

CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: HERITAGE POINTE HOMEOWNERS
ASSOCIATION
ENTITY ID: 7852085
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 02/12/2021

FELONY JUDGEMENT 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 percent of any other proprietary, beneficial or membership interest in the corporation 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 signing of this certificate? NO

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? NO

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: NO

The violation of fraud or registration provisions of the securities laws of that jurisdiction;

The violation of the consumer fraud laws of that jurisdiction;

The violation of the antitrust or restraint of trade laws of that jurisdiction?

BANKRUPTCY QUESTION

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? NO

SIGNATURE

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.

Incorporator: Jamison Hendricks - 02/23/2021

Incorporator: Michael Brown - 02/23/2021

ARTICLES OF INCORPORATION

OF

HERITAGE POINTE HOMEOWNERS ASSOCIATION

ARTICLE I NAME

The name of the corporation is Heritage Pointe Homeowners Association.

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 Heritage Pointe to be recorded in the official records of the County Recorder of Yavapai County, Arizona, as such Declaration may be amended from time to time.

ARTICLE III KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 1600 W. Broadway, Suite 200, Tempe, AZ 85282.

ARTICLE IV STATUTORY AGENT

Amanda Shaw, whose address is c/o AAM, LLC | 1600 W. Broadway, Suite 200, Tempe, AZ 85282 is hereby appointed and designated as the initial statutory agent for the corporation.

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 Areas of Association Responsibility 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 these Articles of Incorporation, the Bylaws, the Declaration, the Association Rules and the Design Guidelines (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
MEMBERSHIP AND VOTING RIGHTS

The Association shall have Members. 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 VII
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>Address</u>
Michael Brown	1600 W. Broadway, Suite 200 Tempe, AZ 85282
Timothy Morris	1600 W. Broadway, Suite 200 Tempe, AZ 85282
Jamison Hendricks	1600 W. Broadway, Suite 200 Tempe, AZ 85282

Directors shall be elected or appointed to the Board pursuant to the procedures set forth in the Bylaws. The number and terms of the directors and the qualifications for directors shall be set forth in the Bylaws.

ARTICLE VIII
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

Michael Brown	President	1600 W. Broadway, Suite 200 Tempe, AZ 85282
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Timothy Morris Vice President 1600 W. Broadway, Suite 200
Tempe, AZ 85282

Jamison Hendricks Secretary/Treasurer 1600 W. Broadway, Suite 200
Tempe, AZ 85282

ARTICLE IX
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 IX 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 X
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 director or officer 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. The intent of this Article X is to require the Association to indemnify its directors and officers to the greatest extent permitted by the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article X 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 XI
AMENDMENTS

During the Declarant Control Period, these Articles of Incorporation may be amended by the Board of Directors. Thereafter, 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.

ARTICLE XII **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. 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 XIII **DURATION**

The Association shall exist perpetually.

ARTICLE XIV **ASSESSMENTS AND FEES**

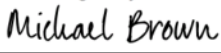
Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Community Documents.

ARTICLE XV **INCORPORATORS**

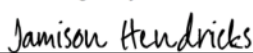
The name and address of the incorporators of the Association is:

<u>Name</u>	<u>Address</u>
Michael Brown	1600 W. Broadway, Suite 200 Tempe, AZ 85282
Jamison Hendricks	1600 W. Broadway, Suite 200 Tempe, AZ 85282

Dated this 12th day of February, 2021.

DocuSigned by:


8324DEC792BC4E1
Michael Brown
Incorporator

DocuSigned by:


509362F8B152468
Jamison Hendricks
Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for Heritage Pointe Homeowners Association, 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 12th day of February, 2021.

DocuSigned by:

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Amanda Shaw
Statutory Agent