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THE RECORD REPORTER

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MAR 28 2007

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

RR# 1108451

PEGGY SMITH
BERENS KOZUB LORD & KLOBERDANZ /
7047 E GREENWAY PKWY #140
SCOTTSDALE, AZ - 85254P
AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: PICACHO CROSSING HOMEOWNERS ASSOCIATION
13508212I, MARCIA NOHAVA, 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:

03/23/2007, 03/26/2007, 03/28/2007

Subscribed and sworn to before me on the 28TH day of MARCH, 2007

ANNETTE R. ACOSTA
Notary Public - Arizona
Maricopa County
Expires 10/15/2010ARTICLES OF INCORPORATION
OF
PICACHO CROSSING
HOMEOWNERS ASSOCIATIONKnow All Men by These Presents:
That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation.

1. Name. The name of this corporation (hereinafter "Association") is "Picacho Crossing Homeowners Association."

2. Duration. The period of duration of the Association shall be perpetual.

3. Principal Place of Business. The principal office for the transaction of business of the Association is located at 1630 South Stapley Drive, Suite 208, Mesa, Arizona 85204.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are:
Matthew R. Berens, Esq.,
Berens, Kozub, Lord & Kloberdanz, PLC
7047 E. Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

5. Nonprofit Corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona.

6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Area, and all responsibilities within that certain tract of property situated in Pinal County, Arizona, which is more particularly described in that final plat for Picacho Crossing and those certain Declaration of Covenants, Conditions and Restrictions for said subdivision (the "Declaration") all to be recorded with the Pinal County Recorder, and to promote the health, safety and welfare of all of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to the Declaration.

In furtherance of said purposes, this Association shall have the powers to:

a. Perform all of the duties and obligations of the Association as set forth in the Declaration;

b. Fix, levy, collect and enforce assessments, charges and fines as set forth in the Declaration and Bylaws;

c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Area;

d. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use

or otherwise dispose of real or personal property in connection with the affairs of the Association;

e. Grant non-exclusive easements over the Common Area to any person for purposes beneficial to the Members;

f. Borrow money and, only with the assent (by vote or written consent) of two-thirds (2/3) of each class of Members, mortgage, pledge, deed of trust or hypothecate any or all of its personal or real property as security for money borrowed or debts incurred;

g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote or written consent of two-thirds (2/3) of each class by Members; and

h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act, may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of Members of the Association, the different classes of Membership, if any, the property, voting and other rights and privileges of Members, their liability for assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of not less than one (1) nor more than five (5) Directors (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members or the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. The initial Board of Directors and the addresses of the members, whom shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Steve Sasso
1630 South Stapley Drive, Suite 208
Mesa, Arizona 85204Rachel Cantor
1630 South Stapley Drive, Suite 208
Mesa, Arizona 85204Jay Jenkins
1630 South Stapley Drive, Suite 208
Mesa, Arizona 85204

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the