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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Articles of Incorporation
Reference/PO # 1975692-0
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Arizona Business Gazette

The business resource

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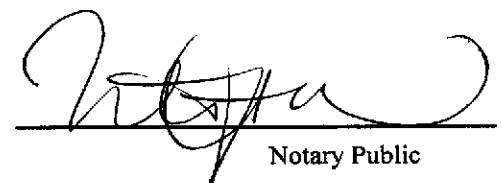
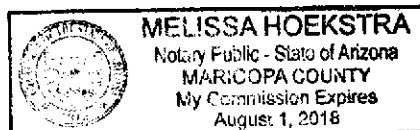
STATE OF ARIZONA
COUNTY OF MARICOPA

} SS.

Brian Billings, being first duly sworn, upon oath deposes and says: That he is the Legal Ad Rep of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published weekly at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates indicated.

1/22/2015
1/29/2015
2/5/2015

Sworn to before me this
5TH day of
FEBRUARY 2015


Notary Public

**ARTICLES OF
INCORPORATION OF
WICKENBURG RANCH
COMMUNITY**

ASSOCIATION, INC.

ARTICLE I ENTITY NAME
The name of the corporation is the **WICKENBURG RANCH COMMUNITY ASSOCIATION, INC.** (hereinafter called the "Association").

ARTICLE II DEFINITIONS

Terms used but not defined in these Articles shall have the meaning subscribed to such terms in that certain Declaration of Covenants, Conditions and Restrictions for Wickenburg Ranch, recorded in the Official Records of Yavapai County, Arizona, as the same may be amended from time to time (the "Declaration").

ARTICLE III NONPROFIT CORPORATION

The Association is formed as a non-stock, nonprofit corporation under the laws of the State of Arizona.

ARTICLE IV PRINCIPAL OFFICE

The mailing address of the initial principal office of the Association is 6800 N. Gainey Center Drive, Suite 350, Scottsdale, Arizona 85258.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to Arizona law. The Association is formed for the purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration. Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

(a) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights, and privileges which a corporation organized under Arizona law may now, or later, have or exercise.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

ARTICLE VI STATUTORY AGENT

The Association hereby appoints CT Corporation, whose address is 2390 East Camelback Road, Phoenix, Arizona 85016, as its lawful statutory agent upon whom all notices and processes, including service of summons may be served, and which, when served, shall be lawful, personal service upon the Association. The

Association may, at any time, appoint another statutory agent and the filing of each appointment shall revoke this or any other previous appointment of a statutory agent.

ARTICLE VII MEMBERS

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

ARTICLE VIII VOTING RIGHTS

Voting rights of the members of the Association shall be determined as set forth in the Declaration.

ARTICLE IX INCORPORATOR

The name and street address of the Incorporator is Robert D. Burton, whose address is 401 Congress Ave., Suite 2100, Austin, Texas 78701 (the "Incorporator"). All powers and duties of the Incorporator shall cease at the time these Articles of Incorporation are delivered to the Arizona Corporation Commission. To the fullest extent permitted by Arizona law, the Incorporator shall in no event be liable to the Association or its members for any action or failure to act taken by the Incorporator. No amendment or repeal of this Article shall apply to or have any effect on the liability or entitlement to indemnification or defense of the Incorporator with respect to any act or omission of the Incorporator occurring prior to any such amendment or repeal.

ARTICLE X BOARD OF DIRECTORS

The affairs of the Association shall be managed by an Initial Board of Directors consisting of three (3) individuals, who need not be Members of the Association. The Board shall fulfill all of the functions of, and possess all powers granted to, Boards of Directors of nonprofit corporations pursuant to Arizona law. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Initial Directors until the selection of their successors are:

Harold B. Looney 8800 N. Galney Center Drive Suite 350 Scottsdale, Arizona 85258

Richard D. Newman, Jr.
4222 E. Camelback Road
Suite H-100 Phoenix, Arizona 85018

Robert W. Williams 8900
N. Gainey Center Drive
Suite 350 Scottsdale, Arizona 85258

Each of the foregoing persons has consented to serve as a Director. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its sole discretion, may determine, as set forth in the Declaration.

ARTICLE XI LIMITATION OF DIRECTOR LIABILITY

A Director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a Director, except to the extent otherwise expressly provided by Arizona law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Director of the Association existing at the time of the repeal or modification.

ARTICLE XII INDEMNIFICATION

Pursuant to Arizona Revised Statutes § 10-3851, the Association may indemnify an individual made party to a proceeding because (1) the individual is or was a Director at the time the liability was incurred, if all the following conditions exist: (a) the individual's conduct was in good faith; (b) the individual reasonably believed that (i) in the case of conduct in an official capacity with the Association, that the conduct was in the Association's best interest, and (ii) in all other cases, that the conduct was at least not opposed to the Association's best interests; and (c) in the case of any criminal proceedings, that the individual had no reasonable cause to believe that the conduct was unlawful, or (2) the Director engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the Articles of Incorporation. However, no Director shall be indemnified, (a) in connection with a proceeding by or in the right of the Association in which the Director was adjudged liable to the Association; or b) in connection with a proceeding charging improper personal benefit to the Director, whether or not the charges involve action done in the Director's official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

ARTICLE XIII AMENDMENT

These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by a vote of the Members holding at least two-thirds of the total number of votes in the Association; provided, however, that until expiration or termination of the Development Period, the written consent of the Declarant shall also be required; provided further

that such vote of Members is not required with respect to any amendment to these Articles adopted for the sole purpose of complying with the requirements of any governmental or regulatory agency or any institutional lender authorized to fund, insure, or guarantee mortgages on Lots or Condominium Units, which amendments may be adopted by the Board of Directors without a vote of the Members, but otherwise approved by the Declarant until expiration or termination of the Development Period.

By the signature appearing below, the person named in Article IX (incorporator) above acknowledges under penalty of perjury that this document, together with any attachments, is submitted in accordance with Arizona law.

EXECUTED this 5th day of January, 2015.

INCORPORATOR:

By: /s/ Robert D. Burton

Printed Name: Robert D. Burton

Statutory Agent Acceptance

1. Entity Name - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation); Wickenburg Ranch Community Association

2. Statutory Agent Name - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). NOTE - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix: CT Corporation System

3. Statutory Agent Signature: By the signature appearing below the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

/s/ Kimberly Baggett
Kimberly Baggett Assistant Secretary 1/5/2015

(x) Entity as statutory agent; I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Published: January 22, 2015
29; February 5, 2015