



**ARTICLES OF INCORPORATION
OF
PESCARA HOMEOWNERS ASSOCIATION**

**AZ CORPORATION COMMISSION
FILED**

**ARTICLE I
NAME**

FEB 07 2017

The name of the corporation is Pescara Homeowners Association **FILE NO. 21592045**

**ARTICLE II
DEFINED TERMS**

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Pescara recorded in the official records of the County Recorder of Maricopa County, Arizona, as such Declaration may be amended from time to time. As used in these Articles of Incorporation, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent. This corporation may be referred to in these Articles of Incorporation as the "Corporation" or as the "Association".

**ARTICLE III
KNOWN PLACE OF BUSINESS**

The known place of business of the Association shall be located at 890 W. Elliot Road, Suite 101, Gilbert, Arizona 85233.

**ARTICLE IV
STATUTORY AGENT**

The statutory agent for the Corporation is Christopher Clonts, whose address is 890 W. Elliot Road, Suite 101, Gilbert, Arizona 85233.

**ARTICLE V
PURPOSE OF THE ASSOCIATION**

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Association Maintained Property and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Community Documents or Arizona law. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Association Maintained Property and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Community Documents.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Community Documents. The provisions of the Declaration pertaining to classes of membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE VIII
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 qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Christopher Clonts	890 W. Elliot Road, Suite 101 Gilbert, Arizona 85233
Robert Zambie	890 W. Elliot Road, Suite 101 Gilbert, Arizona 85233
Laura McPherson	890 W. Elliot Road, Suite 101 Gilbert, Arizona 85233

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members.

ARTICLE IX
OFFICERS

The names and addresses of the initial officers of the Association who shall serve until their successors are elected and qualify are as follows:

Robert Zambie - President
890 W. Elliot Road, Suite 101
Gilbert, Arizona 85233

Laura McPherson - Secretary
890 W. Elliot Road, Suite 101
Gilbert, Arizona 85233

Christopher Clonts - Treasurer
890 W. Elliot Road, Suite 101
Gilbert, Arizona 85233

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed: (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests; (b) in all other cases, that the conduct was at least not opposed to its best interests; and (c) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by Members holding at least two-thirds (2/3) of the Eligible Votes. Any amendment to these Articles of Incorporation must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment is approved by the Members. During the Declarant Control Period, the Declarant shall have the right to unilaterally amend these Articles of Incorporation to comply with or make the these Articles of Incorporation consistent with any applicable federal, state or local law, ordinance or regulation, whether existing at the time these Articles of Incorporation were filed with the Arizona Corporation Commission or enacted thereafter or to correct any error or inconsistency or resolve any ambiguity in these Articles of Incorporation. After the termination of the Declarant Control Period, the Board, without a vote of the Members, shall have the right to amend the these Articles of Incorporation to comply with or make the Declaration consistent with any applicable federal, state or local law, ordinance or regulation, whether existing at the time these Articles of Incorporation were filed with the Arizona Corporation Commission or enacted thereafter or to correct any error or inconsistency or resolve any ambiguity in these Articles of Incorporation.

ARTICLE XIII
DISSOLUTION

The Association may be dissolved by the affirmative vote of Members holding not less than two-thirds (2/3) of the Eligible Votes. Upon dissolution of the Association, other than incident to a merger or consolidation, 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. 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 or as otherwise provided in the plan of dissolution approved by the Members. Any dissolution of the Association must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the dissolution is approved by the Members.

ARTICLE XIV
DURATION

The Association shall exist perpetually.

ARTICLE XV
ASSESSMENTS AND FEES

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Community Documents.

ARTICLE XVI
INCORPORATOR

The name and address of the incorporator of the Association is:

Name

Address

Robert Zambie

890 W. Elliot Road
Suite 101
Gilbert, Arizona 85233

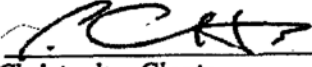
Dated this 7 day of February, 2017.


Robert Zambie

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 1 day of February, 2017.



Christopher Clonts

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Pescara Homeowners Association

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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 execution of this certificate?
 2. Been 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 execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes ___ No X ___

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of Case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes ___ No X ___

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

- D. The Fiscal year end adopted by the corporation is December 31.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Robert Zambie DATE 2/7/2007 BY _____ DATE _____
Robert Zambie

TITLE: Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.