

AFFIDAVIT OF PUBLICATION
DEL RIO RANCH HOMEOWNERS
ASSOCIATION

AZ Corp. Commission



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Articles of Incorporation
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The business resource

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STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

Ondrea Sheppard, being first duly sworn, upon oath deposes and says: That she is the marketing/advertising lead of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published weekly at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates indicated.

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Ondrea Sheppard

Sworn to before me this
27TH day of
APRIL 2006

Marilyn Greenwood
Notary Public



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**ARTICLES OF INCORPORATION OF
DEL RIO RANCH HOMEOWNERS ASSOCIATION,**

an Arizona nonprofit corporation

The undersigned hereby voluntarily set forth the following statements for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

**ARTICLE I
NAME**
The name of the Corporation is Del Rio Ranch Homeowners Association (the "Association").

**ARTICLE II
DURATION**
The Association shall exist perpetually.

**ARTICLE III
PURPOSE OF THE ASSOCIATION**

The object and purpose for which this Association is organized is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. 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 federal and state law.

**ARTICLE IV
CHARACTER OF BUSINESS**
The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

**ARTICLE V
STATUTORY AGENT**
Thomas R. Blake, Jr., whose address is 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253 and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE VI BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors shall be three (3). The names and addresses of the Initial Directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

Name Mailing Address
Thomas R. Blake, Jr. 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253
Jill K. Zimmerman 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253
Lynne M. Dugan 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253

**ARTICLE VII
INCORPORATOR**
The name and address of the Incorporator of the Association is Thomas R. Blake, Jr., whose address is 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253.

**ARTICLE VIII
LIMITATION ON LIABILITY OF DIRECTORS**

To the fullest extent allowable under federal and state law, no Director of the Association shall be personally liable to the Association or its members for monetary dam-

ages for breach of fiduciary duty as a Director, except liability for any of the following:

(i) Any breach of the Director's duty of loyalty to the Association or its members;

(ii) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;

(iii) A violation of state law prohibitions regarding issuance of shares of stock, payments of dividends, or distributions of income or profit;

(iv) Any transaction from which the Director derived an improper personal benefit;

(v) A violation of state laws regarding transactions with the Director that are void or voidable because of conflicts of interest.

ARTICLE IX

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253.

ARTICLE X

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of a Lot.

ARTICLE XI

BYLAWS

The Board of Directors shall adopt the Initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Board of Directors so long as the Class B Membership exists in the Association and thereafter in the Members, except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant.

ARTICLE XII

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association or until their successors have been elected and qualified:

Thomas R. Blake, Jr. - President

Jill K. Zimmerman - Vice President

Lynne M. Dugan - Secretary/Treasurer

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of each class of the Association membership, as so long as Declarant owns any Lot, the consent of Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, as the Board of

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Directors shall determine, in the event that such dedication is refused acceptance, such assets shall be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose as the Board of Directors shall determine.

ARTICLE XIV AMENDMENTS

These Articles may be amended only with the consent of Members owning not less than a majority of the total Lots and, so long as Declarant owns any Lot, the consent of Declarant.

ARTICLE XV

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Del Rio Ranch Homeowners Association. In the event of a conflict or inconsistency between these Articles and the Declaration, the provisions of the Declaration shall control.

Date: March 14, 2006.

/s/ Thomas R. Blake, Jr.

Thomas R. Blake, Jr.

STATUTORY AGENT
CONSENT

The undersigned, having been designated to act as Statutory Agent for Del Rio Ranch Homeowners Association, hereby consents to act in that capacity until removed or resignation is submitted.

Date: March 14, 2006

/s/ Thomas R. Blake, Jr.

Thomas R. Blake, Jr.

Published: April 13, 20, 27,
2006