code by (1) providing affordable and transitional housing for low income Veterans or others in need, where no adequate housing exists, for such groups, (2) providing decent, safe, and sanitary housing for low income Veterans or other low income individuals or families where no adequate housing exists for such groups, or for low income Veterans or others who are homeless or in imminent danger of homelessness, or who are displaced from urban renewal areas as a result of government action, or a major disaster, (3) Providing training and educational resources for basic life skills for Veterans or others in need of skills, (4) Providing job training, skills and placement for Veterans or others in need.

ARTICLE IV
REGISTERED OFFICE/AGENT

The street address of the initial registered office is 115 Verde Place, Clarkdale, Arizona 86324. The name of the initial registered agent at said address is Gary Rideout.

ARTICLE V
BOARD OF DIRECTORS

The initial Board of Directors and the names and addresses of the persons who are to serve as Directors or until such time as their successors are elected and qualified are as follows:

Submitted late

President:	Gary Rideout 115 Verde Place Clarkdale, Arizona 86324 Duties: Manage day to day operations, fund raising, And overall success of the corporation.
Vice President:	Jenise Nyquist 115 Verde Place Clarkdale, Arizona 86324 Duties: Assist President
Treasurer:	Dorothy Reinert 583 Glenshire Lane Cottonwood, Arizona 86326 Duties: Bookkeeping and annual reports.
Secretary:	Andrew Goodwin 65 Ranch Road Sedona, Arizona 86336 Duties: Document minutes and distribute to board Members, other administrative duties.
Board Member:	Vince Beath 1823 E. Arrowhead Lane Cottonwood, Arizona 86336
Board Member:	Eliza Louden, Catholic Charities 736 N. Main Street Cottonwood, AZ 86326
Board Member:	Doug Bartosh, City Manager, City of Cottonwood 827 N. Main Street Cottonwood, AZ 86326

ARTICLE VII
INDEMNIFICATION

The Corporation does hereby indemnify any and all Directors, Officers, employees, Incorporators and/or Shareholders of the corporation from any and all liability with regards to the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable Arizona State Corporation Statute.

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ARTICLE VII
CORPORATE
GOVERNANCE

All other matters regarding Corporation's rules of corporate governance are contained within Corporation's bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws fo the State of Arizona, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Incorporation on January 27, 2016.

Gary F. Rudcart
(President)

Denise Nyquist
(Vice President)

[illegible]
(Treasurer)

Andrew J. Goodwin
(Secretary)

Submitted late

STATE OF ARIZONA

COUNTY OF YAVAPAI

On this date, February 4, 2016, before me a notary public, the undersigned authority, the following personally appeared:

Members of the Board:

Gary Rideout
Jenise Nyquist
Dorothy Reinert
Andrew Goodwin

Incorporators:

known to me or have satisfactorily proven that they are the Directors o r Incorporators of the Articles of Incorporation, that they signed the aforementioned document as such, and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year as written above.

Catherine Bush
(Signature Notary Public)

OFFICIAL SEAL
CATHERINE BUSH
NOTARY PUBLIC - STATE OF ARIZONA
YAVAPAI COUNTY
My Comm. Expires March 2, 2019

Catherine Bush
(Printed Name of Notary Public)

My Commission Expires: 3/2/2019

Submitted late

Position 3

FORM APPROVED
OMB No. 0575-0015
OMB No. 0572-0137

Form RD 442-3
(Rev. 3-97)

BALANCE SHEET

Name ADOPT A VET, INC.

Address 125 S. 6th St. Cottonwood, AZ 86326

	02-01-16 Month Day Year *Current Year*	____ ____ ____ Month Day Year *Prior Year*
ASSETS		
CURRENT ASSETS		
1. Cash on hand in Banks	$970.00	
2. Time deposits and short-term investments		
3. Accounts receivable		
4. Less: Allowance for doubtful accounts	( )	( )
5. Inventories		
6. Prepayments		
7.		
8.		
9. Total Current Assets *(Add 1 through 8)*	$970.00	$0.00
FIXED ASSETS		
10. Land		
11. Buildings		
12. Furniture and equipment	$2,720.00	
13.		
14. Less: Accumulated depreciation	( )	( )
15. Net Total Fixed Assets *(Add 10 through 14)*	$2,720.00	$0.00
OTHER ASSETS		
16.		
17.		
18. Total Assets (Add 9, 15, 16 and 17)	$3,690.00	$0.00
LIABILITIES AND EQUITIES		
CURRENT LIABILITIES		
19. Accounts payable		
20. Notes payable		
21. Current portion of USDA note		
22. Customer deposits		
23. Taxes payable		
24. Interest payable		
25.		
26.		
27. Total Current Liabilities *(Add 19 through 26)*	$0.00	$0.00
LONG-TERM LIABILITIES		
28. Notes payable USDA		
29.		
30.		
31. Total Long-Term Liabilities *(Add 28 through 30)*	$0.00	$0.00
32. Total Liabilities *(Add 27 and 31)*	$0.00	$0.00
EQUITY		
33. Retained earnings	$3,690.00	
34. Memberships		
35. Total Equity (Add *lines* 33 *and* 34)	$3,690.00	$0.00
36. Total Liabilities and Equity *(Add lines 32 and 35)*	$3,690.00	$0.00

CERTIFIED CORRECT | Date 2/24/16 | Appropriate Official *(Signature)* Doug Eldred

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 0570-0015 and 0572-0137. The time required to complete this information is estimated to average 1 hour per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information.

Submitted late

Please note that we are a newly formed Non-Profit as of January 2016 and therefore do not have a **Most recent end of year financial statement for the organization.**

IRS Department of the Treasury
Internal Revenue Service

Submitted late

CINCINNATI OH 45999-0038

In reply refer to: 0248119434
Mar. 01, 2016 LTR 4168C 0
81-0935163 000000 00
00018156
BODC: SB

ADOPT A VET INC
% GARY RIDEOUT
PO BOX 1488
COTTONWOOD AZ 86326-1488

030539

Employer ID Number: 81-0935163
Form 990 required: Yes

Dear Taxpayer:

This is in response to your request dated Feb. 19, 2016, regarding your tax-exempt status.

We issued you a determination letter in January 2016, recognizing you as tax-exempt under Internal Revenue Code (IRC) Section 501(c)(3).

Our records also indicate you're not a private foundation as defined under IRC Section 509(a) because you're described in IRC Sections 509(a)(1) and 170(b)(1)(A)(vi).

Donors can deduct contributions they make to you as provided in IRC Section 170. You're also qualified to receive tax deductible bequests, legacies, devises, transfers, or gifts under IRC Sections 2055, 2106, and 2522.

In the heading of this letter, we indicated whether you must file an annual information return. If a return is required, you must file Form 990, 990-EZ, 990-N, or 990-PF by the 15th day of the fifth month after the end of your annual accounting period. IRC Section 6033(j) provides that, if you don't file a required annual information return or notice for three consecutive years, your exempt status will be automatically revoked on the filing due date of the third required return or notice.

For tax forms, instructions, and publications, visit www.irs.gov or call 1-800-TAX-FORM (1-800-829-3676).

If you have questions, call 1-877-829-5500 between 8 a.m. and 5 p.m., local time, Monday through Friday (Alaska and Hawaii follow Pacific Time).

Submitted late

0248119434
Mar. 01, 2016 LTR 4168C 0
81-0935163 000000 00
00018157

ADOPT A VET INC
% GARY RIDEOUT
PO BOX 1488
COTTONWOOD AZ 86326-1488

Sincerely yours,

Doris P. Kenwright

Doris Kenwright, Operation Mgr.
Accounts Management Operations 1

Submitted late

Narrative regarding history of Vetraplex Vets4Hire, Vet Works, Adopt A Vet Franchise Company, Inc. and Adopt A Vet, Inc Non-Profit

Gary Rideout founded the Vetraplex LLC in August of 2010. At the time he was working as a consultant for the Non-Profit, Color Country Community Housing out of Utah. They were funding a program called Housing for Heroes. He worked on obtaining a grant from the Federal Home Loan Bank out of San Francisco to fund a project thru the Housing for Heroes program for affordable housing for Veterans in the Verde Valley at the Copper Mountain Apartments in Clarkdale. He also held successful fund raising events including a Golf Tournament and a festival called Vet Stock, raising more than $28,000. After fully organizing and planning the project and having the entire community involved and supportive, Housing for Heroes program did receive the grant for over $700,000 to fund the project. Unfortunately, unbeknownst to Mr. Rideout, the program had been mismanaged by some of the directors and the grant that he worked so hard to obtain had to be returned to the FHLB. The affordable housing project that he spent two years dedicating his life to, sadly, in the end was then not able to happen.

Just as he was learning of the fate of that project, (August 2012) he was approached by Chip Norton, President of Friends of Verde River Greenway (FVRG). He had met Chip at one of his fund raising events. FVRG is a non-profit here in the Verde Valley. They are dedicated to restoring, preserving and promoting the natural, cultural, scenic and recreational resources of the Verde River and its tributaries. Considering Gary's networking in this area with Veterans and Veteran organizations, Chip asked Gary to put together a crew of 7 Veterans. They would be trained in forestry, chain saw certification and herbicide certification and would be working for a 22 week season to remove and treat invasive plants along the river. All Veterans on the crew were unemployed prior to this. That first season was successful in many ways. Each crew member worked a solid 40 hours/week at a decent wage, made new friends in each other and worked hard each day out in nature, making a difference. Each treatment season is approximately 22 weeks from October to February.

When that first season came to an end Gary's all Veteran crew wanted to continue to work. Realizing that each had some talent either in a construction trade or landscaping, Gary started advertising: **Hire A Vet** for handyman, landscaping, moving or haul off. The phone started ringing. The motivated Veterans did great work and the Vetraplex expanded, hiring more Veterans and obtaining more tools and equipment. In November, 2013 a General Contractor license was obtained through the State of Arizona ROC under the name Vet Works LLC. As a licensed contractor it was now possible to accept jobs over $1000 which opened the door to larger construction remodel projects and more revenue and more job opportunities for the Vets.

Submitted late

Wanting to expand and duplicate the now highly successful business model, Gary started Adopt A Vet Franchise Co. in May of 2014. There is now a Vetraplex Vets4Hire in the Prescott area, one in Chandler, 2 in Phoenix and 1 painting franchise in the Verde Valley.

The original Vetraplex "headquarters" started in Gary's home office/garage at his home in Sedona. For a short time it operated out of a shed at his new residence in Clarkdale! But in late summer of 2013 the Vetraplex moved to its first commercial location. It was a small 600 sf building at 817 N. Main St. in Cottonwood, and an offsite storage unit was utilized for tools and equipment. Two years later the Vetraplex, now branded as Vets4Hire, moved to a larger space (1000 sf) on State Route 89a which encompassed the office space as well as storage for all tools and equipment.

As of today, Vetraplex Vets4Hire has 13 full time employees on payroll, 6 full and part time under contract labor and many sub contract labor relationships. The customer base is not only residents of Verde Valley, but the City of Cottonwood, the Town of Clarkdale, the Town of Jerome and other Contractors in the area. As a note, in March of 2015, The Vetraplex won the 2015 Success Award for all of Yavapai County from the Arizona Small Business Development Center. The franchisees continue to expand and employ Veterans in other parts of the state. And we are on our 4th successful season of contracted labor with FVRG. The company has purchased a 3118sf building on 6th street in Cottonwood and Gary has started activation of Adopt A Vet, Inc, a non-profit, that will use the building for Transitional/Affordable Housing for homeless Veterans. This project brings Gary's vision that he started six years ago, full circle and back to a project that is destined for success.

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Catholic Charities celebrates opening of permanent residence for homeless male veterans

Matt Hinshaw/The Daily Courier

Yavapai County Supervisor Rowle Simmons chats with from left, Catholic Charities' Tami Bohannon Vice President for Advancement, Kathy Sischka Board Member, and Camie Rasband, Housing Supervisor, about their new Veteran's home on Willow Creek Road Tuesday evening during their open house for the home in Prescott. (Matt Hinshaw/The Daily Courier)

By Nanci Hutson

HutsonNanci

Originally Published: March 28, 2016 6 a.m.

Tweet

PRESCOTT – Four to five homeless, male veterans will soon have a place to call their own close enough to downtown so they can access whatever services they might need thanks to Catholic Charities' remodeling of a four-bedroom, two-bath granite-façade house on Willow Creek Road.

Matt Hinshaw/The Daily Courier

Matt Hinshaw

Exterior of the new Catholic Charities Veteran home on Willow Creek Road Tuesday evening during it's open house in Prescott. (Matt Hinshaw/The Daily Courier)

This is not a transitional group home or a sober living house, emphasized Jean Littlehale, Catholic Charities' Senior Programs Director. Rather it's a new concept that is a cross of independent and communal living that is not tied to any particular program requirement. Each veteran will lease his own room – the master bedroom and bathroom is large enough to be shared –and then will share the communal spaces: living room, dining room, kitchen and back patio with an adjoining basketball court.

By month's end, Catholic Charities officials expect to have selected from what now is about 10 applications to lease the rooms. The expected lease cost will be $490 a month including utilities. Pets are not allowed, only service animals.

"This is a house for these guys to share," said Littlehale, noting that this home has no time limits and will offer the occupants a chance to build a leasing history that they likely do not now have. "It's not program-based, so there is no 12-step counselors or therapists. It's a house where guys will live."

Littlehale said this home renovation project, two years in the making, came to Catholic Charities when the Turning Point Youth Shelter disbanded and the state Department of Housing that owns the property offered it to the nonprofit organization for its use.

With the aim of offering housing to benefit homeless veterans, Catholic Charities has invested some $205,000 into renovating the house, with Home Depot donating a $15,000 full kitchen renovation.

"It's beautiful, totally beautiful," Littlehale said of the house with wood floors and a fireplace with the walls colored in Arizona landscape hues and comfortable, donated furnishings. "It looks like a model home now."

On Tuesday afternoon, Catholic Charities opened the doors to the home so that local agency and civic leaders

Submitted late

could take a look. And the impression was the same: an ideal setting to help veterans gain the dignity and independence they have yearned to have but to date have found elusive.

Each veteran can bring their own furnishings, or they can use the furnishings that have been donated. Their individual room décor will be of their own choice; the communal areas can be decorated through mutual agreement, Littlehale said. The intent is to allow these veterans to live together as they wish, she said.

"Catholic Charities has gone above and beyond the call," declared Yavapai County Supervisor Craig Brown. "They've just done a magnificent job. Shoot, anybody would like to live here."

Catholic Charities' Board Chairman Jim LaBrie said these types of housing programs are so important to local communities because they enable homeless veterans to "get back on a road to a good life."

Visiting from Phoenix, LaBrie was clearly impressed with what has been accomplished, and said he has high hopes this inspires more novel housing options for those for whom life has not always been kind.

"Things like this are incredible investments in the community," LaBrie said.

Veteran Resource Center Executive Director Nick Wood praised Catholic Charities for making this home a reality. Both the VRC and Catholic Charities have grants to help homeless veterans become housed again, but this area has a lack of affordable housing that poses significant challenges to that mission.

This adds one more option to those who have so few, he noted.

"I'm stoked," Wood said.

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