

CORPORATION COMMISSION  
FILED

AZ Corp. Commission



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JUL 17 2015

FILE NO. 2020081-8

**ARTICLES OF INCORPORATION  
OF TAX - EXEMPT  
Transaction Record Analysis Center, Inc.  
(Arizona Non-Profit Corporation)**

AZ CORPORATION COMMISSION  
FILED

1. **Name:** The Name of the Corporation is Transaction Record Analysis Center, Inc.
2. **Purpose:** The purpose for which the corporation is organized is to educate law enforcement and industry to money laundering techniques and trends.
3. **Character of Affairs:** The character of affairs of the corporation will be: to educate local law enforcement regarding wire fraud techniques for detection, investigation, and education. The organization will conduct investigations in conjunction with local law enforcement as an educational method. The organization develops tools for fraud identification that will be utilized in the investigation and educational process.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of October 9, 1969 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contribution to which are deductible under Section 501(c)(3) of the Internal Revenue Code of October 9, 1969 (or the corresponding provisions of any future United States Internal Revenue Laws).
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of October 9, 1969 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such an

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

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.
7. **Board of Directors:** The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the member, if a member corporation, or Board of Directors, if the corporation has no members, or until their successors are elected and qualifies are:

Vincent Piano  
2120 E. Nicolet Ave.  
Phoenix, AZ 85020

Carol Keppler  
515 E. Carefree Highway #1132  
Phoenix, AZ 85085

Kevin Hannah  
6782 S. Birdie Way  
Gilbert, AZ 85298

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

8. **Known Place of Business.** (In Arizona) The street address of the known place of business of the corporation is:

1275 W. Washington Street  
Phoenix, AZ 85007

9. **Statutory Agent.** (In Arizona) The name and address of the statutory agent of the Corporation is:

Kevin Hannah  
6782 S. Birdie Way  
Gilbert, AZ 85298

10. **Incorporators.** The name(s) and address(es) of the Incorporators is (are):

Vincent Piano  
2120 E. Nicolet Ave.  
Phoenix, AZ 85020

Carol Keppler  
515 E. Carefree Highway #1132  
Phoenix, AZ 85085

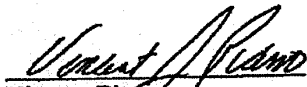
Kevin Hannah  
6782 S. Birdie Way  
Gilbert, AZ 85298

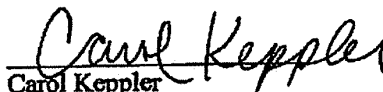
All powers, duties and responsibilities shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.


11. **DISCRIMINATION:** The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.
12. **MEMBERS:** (Check One)  
The corporation \_\_\_\_\_ will XX will not have members.

EXECUTED this 10th day of June, 2015 by all of the incorporators.

Signed:

  
Vincent Piana

  
Carol Keppler

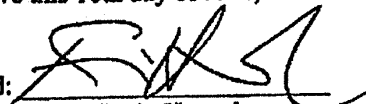
  
Kevin Hannah

Phone: 602-319-4546

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 10th day of June, 2015.

Signed:

  
Kevin Hannah

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

## CERTIFICATE OF DISCLOSURE

Read the Instructions C0031

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

Transaction Record Analysis Center, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): 202 0081-8

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)  
 Annual (credit unions and loan companies only)  
 Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

### 4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

- |     |   |                              |  |
|-----|---|------------------------------|--|
| 4.1 | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.2 | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.3 | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following:<br>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;<br>b. The violation of the consumer fraud laws of that jurisdiction;<br>c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

4.4 If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.

**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

Yes       No

**5.2** If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Name: Vincent Piana  
 Address 1: 2120 E. Nicolet Ave.  
 Address 2: \_\_\_\_\_  
 City: Phoenix State: AZ Zip: 85020  
 Country: United States

Name: Carol Keppler  
 Address 1: 615 E. Carefree Highway #1132  
 Address 2: \_\_\_\_\_  
 City: Phoenix State: AZ Zip: 85085  
 Country: United States

**SIGNATURE - see Instructions C0031:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: Vincent J. Piana  
 Printed Name: VINCENT J. PIANA Date: 7/29/15

**SIGNATURE - see Instructions C0031:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: Carol Keppler  
 Printed Name: CAROL KEPPLER Date: 7/29/15

**REQUIRED - check only one:**

- Incorporator - I am an incorporator of the corporation submitting this Certificate.
- Officer - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director - I am a Director of the credit union or loan company submitting this Certificate.

**REQUIRED - check only one:**

- Incorporator - I am an incorporator of the corporation submitting this Certificate.
- Officer - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

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.

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

### INCORPORATOR ATTACHMENT

**1. ENTITY NAME as listed on the Articles of Incorporation:**

Transaction Record Analysis Center, Inc.

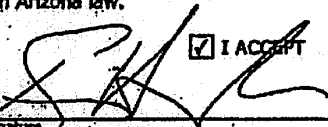
**2. INCORPORATORS - List the name and address, and provide the signature, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.**

Kevin Hannah

Name  
6782 S. Birdle Way  
Address 1

Address 2 (optional)  
Gilbert AZ 85298  
City State Zip  
UNITED STATES  
Country

**SIGNATURE: see Instructions C0101 or C0111:**  
By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

  
 I ACCEPT  
Signature  
Kevin Hannah  
Date  
7/29/15

**IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:**  
 Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:  
  
 LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name  
Address 1

Address 2 (optional)  
City State Zip

**SIGNATURE: see Instructions C0101 or C0111:**  
By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT  
Signature

**IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:**  
 Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:  
  
 LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is: