AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

JUN 12 2007

FILE NO. 1373187-0

ARTICLES OF INCORPORATION
OF
TIERRA MONTANA COMMUNITY 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 Tierra Montana Community 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.

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ARTICLE V
STATUTORY AGENT

Justin Iannacone, 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
Justin Iannacone	6720 North Scottsdale Road, Suite 390 Scottsdale, AZ 85253
Jill K. Zimmerman	6720 North Scottsdale Road, Suite 390 Scottsdale, AZ 85253
Lynne Dugan	6720 North Scottsdale Road, Suite 390 Scottsdale, AZ 85253

INCORPORATOR

The name and address of the incorporator of the Association is Justin Iannacone, whose address is 6720 North Scottsdale Road, Suite 390, Scottsdale, Arizona 85253.

ARTICLE VIII
LIMITATION ON LIABILITY OF DIRECTORS; INDEMNITY

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

(i) Any intentional infliction of harm on 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.

To the fullest extent permitted by Arizona law as it may be amended from time to time, and subject to any mandatory limitations imposed by Arizona law including any imposed by A.R.S. § 10-3202 or § 10-3851 or § 10-3852, the Association shall defend any and all of its existing and former directors, officers and committee members (including, but not limited to, existing and former members of the Committee) against claims made against them or any one of them because they were or are directors or officers, and the Association shall indemnify its directors, officers and committee members for liability and expenses incurred as a result of such claims, including but not limited to, legal fees and costs, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against them or any one of them for or on account of any act or omission alleged to have been committed by such person as a director, officer or committee member of the Association, whether or not any action is or has been filed against the person and whether or not any settlement or compromise is approved by a court.

The Association shall also pay expenses in advance of a final disposition of a proceeding for directors, officers, and committee members incurred in connection with a claim subject to defense and indemnification provided the director, officer, or committee member meets the standards for an advance under A.R.S. § 10-3852 or § 10-3853.

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 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:

Justin Iannacone	-	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 and, 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 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 two thirds 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 Shamrock Estates. In the event of a conflict or inconsistency between these Articles and the Declaration, the provisions of the Declaration shall control.

Dated this 11th day of June, 2007.

Justin Iannacone

STATUTORY AGENT CONSENT

The undersigned, having been designated to act as Statutory Agent for Tierra Montana Community Association, hereby consents to act in that capacity until removed or resignation is submitted.

Date: June 13, 2007

Justin Iannacone

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.

Tierra Montana Community Association
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.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
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.

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 corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes____ No X

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.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.
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.

D. The fiscal year end adopted by the corporation is December.

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 [signature] DATE 6·11·07 BY [signature] DATE 6/11/07
TITLE Incorporator TITLE Incorporator

BY [signature] DATE 6-11-07 BY _____ DATE _____
TITLE Incorporator 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 executed by any two executive officers or directors.

CF: 0001 - Non-Profit
Rev: 1/99