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THE RECORD REPORTER

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ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

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RR# 953945

AFFIDAVIT OF PUBLICATION

Reference #: 12734090

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: MISSION ROYALE II HOMEOWNERS ASSOCIATION

I, Annette Acosta, 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 will be/has been published on the following dates:

04/17/2006, 04/19/2006, 04/21/2006

Annette Acosta

Subscribed and sworn to before me on the 21st day of April, 2006

Diane M. Heuel

OFFICIAL SEAL
DIANE M. HEUEL
Notary Public State of Arizona
MARICOPA COUNTY
My Comm Expires Oct 31 2006

Articles Of Incorporation Of MISSION ROYALE II HOMEOWNERS ASSOCIATION

The undersigned hereby adopts the following Articles of Incorporation ("Articles"), effective as of March 28, 2006: 1. Name: The name of the corporation shall be MISSION ROYALE II HOMEOWNERS 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 Mission Royale II (the "Declaration") to be recorded in the office of the Pinal County, Arizona Recorder. (References in these Articles to specific statutes shall be deemed to refer to such statutes as amended and to successor statutes thereto.) 3. Initial Activity: As its initial activity (which shall not limit the character of affairs 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/Known Place of Business: The name and address of the Association's initial statutory agent is AAM, LLC, an Arizona limited liability company, 7740 North 16th Street, Suite 300, Phoenix, Arizona 85020. The known place of business address of the Association is 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255. 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: J.R. Scott, 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255; Ed DePinto, 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255; Roger Zetah, 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255. 6. Incorporator: The name and address of the incorporator of the Association are: Roger Zetah, 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255. 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 purposes. 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. Use 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 and the Bylaws may only be amended in the following manner: The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either an annual or a special meeting, and if approved by members holding (either personally, by valid absentee ballot, or by valid proxy) the Applicable Percentage (defined below) of the votes eligible to be cast on the amendment (including votes otherwise eligible to be cast but not represented personally, by valid absentee ballot, or by valid proxy at such meeting), such amendment shall have been adopted, provided, however, that a copy of any such proposed amendment or a summary of the changes to be effected shall have been given to each Member in good standing at least ten (10) days prior to said meeting of the Members. For purposes hereof, votes cast by proxy shall only be valid during the Period of Declarant Control as defined in the Declaration. The term "Applicable Percentage" shall mean, in the case of an amendment to these Articles, sixty-seven percent (67%), and in the case of an amendment to the Bylaws, fifty-one percent (51%). Any number of amendments may be submitted and voted upon at any one meeting. 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

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Statutes. 11. Director Liability: A director 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/ Roger Zetah, Incorporator.
4/17, 4/19, 4/21/06

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