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**AFFIDAVIT OF PUBLICATION**

Reference #: 1125 9536  
Notice Type: AI Articles of Incorporation  
Ad Description: MONTE VISTA RANCH COMMUNITY ASSOCIATION

I, WENDY COOPER, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

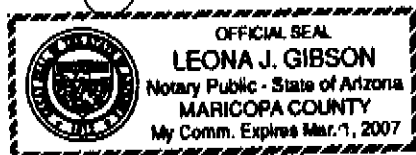
THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

04/26/04, 04/28/04, 04/30/04

*Wendy Cooper*

Subscribed and sworn to before me on the 30th day of April, 2004

*Leona J. Gibson*



**Articles Of Incorporation Of MONTE VISTA RANCH COMMUNITY ASSOCIATION, an Arizona nonprofit corporation**

The undersigned hereby adopts the following Articles of Incorporation, effective as of March 12, 2004. 1. Name: The name of the corporation shall be MONTE VISTA RANCH COMMUNITY ASSOCIATION (the "Association"). 2. Purpose: The Association is organized and shall be operated as a nonprofit corporation, for purposes of conducting any or all lawful affairs for which corporations may be incorporated under the Arizona Nonprofit Corporation Act, as in effect on the date these Articles are filed, and any amendments thereof or successor statutes thereto, and for the purposes of performing or exercising all duties, obligations, responsibilities and rights imposed upon or granted to the "Association" in the Declaration of Covenants, Conditions and Restrictions for Monte Vista Ranch (the "Declaration") recorded in the Recorder's Office of Maricopa County, Arizona (References in these Articles to specific statutes shall be deemed to refer to such statutes as amended and to successor statutes thereto.) In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which nonprofit corporations may be incorporated under state and federal law. 3. Initial Activity. As its initial activity (which shall not limit the character of an affair which the Association ultimately conducts), the Association intends to act as a property owners association, to own, care for, manage and maintain common area and common facilities, to adopt budgets, to collect assessments, and to take such other actions and engage in such other actions and activities as may be required of, or permitted for, the Association under the Declaration. 4. Statutory Agent. The name and address of the Association's initial statutory agent is: Scott B. Carpenter, Esq., 1400 E. Southern Ave., #640, Tempe, AZ 85282. 5. Board of Directors: The board of directors (the "Board") shall consist of three members, subject to increase as provided in the Association's bylaws (the "Bylaws"). The initial directors and their addresses are: Keith Schuck, 56511 US Hwy 89/93 #5, Wickenburg, AZ 85390; Tom Haguo, 56511 US Hwy 89/93 #5, Wickenburg, AZ 85390; Byron Handy, 56511 US Hwy 89/93 #5, Wickenburg, AZ 85390. 6. Incorporator. The name and address of the incorporator of the Association is: Scott B. Carpenter, Esq., 1400 E. Southern Ave., #640, Tempe, AZ 85282. 7. Members: The members of the Association ("Members") and their voting rights shall be determined as provided in the Declaration. 8. Net Earnings, Transfer of Assets on Dissolution. No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its

purpose. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. Uses of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings. 9. Amendments: Subject to any additional limitations imposed by the Declaration, these Articles may only be amended with the consent of members owning not less than sixty seven percent (67%) of the total lots. 10. Indemnification: The Association shall indemnify each "director" and "officer" of the Association (as those terms are defined in A.R.S. Section 10-3850) to the fullest extent permissible: (a) under the provisions of the Arizona Nonprofit Corporation Act, including without limitation, Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes, (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Declaration or the Bylaws; or (d) by any agreement adopted pursuant to the provisions of Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes. 11. Director Liability: Directors of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e), inclusive, of Section 10-3202(b)(1), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective. 12. Conflicts. In the event of any conflict between the Declaration and these Articles, the Declaration shall control. In the event of any conflict between these Articles and the Bylaws, these Articles shall control. Executed as of the date first set forth above. /s/ Scott B. Carpenter, Esq., Incorporator. Acceptance Of Statutory Agent Scott B. Carpenter, Esq., an Arizona resident, having been appointed to serve as statutory agent for MONTE VISTA RANCH Community Association, hereby accepts said appointment and agrees to serve in that capacity until replaced by the Association in accordance with the Arizona Nonprofit Corporation Act, or until the effective date of any resignation submitted by the

undersigned in accordance with that Act. Scott B. Carpenter, Esq. By /s/ Scott B. Carpenter, Esq. 04/26/04, 04/28/04, 04/30/04

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