

AZ CORPORATION COMMISSION  
FILED

OCT 31 2014

**ARTICLES OF INCORPORATION  
OF  
ZANJERO TRAILS HOMEOWNERS ASSOCIATION  
an Arizona nonprofit corporation**

FILE NO. -1962101-4



AZ Corp. Commission

04866895

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NOV 12 2014

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In compliance with the requirements of Section 10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

**ARTICLE I  
NAME**

The name of the corporation is Zanjero Trails Homeowners Association (the "Association"). The Association is formed as a nonprofit corporation under Arizona laws. The Association shall make no distributions of income to its Members, directors or officers.

**ARTICLE II  
DURATION**

The time of commencement of the Association shall be the date upon which these Articles are filed with the Arizona Corporation Commission and the duration shall be perpetual unless the Association is dissolved.

**ARTICLE III  
PURPOSE OF THE CORPORATION**

The purpose for which the Association is organized is to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of Arizona, as may be amended from time to time.

**ARTICLE IV  
CHARACTER OF BUSINESS**

The character of the business which the Association initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation and architectural control of the residential subdivision and to act in furtherance and of the common good and general welfare of the Association.

**ARTICLE V**  
**STATUTORY AGENT**

The initial statutory agent is Amanda Shaw whose address is 1600 W. Broadway Road, Suite 200, Tempe, Arizona 85282, who has been a bona fide resident of the State of Arizona for at least three years and upon whom all notices and processes, including service of summons, may be served, and which, when so served, shall be lawful personal service upon the Association. The Board may revoke the appointment of such agent at any time, and shall have the power to fill any vacancy.

**ARTICLE VI**  
**KNOWN PLACE OF BUSINESS**

The known place of business of the Association is 1600 W. Broadway Road, Suite 200, Tempe, Arizona 85282.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial Directors of the Association who shall serve until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Michael Jesberger	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282
Michael Cronin	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282
Diann Curley	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator of the Association is Michael Jesberger, ~~LLC~~, 1600 W. Broadway Road, Suite 200, Tempe, AZ 85282.

**ARTICLE IX**  
**LIMITATION ON LIABILITY OF DIRECTORS**

In accordance with the provisions of the Nonprofit Corporation Act (set forth at A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Nonprofit Corporation Act.

**ARTICLE X**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS AND AGENTS**

The Association shall indemnify any person who incurs expenses or liability by reason of the fact that he or she is or was an officer, director, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law, provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

**ARTICLE XI**  
**LIMIT OF LIABILITY**

The private property of each and every officer, director and member of the Association shall at all times be exempt from all debts and liabilities of the Association.

**ARTICLE XII**  
**SEVERABILITY**

If any provision of these Articles or the Bylaws should be invalid for any reason, such invalidity shall in no way effect any other provisions, which shall remain in full force and effect.

**ARTICLE XIII**  
**MEMBERSHIP AND VOTING RIGHTS**

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Association documents.

**ARTICLE XIV**  
**OFFICERS**

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association or until their successors have been elected and qualified:

<b>Michael Jesberger</b>	<b>President</b>
<b>Michael Cronin</b>	<b>Vice-President</b>
<b>Diann Curley</b>	<b>Secretary/Treasurer</b>

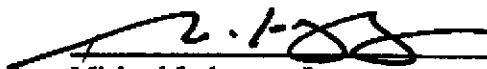
**ARTICLE XV**  
**DISSOLUTION**

Upon dissolution or liquidation of the Association, the Association shall pay or adequately provide for the debts and obligations of the Association or otherwise comply with the Arizona Nonprofit Corporation Act. Upon dissolution or liquidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, as the Board of Directors shall determine. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose as the Board of Directors shall determine.

**ARTICLE XVI**  
**AMENDMENTS**

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Department of Housing and Urban Development, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Governing Documents is required by law or requested by the Declarant.

In witness whereof, for the purpose of forming this Association under the laws of the State of Arizona, I the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this 29 day of October, 2014.

  
Michael Jesberger, Incorporator

**STATUTORY AGENT CONSENT**

The undersigned, having been designated to act as Statutory Agent for Zanjero Trails Homeowners Association, hereby consents to act in that capacity until removed or resignation is submitted.

Date: October 29, \_\_\_\_\_, 2014

  
\_\_\_\_\_  
Amanda Shaw, Statutory Agent

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:

Zanjero Trails 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 seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 C004.
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.

Michael Jesberger

Name

C/O AAM, LLC

Address 1

1600 W. Broadway Road, Suite 200

Address 2

Tempe

AZ

85282

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 acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

*Michael Jesberger*  
10/31/14  
10/29/2014

Michael Jesberger

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.

Mall: 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) 800-345-5815.