AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED
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ARTICLES OF INCORPORATION
OF
THE RANCHES AT SANTA CATALINA COMMUNITY ASSOCIATION

ARTICLE I
Name

The name of the corporation is THE RANCHES AT SANTA CATALINA COMMUNITY ASSOCIATION, an Arizona non-profit corporation (the "Association"). Other terms used herein but not specifically defined herein shall have the same meaning given to them in the Declaration (as defined in Article III below).

ARTICLE II
Duration

The Association shall exist perpetually.

ARTICLE III
Purpose

To have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time) may now or hereafter have or exercise.

ARTICLE IV
Character of Affairs

The Association is organized to perform the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for The Ranches at Santa Catalina, recorded in the Official Records of the Pima County Recorder, as may be amended from time to time (the "Declaration"). In furtherance of the foregoing, the character of affairs which the Association initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation, and architectural control of that certain residential subdivision known as The Ranches at Santa Catalina, and to act in furtherance of the common good and general welfare of The Ranches at Santa Catalina community.

ARTICLE V
Statutory Agent

The name and address of the statutory agent of the Association is as follows:

Jason F. Wood, Esq.
Titus Brueckner & Levine PLC
8355 E. Hartford Drive, Suite 200
Scottsdale, AZ 85255

ARTICLE VI
Board of Directors

Until the termination of the Declarant Control Period, the directors of the Association shall be appointed by, and may be removed solely by, Declarant. After the termination of the Declarant Control Period, or at such earlier time as Declarant relinquishes its right to appoint the Board, the directors shall be elected by the Members in accordance with the Bylaws.

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 appointed or elected and qualified are as follows:

Thomas Lemon
c/o Maracay 91, LLC
15279 North Scottsdale Road, Suite 300
Scottsdale, AZ 85254

Cindy Paddock
c/o Maracay 91, LLC
15279 North Scottsdale Road, Suite 300
Scottsdale, AZ 85254

Nichole Schultz
c/o Maracay 91, LLC
15279 North Scottsdale Road, Suite 300
Scottsdale, AZ 85254

ARTICLE VII
Incorporator

Thomas Lemon
c/o Maracay 91, LLC
15279 North Scottsdale Road, Suite 300
Scottsdale, AZ 85254

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE VIII
Limitation of Director Liability

To the fullest extent allowable under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each director of the Association 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 formed) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such director. This provision intends to give all directors the full extent of immunity available under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time).

ARTICLE IX
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 choosing, to defend him or her in the action.

ARTICLE X
Principal Office

The principal office of the Association shall be located at 15279 North Scottsdale Road, Suite 300, Scottsdale, AZ 85254.

ARTICLE XI
Membership

The Association shall have members.

ARTICLE XII
Dissolution

Upon dissolution or liquidation of the Association, other than incident to a merger or consolidation, the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), and the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Association was created.

ARTICLE XIII
Amendments

These Articles may be amended by the written approval or affirmative vote, or any combination thereof, of sixty-seven percent (67%) of the total authorized votes in the Association; provided, however, that during the Declarant Control Period Declarant may unilaterally amend these Articles without a vote of the Members and without the consent or approval of any Owners or Members, or any other Person, and any amendment by the Members

during the Declarant Control Period shall, in order to be effective, require the prior written approval of Declarant.

Dated this 22nd day of May, 2015.

By: _____
Thomas Lemon, Incorporator

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of THE RANCHES AT SANTA CATALINA COMMUNITY ASSOCIATION effective this 2nd day of June, 2015.

By: _____
Name: Jason F. Wood
Title: Statutory Agent

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C0031

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

   The Ranches at Santa Catalina 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:**
   - ☒ 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	☑ 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	☑ 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	☑ 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.

Thomas Lemon
Name

c/o Maracay 91, LLC
Address 1

15279 North Scottsdale Road, Suite 300
Address 2

Scottsdale | AZ | 85254
City | State | Zip

UNITED STATES
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

Thomas Lemon
Printed Name

6.28.15
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.