



**AFFIDAVIT OF PUBLICATION
for Arizona Corporation Commission**

ARIZONA CAPITOL TIMES

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**QUERENCIA COMMUNITY
ASSOCIATION**

STATE OF ARIZONA)
County of Maricopa) ss

I, **Laura Kaminski** as **Public Notice Manager** of the **Arizona Capitol Times (AZ)**, am authorized by the publisher as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The **Arizona Capitol Times (AZ)** which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. . The notice will be/has been published 3 consecutive times in the newspaper listed above.

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QUERENCIA COMMUNITY ASSOCIATION

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Articles of Incorporation (Homeowners Assn)

AUTHORIZED SIGNATURE

Laura Kaminski

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 9th DAY OF May 2014

NOTARY SIGNATURE
Laurinda Cook



ARTICLES OF INCORPORATION QUERENCIA COMMUNITY ASSOCIATION (an Arizona non-profit corporation)

The undersigned hereby adopts the following Articles of Incorporation ("Articles"), as of April 7th, 2014:

1. Name: The name of the corporation shall be QUERENCIA 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 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 Querencia (the "Declaration") to be recorded in the office of the Recorder 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 Royal Palm Road, Phoenix, AZ 85012.

5. Board of Directors: The board of directors (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, 8800 East Raintree Drive, Suite 300, Scottsdale, AZ 85260; Michael IlesCremieux, 8800 East Raintree Drive, Suite 300, Scottsdale, AZ 85260; Fil Hirohata, 8800 East Raintree Drive, Suite 300, Scottsdale, AZ 85260.

6. Incorporator: The name and address of the incorporator of the Association is: Lori L. Crabtree, 8800 East Raintree Drive, Suite 300, Scottsdale, AZ 85260.

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 instrument of net earnings.

9. Amendments: Subject to any additional limitations imposed by 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 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. /s/ Lori L. Crabtree, Incorporator. ACCEPTANCE OF STATUTORY AGENT. Corporation Service Company, having been appointed to serve as statutory agent for Querencia 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, AZ 85012, By: /s/ Krista Swenson, Title Assistant Vice President.

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