

AZ CORPORATION COMMISSION

AZ Corp. Commission



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"EXP" FILED

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FILE NO. -12 608658.7

ARTICLES OF INCORPORATION OF

THE CANOA RANCH RESORT OWNERS' ASSOCIATION, INC.

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming an Arizona non-profit corporation under and pursuant to A.R.S. §10-3101 et seq, as amended from time to time.

ARTICLE I
Name

The name of the Association is THE CANOA RANCH RESORT OWNERS' ASSOCIATION, INC. (the "Association")

ARTICLE II
Known Place of Business

The principal office and known place of business of the Association is 6420 E. Tanque Verde Road, Suite 150, Tucson, AZ 85715.

ARTICLE III
Statutory Agent

The name and address of the initial statutory agent of the Association is S & V Acceptance, LLC, 7920 East Thompsona Peak Parkway, Suite 150, Scottsdale, AZ 85255.

ARTICLE IV
Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to the members thereof. The Association in the fulfillment of its purposes shall have those powers enumerated in A.R.S. §10-3101 et seq, the Bylaws of the Association and the Declaration of Covenants, Restrictions and Easements of the Canoa Ranch Resort, a hotel condominium, recorded on July 6, 2005, in Docket 12588 at page 472, in the Pima County Recorder's Office, and any subsequent amendment, modification or restatement thereof, hereinafter referred to as the "Declaration".

The purpose for which the Association is formed is to promote the health, safety and welfare of its members, to hold title to the property of the Association as set forth in the Declaration, to provide for the reconstruction, maintenance and preservation and architectural control of the common elements, limited common elements, common areas and easements of the Resort Hotel Condominium as set forth in the Declaration.

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ARTICLE V
Incorporator

The name and address of the Incorporator of this Association is:

David J. Williamson,
6420 East Tanque Verde Road
Tucson, Arizona 85715

ARTICLE VI
Initial Business

The character of business which the Association initially intends to conduct is the operation, as agent for its members, of an owners' association in a commercial condominium project in Green Valley, Pima County, Arizona.

ARTICLE VII
Executive Board

The affairs of the Association shall be conducted by the Executive Board. The initial Executive Board shall consist of one director; thereafter the number of directors shall be fixed by the Bylaws of the Association. The name and address of the person who is to serve as director until the first annual meeting of the members or until its successors are elected and qualified is:

David J. Williamson,
6420 East Tanque Verde Road
Tucson, Arizona 85715

ARTICLE VIII
Limitation of Directors' Liability

The personal liability of the directors to the Corporation for monetary damage or any action taken or any failure to take any action as a director is limited to the fullest extent permitted by A.R.S. §10-3202.B.1, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona non-profit corporation code. Any repeal or modification of this Article shall not increase the liability of a director (or other indemnified person) of the Corporation arising out of acts or omissions occurring before the repeal of the modification becomes effective.

ARTICLE IX
Indemnification

The Corporation may indemnify any person against liability and expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that she is or was a director, officer, committee member, employee, volunteer or agent of the Corporation in all circumstances in

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which, and to the extent that, such indemnification is permitted by A.R.S. §§10-3851 and 10-3856, as such provisions may hereafter be amended or renumbered, or the analogous provision of any future Arizona non-profit corporation code. Any indemnification hereunder shall be made by the Corporation only as authorized by the Executive Board pursuant to A.R.S. §10-3855, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona non-profit corporation code.

Such indemnification shall be available only if such director, officer, committee member, employee, volunteer or agent acted, or failed to act, in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to a criminal proceeding, he/she had reasonable cause to believe his/her conduct was lawful.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law, including mandatory indemnification under A.R.S. §10-3852, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona non-profit corporation code.

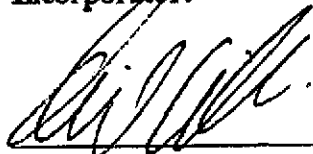
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or was serving at the request of the Corporation as a director, officer, committee member, employee, volunteer or agent, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such whether or not the Corporation would have had the power to indemnify him/her against such liability under this Article.

ARTICLE X
Members

The Association will have members.

EXECUTED this 7th day of March, 2006, by the sole incorporator.

Incorporator:



David J. Williamson

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Acceptance of Appointment by Statutory Agent

S & V Acceptance, LLC, having been designated to act as the statutory agent of The Canoa Ranch Resort Owners' Association, Inc., hereby acknowledge and accept the appointment and consent to act in that capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes effective this 9th day of March, 2006.

S & V Acceptance, LLC

By 

Douglas R. Vande Krol, Manager

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

The Canoa Ranch Resort Owners'
Association, Inc.
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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 execution of this Certificate?
 2. Been 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 execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes X No _____

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is 12/31.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____ DATE _____
TITLE _____

BY David J. Williamson DATE 3/9/06
TITLE David J. Williamson

BY _____ DATE _____
TITLE _____

BY Incorporator, Officer and Director DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

MEXICO'S FINEST GROWN, INC.
7373 N. Scottsdale Rd., Ste. C-226
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Lowell J. Williamson, President and Director
David J. Williamson, Vice President and Director
Rex E. Williamson, Vice President, Asst. Secretary and Director
Douglas M. Wilson, Secretary and Treasurer

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

- a. was incorporated: AZ
- b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 10/24/80; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

WLC, INC.
7373 N. Scottsdale Rd., Ste. C-226
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Lowell J. Williamson, President and Director
David J. Williamson, Vice President and Director
Rex E. Williamson, Vice President, Asst. Secretary and Director
Douglas M. Wilson, Secretary and Treasurer

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

- a. was incorporated: CO
- b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 05/20/85; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

DJW, INC.
7373 N. Scottsdale Rd., Ste. C-226
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Lowell J. Williamson, Vice President and Director
David J. Williamson, President, Treasurer and Director
Rex E. Williamson, Vice President and Secretary

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

- a. was incorporated: AZ
- b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 04/27/84; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

SABINO TERRACE, INC.
7373 N. Scottsdale Rd., Ste. C-226
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Lowell J. Williamson, President, Treasurer and Director
David J. Williamson, Vice President, Secretary and Director
Rex E. Williamson, Vice President and Director

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

a. was incorporated: AZ

b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 02/14/90; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

TWG, INC.
7373 N. Scottsdale Rd., Ste. C-226
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Lowell J. Williamson, President and Director
David J. Williamson, Vice President and Director
Rex E. Williamson, Vice President, Asst. Secretary and Director
Douglas M. Wilson, Secretary and Treasurer

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

- a. was incorporated: CO
- b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 11/20/81; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992

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ATTACHMENT TO CERTIFICATE OF DISCLOSURE

1. NAME AND ADDRESS OF CORPORATION:

Pizza Now!, Inc.
7001 North Scottsdale Road
Suite 1027
Scottsdale, AZ 85253

2. NAME AND ADDRESS OF EACH PRINCIPAL:

Philip M. Goldman, President/Treasurer/Director
Todd Goldman, V.P. of Operations/Director
David J. Williamson, V.P. of Development/Director
Kathleen M. Young, Secretary/Asst. Treasurer

Address for all of the above is the address of the corporation.

3. STATE(S) IN WHICH THE CORPORATION:

a. was incorporated: AZ

b. transacted business: AZ

4. DATES OF CORPORATE OPERATION:

Incorporated 4/10/91; charter revoked 1992

5. A DESCRIPTION OF THE BANKRUPTCY, RECEIVERSHIP OR CHARTER REVOCATION, INCLUDING THE DATE, COURT OR AGENCY AND THE FILE OR CAUSE NUMBER OF THE CASE:

charter revoked 1992