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AZ CORPORATION COMMISSION
FILED

MAY 17 2013

ARTICLES OF INCORPORATION
OFGILBERT COMMONS COMMUNITY ASSOCIATION
(an Arizona non-profit corporation)FILE NO. 18464635

The undersigned hereby adopts the following Articles of Incorporation ("Articles"):

1. Name: The name of the corporation shall be GILBERT COMMONS COMMUNITY ASSOCIATION, an Arizona non-profit corporation (the "Association").

2. Purpose: The Association is organized and shall be operated as a non-profit 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 purpose 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 Gilbert Commons Community Association (the "Declaration") to be recorded in the office of the Recorder of Maricopa County, Arizona. (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 areas 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 Corporation Service Company, 2338 W. Royal Palm Road, Phoenix, Arizona 85012.

5. Board of Directors: The board of directions (the "Board") shall consist of three (3) members, subject to increase or decrease as provided in the Association's bylaws (the "Bylaws"). The initial Board and their addresses are:

Lori L. Crabtree	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255
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Michael IlesCremieux	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255
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Fil Hirohata	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255
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6. Incorporator: The name and address of the incorporator of the Association is:

Lori L. Crabtree
17851 N. 85th Street, Suite 300
Scottsdale, Arizona 85255

7. Members: The members of the Association (the "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 purpose. 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 non-profit 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 valid proxy) the Applicable Percentage (as 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.

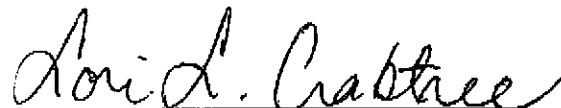
10. Indemnification: The Association shall indemnify each "director" and "officer" of the Association (as those terms are defined in A.R.S. Section 10-3850) to the fullest extent permissible: (a) under the provisions of the Arizona NonProfit Corporation Act, including, without limitation, Chapter 31, 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 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 10-3201(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.

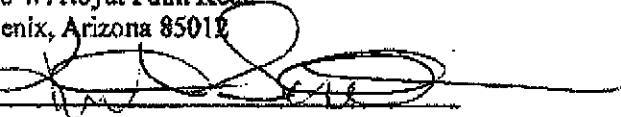
EXECUTED as of the date first set forth above.


Lori L. Crabtree, Incorporator

ACCEPTANCE OF STATUTORY AGENT

Corporation Service Company, having been appointed to serve as statutory agent for Gilbert Commons Community Association, hereby accepts said appointment and agrees to serve in that capacity until replaced by the Association in accordance with the Arizona Nonprofit Corporation Act, or until the effective date of any resignation submitted by the undersigned in accordance with that Act.

Corporation Service Company
2338 W. Royal Palm Road
Phoenix, Arizona 85012

By: 

Printed Name: Krista Swenson

Title: Assistant Secretary

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:

GILBERT COMMONS COMMUNITY ASSOCIATION

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 C084.
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.

Lori L. Crabtree

Name

17851 N. 85th Street

Address 1

Suite 300

Address 2

Scottsdale

AZ

85255

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003/:

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
 Lori L. Crabtree 05.09.13
 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 C003/:

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) 800-345-5819.