

ARIZONA CORP COMMISSION
FILED

APR 20 2018

FILE NO. 22740372

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MAR 29 2018

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

ARTICLES OF INCORPORATION NONPROFIT CORPORATION

Read the Instructions C011i

1. **ENTITY NAME** - see Instructions C011i for naming requirements - give the exact name of the corporation:

Whitewing at Whisper Ranch Homeowners Association

2. **CHARACTER OF AFFAIRS** - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

The Association shall exist as a homeowners association to carry out the functions set forth in the D₁

3. **MEMBERS - check one:** The corporation WILL have members.
 The corporation WILL NOT have members.

4. **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:**

4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- Yes - go to number 5 and continue
 No - go to number 4.2 and continue

4.2 If you answered "No" to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Toll Bros., Inc.		
Attention (optional)		
8767 East Via de Ventura		
Address 1		
Suite 390		
Address 2 (optional)		
Scottsdale	AZ	85258
City	State or Province	Zip
Country	UNITED STATES	

5. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box and complete and attach the Director Attachment form C082.

Robert Rasmussen			Mark Maloney		
Name Toll Bros., Inc.			Name Toll Bros., Inc.		
Address 1 8767 E. Via de Ventura, Suite 390			Address 1 8767 E. Via de Ventura, Suite 390		
Address 2 (optional) Scottsdale		AZ	85258		
City	State or Province	Zip		City	State or Province
Country	UNITED STATES			Country	UNITED STATES
Jeffrey Luke					
Name Toll Bros., Inc.			Name		
Address 1 8767 E. Via de Ventura, Suite 390			Address 1		
Address 2 (optional) Scottsdale		AZ	85258		
City	State or Province	Zip		City	State or Province
Country	UNITED STATES			Country	
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip		City	State or Province
Country				Country	

6. STATUTORY AGENT - see Instructions C011i

6.1 REQUIRED - give the name (can be an individual or an entity) and <i>physical or street address</i> (not a P.O. Box) in Arizona of the statutory agent:			6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
Curtis Ekmark					
Statutory Agent Name (required)					
Attention (optional) 1400 E. Southern Ave. Suite 400			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Tempe		AZ	85282		
City	State	Zip		City	State
					Zip
6.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.					

7. **REQUIRED** - you must complete and submit with the Articles a Certificate of Disclosure.
The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.
8. **INCORPORATORS** - list the name and address, and the signature, of each and every incorporator - minimum of one is required. If more space is needed, check this box and complete and attach the Incorporator Attachment form C084.

Robert Rasmussen
Name

Toll Bros., Inc.
Address 1

8767 E. Via de Ventura, Suite 390
Address 2 (optional)


Scottsdale	AZ	85258
City	State	Zip

UNITED STATES
Country

SIGNATURE - see Instructions C0111:

By 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

Rob Rasmussen
Printed Name

3/29/18
Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Mark Maloney
Name

Toll Bros., Inc.
Address 1

8767 E. Via de Ventura, Suite 390
Address 2 (optional)

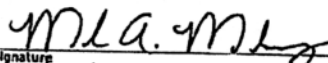
Scottsdale	AZ	85258
City	State	Zip

UNITED STATES
Country

SIGNATURE - see Instructions C0111:

By 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

Mark A. Maloney
Printed Name

3/29/18
Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$40.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
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.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

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

Whitewing at Whisper Ranch 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 five-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 five-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 five-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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.

Rob Rasmussen
 Name
 767 E. Via de Ventura
 Address 1
 Suite 390
 Address 2
 Scottsdale AZ 85258
 City State Zip
 Country UNITED STATES

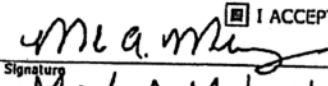
Mark Maloney
 Name
 767 E. Via de Ventura
 Address 1
 Suite 390
 Address 2
 Scottsdale AZ 85258
 City State Zip
 Country UNITED STATES

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
 Rob Rasmussen
 Printed Name
 3/29/18
 Date

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
 Mark A. Maloney
 Printed Name
 3/29/18
 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.

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

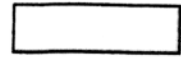
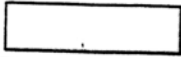
Officer - I am an officer of the corporation submitting this Certificate

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
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STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

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):
Whitewing at Whisper Ranch Homeowners 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:
Curtis Ekmark

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.

Curtis Ekmark

3/26/18

Signature

Printed Name

Date

REQUIRED – check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> 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.
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Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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