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AZ CORPORATION COMMISSION
FILED

DEC 3 1 2012

FILE NO. 18141931ARTICLES OF INCORPORATION
OF
ROBSON RANCH CAREFREE VILLAS ASSOCIATION NO. 1, INC.

The undersigned, as the sole incorporator, for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation ("Articles"):

ARTICLE I

Name

The name of the corporation is Robson Ranch Carefree Villas Association No. 1, Inc. (the "Corporation").

ARTICLE II

Definitions

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in that certain Declaration Of Annexation And Tract Declaration For Robson Ranch-Arizona Unit Nineteen "A" And Declaration of Covenants, Conditions and Restrictions For Robson Ranch Carefree Villas, recorded in the Official Records of Pinal County, Arizona, as Instrument No. 2012-111549, as amended from time to time, including but not limited to any declaration of annexation or of covenants, conditions or restrictions executed by Declarant that makes reference to these Articles of Incorporation and makes membership in the Corporation an incident of ownership of any part of the real property described therein (collectively, the "Carefree Villas Declaration")

ARTICLE III

Character of Affairs

The character of affairs that the Corporation initially intends to conduct is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all the Corporation's rights, powers and prerogatives under the Carefree Villas Declaration, including but not limited to acting as an "Association" within the meaning of the Planned Communities Act, Arizona Revised Statutes Sections 33-1801 et seq. as the same may be amended or revised. In addition, subject to the provisions of the Carefree Villas Declaration, the Corporation shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40 of the Arizona Revised Statutes as the same may be amended or revised. The Corporation shall have no stock, no dividends and no pecuniary profits shall be declared or distributed to its members. All income and earnings of the Corporation shall be used to further the purposes and objectives of the Corporation.

ARTICLE IV
Membership; Voting Rights

The Corporation shall have members. Each membership in the Corporation shall be appurtenant to, and may not be separated from, ownership of the Carefree Villas Lot to which the membership is attributable. The members (including the Declarant) shall have the voting rights provided in the Carefree Villas Declaration and the Bylaws of the Corporation, both of which may be amended from time to time. It is hereby acknowledged that the Carefree Villas Declaration may be amended from time to time to change the qualifications and requirements of the members of the Corporation and their voting rights and any other provisions set forth therein.

ARTICLE V
Statutory Agent

James D. Hubbard, whose address is 9532 E. Riggs Road, Sun Lakes, Arizona 85248, is hereby appointed the initial statutory agent for the Corporation.

ARTICLE VI
Initial Board of Directors

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board of Directors. The initial Board of Directors shall consist of three directors. Each director shall be appointed or elected in accordance with the terms set forth in the Carefree Villas Declaration and in the Bylaws of the Corporation. The following individuals shall serve as the initial directors until their successors are appointed or elected and qualified pursuant to the terms of the Declaration and the Bylaws:

Jack Sarsam
9532 East Riggs Road
Sun Lakes, Arizona 85248

Mark Giannonatti
9532 East Riggs Road
Sun Lakes, Arizona 85248

Steve Millstein
9532 East Riggs Road
Sun Lakes, Arizona 85248

ARTICLE VII
Incorporator

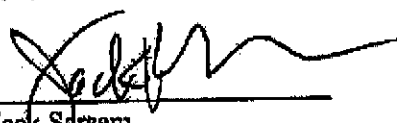
The name and address of the sole incorporator is: Jack Sarsam, 9532 East Riggs Road, Sun Lakes, Arizona 85248.

ARTICLE XII
Amendments

Until the Carefree Villas Transition Date, these Articles of Incorporation may only be amended as set forth in the Carefree Villas Declaration. After the Carefree Villas Transition Date, except for those amendments by the Board permitted by ARS 10-11002, these Articles of Incorporation may be amended only by the approval of two-thirds of the votes cast or a majority of the voting power of the members of the Corporation, whichever is less, after the Board has first adopted a resolution setting forth the proposed amendment and directed that it be submitted to vote by the members. However, these Articles of Incorporation shall not be amended to contain any provision that would be contrary to or inconsistent with the Carefree Villas Declaration or the Master Declaration referred to in the Carefree Villas Declaration, and any provision or purported amendment to these Articles of Incorporation that is contrary to or inconsistent with the Carefree Villas Declaration or the Master Declaration shall be void to the extent of such inconsistency.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles
this 31st day of December 2012.

INCORPORATOR:



Jack Sarsam

**CONSENT OF STATUTORY AGENT
OF
ROBSON RANCH CAREFREE VILLAS ASSOCIATION NO. 1, INC.**

The undersigned, having been named in the Articles of Incorporation of Robson Ranch Carefree Villas Association No. 1, Inc. as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts such appointment as statutory agent. The undersigned statutory agent reserves the right to resign in accordance with applicable law.

DATED: December 31, 2012.



JAMES D. HUBBARD
9532 East Riggs Road
Sun Lakes, Arizona 85248

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i*

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

Robson Ranch Carefree Villas Association No. 1, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____
 Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	☐ Yes	☒ No
4.2	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 signing of this certificate?	☐ Yes	☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?	☐ Yes	☒ No
5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C064.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Jack Sarsam

Name

9532 East Riggs Road

Address 1

Address 2

Sun Lakes

AZ

85253

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Jack Sarsam

12/31/2012

Printed Name

Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-343-5819.

C003.001
Rev: 2010

Arizona Corporation Commission - Corporations Division
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