



AFFIDAVIT OF PUBLICATION

STATE OF ARIZONA)
:SS.)
COUNTY OF PIMA)

MARILEE WRIGHT being first duly sworn, deposes and says that she is the Legal Advertising Manager of the **GREEN VALLEY NEWS and SUN**, a newspaper published every Sunday, Wednesday and Friday in the County of Pima, State of Arizona, and of general circulation in said County, and that the hereto attached

**ARTICLES OF INCORPORATION
THE CANOA RANCH RESORT
OWNERS' ASSOCIATION, INC.
1268658-7**

was printed and published in the regular and entire issue of said **GREEN VALLEY NEWS and SUN** for 3 issues; that the first was made on the 27TH day of **SEPTEMBER, 2006** and the last publication thereof was made on the 1ST day of **OCTOBER, 2006**; that said publication was made on each of the following dates, to-wit:

09/27/06
09/29/06
10/01/06

Request of (L) **DOUGLAS R. VANDE KROL**

**green valley news
and sun**

By *Marilee Wright*

Subscribed and sworn to before me this 1ST day of **OCTOBER, 2006**.

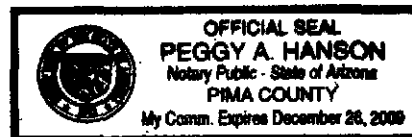
Peggy A. Hanson

Notary Public in and for the County of Pima, State of Arizona

My Commission Expires: **DECEMBER 26, 2009**

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DEC 11 2006



ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

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 Thompsons 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.

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.A. §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 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 reasonable 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 9th day of March, 2006, by the sole incorporator. Incorporator: s-David J. Williamson

Pub: Green Valley News & Sun
Date: Sept. 27, 29, Oct. 1, 2006*

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