AZ Corp. Commission

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THE RECORD REPORTER

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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SCOTTSDALE, AZ - 85255

AFFIDAVIT OF PUBLICATION

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Ad Description: THE RANCHES AT SANTA CATALINA COMMUNITY ASSOCIATION 20101463

I, Cathy L Fisher, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa (also publishing for Pima County), State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

06/19/2015, 06/22/2015, 06/24/2015

Cathy L Fisher

State Of Arizona)
)ss.
County Of Maricopa)

Subscribed and sworn to before me on the 19th day of June, 2015

HEATHER CLAYTON
Notary Public—Arizona
Maricopa County
Expires 07/31/2016

RR# 2762894

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 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 rights 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

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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: /s/Thomas Lemon, Incorporator

6/19, 6/22, 6/24/15

RR-2762894#