

MAT 4 4 2018

FILE NO. _____

ARTICLES OF INCORPORATION

ARROYO SECO NORTH HOMEOWNERS ASSOCIATION

ARTICLE I NAME AND PERPETUAL DURATION

The name of the corporation is ARROYO SECO NORTH HOMEOWNERS ASSOCIATION (the "**Corporation**"). The Corporation is a nonprofit corporation under the Arizona nonprofit corporation act. The period of duration shall be perpetual.

ARTICLE II STATUTORY AGENT

Corporation Service Company, whose address is 2338 W. Royal Palm Rd STE J, Phoenix, AZ 85021, is the statutory agent of this Corporation.

ARTICLE III ADDRESS OF THE CORPORATION

The address of the known place of business of the Corporation is 2338 W. Royal Palm Rd, STE J, Phoenix, AZ 85021.

ARTICLE IV INCORPORATOR

The incorporator is Wesley C. Huang whose address is ATTN: Wesley C Huang, Petrus Partners Ltd, 1350 Ave of the Americas #3000, New York, NY 10019-4801.

ARTICLE V PURPOSE AND POWERS OF THE CORPORATION

The specific purposes for which this Corporation is formed are to operate as a homeowners' association and to provide for the management, maintenance and care of the property owned by the Corporation or placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Corporation by that certain Declaration of Covenants, Conditions, Restrictions, and Easements for Arroyo Seco (the "**Declaration**"). Any capitalized terms not otherwise defined herein shall have the meanings ascribed by the Declaration.

The Corporation shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional property, streets, roadways or alleys.

In furtherance of, and in order to accomplish the foregoing purposes and powers, the Corporation may transact any and all lawful business for which corporations may be

incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Corporation is not organized for the purpose of pecuniary gain or profit.

ARTICLE VI **MEMBERSHIP**

The Corporation shall have Members, as provided in the Declaration. There shall be two (2) classes of Membership, Class A and Class B, with the Class B converting to Class A as more specifically provided in the Declaration. The Class B Member shall initially be the Declarant and any Declarant Affiliate, and the Class A Members shall be all other Owners of Lots within the Covered Property. Each Owner's Membership in the Corporation, except for Declarant as may be provided in the Declaration, shall be appurtenant to and may not be separated from ownership of the Lot to which the Membership is attributable. Additional rights of the Members shall be set forth the Bylaws of the Corporation.

ARTICLE VII **VOTING RIGHTS**

The Members' voting rights shall be as determined in the Declaration and the Bylaws of the Corporation, with Declarant, Declarant Affiliates and Developer Owners, as the Class B Members, having such rights and privileges as are contained therein, including weighted voting rights and other rights during the pendency of the Class B Membership, including the right to disapprove actions of the Board of Directors of the Corporation, and further including reserved votes and voting rights which otherwise would be exercised by Developer Owners, all as provided in the Declaration and the Bylaws of the Corporation.

ARTICLE VIII **INITIAL BUSINESS**

The character of business that the Corporation initially intends to conduct in this state is the operation of a homeowners' association and the maintenance of such Common Areas and other properties as may be described in the Declaration as areas of responsibility of the Corporation, including but not limited to collecting assessments and other fees required to be paid under the Declaration.

ARTICLE IX **BOARD OF DIRECTORS**

The number, qualifications and term of each of the directors shall be provided in the Bylaws and the Declaration, with Declarant, as a Class B Member, having such rights and privileges as contained therein, including rights during the pendency of the Class B Membership to appoint all directors. The names and addresses of the persons appointed to serve as the initial directors are:

Christopher Bennett
 Petrus Partners Ltd
 1350 Ave of the Americas #3000,
 New York, NY 10019-4801

David Rogers
 Voyager Investment Properties
 4248 N. Craftsman Court, Suite 100
 Scottsdale, Arizona 85251

Mark Voigt
 Voyager Investment Properties
 4248 N. Craftsman Court, Suite 100
 Scottsdale, Arizona 85251

ARTICLE X **BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors. Declarant's consent shall be required for any amendment to the Bylaws so long as Declarant is a Class A or Class B Member. No amendment to the Bylaws may remove, revoke, or modify any right or privilege of Declarant or the Class B Members without the written consent of Declarant, the Class B Member, or the assignee of such right or privilege.

ARTICLE XI **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets of the Corporation to any other similar nonprofit corporation to be used for purposes consistent with those set forth in these Articles of Incorporation and applicable law, including any applicable federal and Arizona tax law.

ARTICLE XII **LIMITATION OF DIRECTORS' LIABILITY**

The personal liability of the directors to the Corporation for monetary damage for any action or failure to take any action as a director is eliminated to the fullest extent permitted by A.R.S. § 10-3202(B)(1), as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation act.

ARTICLE XIII **INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by law, indemnify the officers and directors of the Corporation from and against liability incurred in connection with their good faith activities on behalf of the Corporation and shall, to the fullest extent permitted by law, have the power to purchase and maintain insurance to protect officers and directors from liability.

ARTICLE XIV AMENDMENT

A. By Declarant. During the pendency of the Class B Membership, Declarant, as a Class B Member, may at any time and from time to time unilaterally amend these Articles for any purpose whatsoever, including, without limitation, (i) to bring any provision into compliance with any applicable governmental statute, rule or regulation, or judicial determination; (ii) to enable any reputable title insurance company to issue title insurance coverage on the Lots; (iii) to enable any institutional or governmental lender, purchaser, insurer or guarantor of mortgage loans to make, purchase, insure or guarantee mortgage loans on the Lots; and (iv) to correct any error or ambiguity or to conform to the Declaration.

B. By Members Generally. In addition to such action that is permitted by Declarant pursuant to paragraph A, above, Members may petition to amend these Articles and, if prior to termination of the pendency of the Class B Membership, only with the written consent of the Declarant. The petition must be (i) written, signed, and dated by Members representing at least twenty percent (20%) of the total Class A Members and, if prior to termination of the pendency of the Class B Membership, only with the written consent of the Declarant; and (ii) delivered to the President and the Board of Directors. The petition shall include a description of the proposed amendment to these Articles and the names and the votes represented by each of the Members signing the petition. If the petition is correct and in proper form as determined by the Board of Directors, and if the proposed amendments have been approved by the Board of Directors, the President and Secretary shall call and hold a special meeting for the purpose of Membership voting on the proposed amendment. The special meeting shall be held in a manner consistent with the notice, voting, quorum, and other procedural requirements set forth in the Bylaws, or as required or permitted by law, except that so long as the Declarant is a Member of the Association, if the Declarant does not approve of the petition, the petition shall not further be considered and shall not be adopted or voted upon. Any amendment shall be adopted only by the affirmative vote of at least two-thirds (2/3) of the total Class A Members and, if prior to termination of the pendency of the Class B Membership, with the written consent of the Declarant.

C. By the Board. After Declarant no longer owns any portion of the Covered Property or the Annexable Property, the Board may, of its own volition, and without the consent or approval of any Owners or Members, or any other Person, amend these Articles for the following purposes: (a) to bring any provision hereof into compliance with Applicable Law; (b) enable any reputable title insurance company to issue title insurance coverage on the Lots; (c) to satisfy the requirements of any Agency; (d) to enable any governmental agency or reputable private insurance company to guarantee or insure mortgage loans on the Lots; or (e) to correct any error or ambiguity or to further the intent or purposes hereof by expanding upon the existing provisions hereof.

D. Validity of Amendments. No amendment may remove, revoke, or

modify any right or privilege of Declarant or the Class B Members without the written consent of Declarant, the Class B Members, or the assignee of such right or privilege.

ARTICLE XV
ANNEXATION

The Declarant shall have the right, in connection with any annexation of land adjacent or near to the Covered Property, to amend these Articles to reflect the addition of the annexed land, and the land so annexed shall be deemed a part of the Covered Property, with owners thereof being Members of the Corporation, and subject to all provisions of the Declaration, and to the provisions hereof, including those pertaining to voting rights and assessments. Annexation of land shall entitle the Class B Member to weighted voting and other privileges as are granted with respect to the initial Covered Property, and if the Class B Membership had expired prior to annexation, but the annexation would result in the Class B Member holding a greater number of votes than the Class A Members with respect to all Lots owned, the Class B Membership shall be deemed revived.

ARTICLE XVI
CONFLICTS

In the case of any conflict between the terms hereof and the Declaration, the Declaration shall always control, and in the case of a conflict with the Bylaws, these Articles of Incorporation shall control.

DATED: May 18, 2018.

INCORPORATOR:



Wesley C. Huang

CONSENT TO ACT AS STATUTORY AGENT**FOR****ARROYO SECO NORTH HOMEOWNERS ASSOCIATION**

The undersigned, having been designated to act as Statutory Agent for **ARROYO SECO NORTH HOMEOWNERS ASSOCIATION**, an Arizona nonprofit corporation, hereby consents to act in that capacity until removed or his or her resignation is submitted.

Dated: 5/17, 2018

Corporation Service Company,
a Delaware corporation

By: Sherie Hinton
Its: Secretary Sherie Hinton

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:

Arrow Seco North Homeowners 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 five-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 five-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 five-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 Certificate of Disclosure Felony/Judgment Attachment 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 Incorporator Attachment 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.

Name Wesley C. Huang
 Address 1 1350 Avenue of the Americas
 Address 2 Suite 1600
 City New York State NY Zip 10019
 Country USA

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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.

Wesley C. Huang ☒ I ACCEPT
 Signature

Wesley C. Huang 5/18/18
 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 typing or entering my name and 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
 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.