AZ CORPORATION COMMISSION
FILED

JUL 07 2014

FILE NO. 1937682-8

AZ Corp. Commission
04713410

ARTICLES OF INCORPORATION
OF
ECHELON AT OCOTILLO COMMUNITY ASSOCIATION

THESE ARTICLES OF INCORPORATION OF ECHELON AT OCOTILLO COMMUNITY ASSOCIATION (the "Articles") are dated as of the 7th day of July, 2014.

The undersigned hereby voluntarily set forth the following statements for the purpose of forming a nonprofit 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 Echelon at Ocotillo Community Association, an Arizona nonprofit corporation, hereinafter called the "Association".

ARTICLE II
KNOWN PLACE OF BUSINESS

The address of the Association's known place of business is 6710 North Scottsdale Road, Suite 150, Scottsdale, Arizona 85253, but other offices may be established and maintained at such other places as the Board of Directors may designate from time to time.

ARTICLE III
PURPOSE, INITIAL BUSINESS, AND LIMITATION OF ACTIVITIES

The Association is organized and shall be operated as a nonprofit corporation for the primary purposes of acquisition, construction, management, care and maintenance of the development known as "Echelon at Ocotillo" (the "Property") as more fully set forth in the declaration of covenants, conditions and restrictions to be recorded against the Property (the "Declaration"), and for conducting any or all lawful affairs for which nonprofit corporations may be incorporated under Arizona law in connection with the Property. Standard Pacific of Arizona, Inc., a Delaware corporation, is referred to therein as the "Declarant".

It is intended that this Association shall have the status of a corporation qualifying under Section 528 of the Code and that the Association shall comply with all requirements set forth therein. Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation qualifying under Section 528 of the Code or corresponding provision of any future federal tax laws. These Articles shall be construed accordingly, and all powers and activities of the Association shall be limited accordingly.

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

The Association shall not engage in any other business or activity, except as set forth herein and in the Bylaws of the Association (the "Bylaws"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Declaration.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

The Association shall have members in accordance with the terms of the Declaration (the "Members") and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to change the qualifications and requirements of Members and their respective voting rights.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (the "Board"), which shall possess all of the rights, powers, privileges, duties and obligations assigned to the Board in the Declaration and Bylaws. The Board shall consist of not less than three (3) Members (collectively the "Directors"). Except for Directors appointed by the Declarant, each Director shall be an Owner of a Lot or, if an Owner is a corporation, partnership, trust or other legal entity, the Director may be a representative thereof. Declarant shall appoint the Directors at each annual meeting until its Class B membership is converted into a Class A membership in accordance with the terms of the Declaration.

Until the first annual meeting of the Members or until their successors are designated or elected or qualified, the following persons shall constitute the Board:

Connie Dean
6710 North Scottsdale Road, Suite 150
Scottsdale, Arizona 85253

Stephen Troth
6710 North Scottsdale Road, Suite 150
Scottsdale, Arizona 85253

Chris Clonts
6710 North Scottsdale Road, Suite 150
Scottsdale, Arizona 85253

ARTICLE VI
OFFICERS

The affairs of the Association shall be administered by officers elected by the Board at its first meeting following each annual meeting of the Members, or at other meetings called for such purpose. The principal officers of the Association shall be a president, a vice president, a secretary and a treasurer. The officers shall have the rights and duties set forth in the Bylaws.

ARTICLE VII
ELIMINATION OF DIRECTOR LIABILITY

To the fullest extent permitted by Arizona law as the same exists or may be hereafter amended, no Director shall be liable to the Association or its Members for monetary damages for any action taken or any failure to take any action as a Director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a Director occurring prior to such repeal, amendment or modification.

ARTICLE VIII
INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statues as the same exist or may be hereafter amended, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, limited liability company, trust or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty-seven percent (67%) of Class A Members. Notwithstanding the foregoing sentence, so long as a Class B membership exists, the Association may only be dissolved with the assent given in writing and signed by Declarant, which may be withheld in Declarant's sole and absolute discretion.

Upon dissolution of the Association, other than incident to a merger or consolidation, no part of the remaining assets of the Association, after discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past Member, Director or

officer, but the whole of such remaining assets of the Association shall be distributed exclusively to an organization then subject to and qualifying under Section 528 of the Internal Revenue Code of 1986, or to a public body (to the extent permitted under Section 528) as the Association shall elect.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is as follows:

Stephen Troth
6710 North Scottsdale Road, Suite 150
Scottsdale, Arizona 85253

All powers, duties and responsibilities of the Incorporator shall cease upon the filing of these Articles of Incorporation with the Arizona Corporation Commission.

ARTICLE XI
STATUTORY AGENT

Connie Dean, located at is 6710 North Scottsdale Road, Suite 150, Scottsdale, Arizona 85253, is hereby appointed Statutory Agent of the Association upon whom all notices and process, including summons, may be served. The Board may revoke the appointment of such agent at any time and shall have the power to fill any vacancy.

ARTICLE XII
DURATION

The duration of the Association shall be perpetual.

ARTICLE XIII
CONFLICT WITH DECLARATION

To the extent that these Articles shall be contrary to, inconsistent with, or more permissive than the provisions of the Declaration dealing with the same subject, or laws, rules, and regulations applicable to the Association, these Articles shall be considered superseded by the Declaration or such laws.

ARTICLE XIV
AMENDMENTS

Subject to the provisions of Article XIII hereof, so long as any Class B membership still exists, any proposed amendment of the Articles needs to be approved by the Declarant prior to its adoption, which may be withheld in its sole and absolute discretion. After the date in which all Class B memberships are converted into Class A memberships, the Association may, at any regular or special meeting called for such purpose, amend, alter, or repeal any provision hereof by the affirmative vote of sixty-seven percent (67%) of each membership class then entitled to vote in person or by proxy, and upon ten (10) days prior written notice to all first mortgagees who have previously notified the Association in writing, to be notified of any amendment to the Articles and, if required by law, after publications in a newspaper having general circulation in Maricopa County, Arizona. Notwithstanding any foregoing provision, the Articles may not be amended at any time (either before or after the date in which all of the Class B memberships are converted to Class A memberships) to diminish any of the rights of the Declarant under these Articles, the Bylaws of the Association, or the Declaration, including, but not limited to, Declarant's liability limitations as set forth in Article VII hereof, without the express written consent of Declarant, which may be withheld in its sole and absolute discretion.

ARTICLE XV
FHA/VA APPROVALS

As long as there is a Class B membership, the following actions shall require the prior written approval, to the extent then required by applicable regulations of the Veterans Administration or Federal Housing Administration, of the Federal Housing Administration or the Veterans Administration:

1. The annexation of additional properties;
2. A merger or consolidation to which the Association is a party;
3. The mortgage or dedication of all or part of the Common Area, as defined in the Declaration;
4. The dissolution of the Association; or
5. The amendment of these Articles.

Whenever the approval of the Federal Housing Administration or the Veterans Administration is required under this Article, such approval shall be deemed given unless a disapproval or statement requesting additional time is issued by such agency to the Association within thirty (30) days following submission to such agency.

Notwithstanding any other provision of these Articles, the Board, with the consent of the Declarant if Class B Membership still exists, shall have the right to amend all or any part of these Articles to such extent and with such language as may be requested by the Federal Housing Administration, Veterans Administration, Federal National Mortgage Association, Federal Home Loan Mortgage Corporation or other governmental or quasi-governmental agency which issues, guarantees, insures or purchases Mortgages (or securities or other debt instruments backed or

secured by Mortgages), or otherwise governs transactions involving Mortgages or instruments evidencing same, or otherwise governs development of the Property or the Annexable Property, as a condition to such agency's approval of these Articles, the development encompassing the Property or any subdivision constituting a part of the Property.

Stephen Troth, Incorporator

CONSENT OF STATUTORY AGENT

OF

ECHELON AT OCOTILLO COMMUNITY ASSOCIATION

The undersigned, having been named in the Articles of Incorporation of Echelon at Ocotillo Community Association, as its statutory agent for the State of Arizona, hereby confirms that she has been notified of the appointment and that she accepts the appointment.

Dated as of July 7, 2014

Connie Dean

Connie Dean

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:

   Echelon at Ocotillo 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:**

   - [x] 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	[x] 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	[x] 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	[x] 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 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 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 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.

Stephen Troth
Name

6710 N Scottsdale Road, Suite 150
Address 1

Address 2

Scottsdale | AZ | 85253
City | State | Zip

Country: UNITED STATES

SIGNATURE - *see Instructions C003I:*

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Stephen Troth | 07/07/2014
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 intend to affix my electronic signature and (or through my physical signature appearing 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.

COMMISSIONERS
BOB STUMP – Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH

ARIZONA CORPORATION COMMISSION

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

RECEIVED

JUL 07 2014

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

ECHELON AT OCOTILLO COMMUNITY ASSOCIATION
CONNIE DEAN
6710 N SCOTTSDALE RD
STE 150
SCOTTSDALE, AZ 85253

Effective Date: 03/20/2014
File No: N-1913290-3

You have reserved the name of:
ECHELON AT OCOTILLO COMMUNITY ASSOCIATION

Name Reservation is granted for a period not to exceed one hundred and twenty(120) days.
This name reservation was received on 03/20/2014 and will expire on 07/19/2014 (A.R.S. SECTION 10-2307B).

The reservation number referenced above may not be the same as the file number you will receive upon approval of your articles/application. We advise that this number not be used for any purposes before your articles/application are approved by the Corporation Commission.

IMPORTANT: Include a copy of this reservation confirmation letter when filing articles/application for a corporation or Limited Liability Company.

AMOUNT RECEIVED $10.00

RECEIPT No. 104115

CF: 0012
REV. 06/2005

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARE YOU FILING: ☑ New Entity ☐ Change to existing entity ☐ Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name: Echelon at Ocotillo Community Association

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
☐ Articles of Domestication	☐ $100.00	☐ $135.00
☐ Articles of Incorporation (Profit)	☐ $ 60.00	☐ $ 95.00
☑ Articles of Incorporation (Non Profit)	☐ $ 40.00	☑ $ 75.00
☐ Articles of Organization (Limited Liability Company)	☐ $ 50.00	☐ $ 85.00
☐ Application For Authority (Business)	☐ $175.00	☐ $210.00
☐ Application to Conduct Affairs (Non Profit)	☐ $175.00	☐ $210.00
☐ Application for New Authority	☐ $175.00	☐ $210.00
☐ Application for Registration	☐ $150.00	☐ $185.00
☐ Articles of Amendment	☐ $ 25.00	☐ $ 60.00
☐ Articles of Amendment & Restatement	☐ $ 25.00	☐ $ 60.00
☐ Articles of Correction	☐ $ 25.00	☐ $ 60.00
☐ Articles of Merger/Share Exchange	☐ $100.00	☐ $135.00
☐ Articles of Merger (Limited Liability Company)	☐ $ 50.00	☐ $ 85.00
☐ Affidavit of Publication	☐ $ 0.00	☐ $ 35.00
☐ CORPORATIONS -Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $5.00 Each (_____) (Enter Quantity)	☐ $40.00 (_____) (Enter Quantity)
☐ LLCs - Certified Copies* *If copies are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $45.00 (_____) (Enter Quantity)
☐ Good Standing Certificate* *If Good Standing Certificates are for different entities the Expedite fee applies to each entity	☐ $10.00 Each (_____) (Enter Quantity)	☐ $45.00 (_____) (Enter Quantity)
☐ Other: _____	☐ Regular Fee	☐ Expedite Fee

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JUL 07 2014
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

SELECT PAYMENT TYPE: DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

☐ Check — Check # _____ — Check Amount $ _____

☑ M.O.D. Account — MOD Acct # 1604 — Mod Amount $ 75.00

☐ Cash -- for in-person filings only (Do not send cash in the mail.) — Cash Amount $ _____

☐ Credit Card -- for in-person filings only — CC Amount $ _____

☐ No fee required

REQUIRED - SELECT ONE RETURN DELIVERY OPTION: ☐ Mail ☐ Pick Up ☐ Fax # (____)_____

PLEASE PRINT E-MAIL ADDRESS CLEARLY:

☑ E-mail: cdean@stanpac.com

For Mail or Pick Up - Please list the person or company who will be picking up the completed documents.

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK).

Person or Company Name: Phone Number:

Address:

City: State: Zip

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

View current process times at: www.azcc.gov/Divisions/Corporations