

**ARTICLES OF INCORPORATION
OF
SONORAN TRAILS COMMUNITY ASSOCIATION, INC.
an Arizona Nonprofit Corporation**

Pursuant to A.R.S. § 10-11002 and § 10-11007, the undersigned, as incorporator, for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Sonoran Trails Community Association, Inc. ("Association").

**ARTICLE II
NONPROFIT CORPORATION**

The Association is formed as a nonprofit corporation under Arizona law.

**ARTICLE III
DURATION**

The Association shall have perpetual duration, subject to Arizona law and the dissolution rights set forth in Article XII.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Association is 8767 E. Via De Ventura, Suite 390, Scottsdale, Arizona, 85258.

**ARTICLE V
DEFINITIONS**

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Sonoran Trails (the "Declaration"), which shall be recorded in Maricopa County, Arizona.

**ARTICLE VI
PURPOSE**

The Association is organized and shall be operated as a nonprofit corporation for the purposes set forth for the "Association" as provided in the Declaration, these Articles of Incorporation, the Bylaws for the corporation, and for conducting any or all lawful affairs for which corporations maybe incorporated under Title 10, Chapter 5, Arizona Revised Statutes. The

character of affairs which the corporation conducts in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers and prerogatives under the Declaration.

ARTICLE VII POWERS

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration.

ARTICLE VIII MEMBERSHIP AND VOTING RIGHTS

The corporation will have members. Each Owner of a Lot subject to the Declaration shall automatically be a Member of the Association, and each Member's voting rights shall be determined as provided in the Declaration.

ARTICLE IX BOARD OF DIRECTORS

The initial board of directors (the "Board") shall consist of not less than three (3) members, subject to increase as provided in the corporation's Bylaws. Notwithstanding anything set forth in these Articles, the Bylaws or the Declaration, the Declarant shall have the ability to appoint and remove all directors of the Board until the expiration of the Declarant Control Period. The number of directors may be altered from time to time by the Board of Directors at any regular or special meeting of the Board called for such purpose, but only within the limits prescribed by these Articles and the Bylaws.

The names and addresses of the persons who are to serve as the directors until their successors are elected and qualified are:

1. Aaron Eckersley, President
8767 E. Via De Ventura, Suite 390
Scottsdale, AZ 85258
2. Krista Jauregui, Treasurer
8767 E. Via De Ventura, Suite 390
Scottsdale, AZ 85258
3. Chris Stair, Secretary
8767 E. Via De Ventura, Suite 390
Scottsdale, AZ 85258

**ARTICLE X
AMENDMENTS AND BYLAWS**

These Articles of Incorporation may be amended upon a resolution duly adopted by the Board of Directors and approved by the written consent of Members representing two-thirds (2/3) of the total votes in the Association, and the consent of the Declarant for so long as Declarant owns any Lots subject to the Declaration; provided, no amendment may be in conflict with the Declaration, and provided further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration. The Association's Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manners provided in the Bylaws.

**ARTICLE XI
INDEMNIFICATION**

The Association shall indemnify each and every officer and director of the Association (including, for purposes of this Section, former officers and directors of the Association) against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or directors of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the Board serving at the time of such settlement) to which he or she may be a party by reason of being or having been an officer or director of the Association, provided that (a) the Board of Directors determines in good faith that such person or entity did not act, fail to act, or refuse to act with gross negligence or with wrongful, fraudulent or criminal intent in regard to the matter involved in the action, and (b) such persons shall not be indemnified for their own individual willful misfeasance, malfeasance, misconduct or bad faith, as determined in the sole discretion of the Board of Directors. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except indirectly to the extent that such officers or directors may also be Members of the Association and therefore subject to Assessments hereunder to fund a liability of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless from and against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive for any other rights to which any officer or director, or former officer or director of the Association, may be entitled.

If the Board deems it appropriate, in its sole discretion, the Association may advance funds to or for the benefit of any director or officer (or former director or officer) of the Association who may be entitled to indemnification hereunder to enable such person to meet ongoing costs and expenses of defending himself or herself in any action or proceeding brought against such person by reason of his or her being, or having been, an officer or director of the Association and/or the Board may tender the claims against any director or officer (or former director or officer) of the Association to the Association's insurer(s) and, in the event such claims are tendered and defense and indemnity are provided under a policy of insurance held by the Association, the Association's obligations under this Article XI shall be deemed satisfied.

In the event it is ultimately determined by the Board of Directors that a current of former officer or director to whom, or for whose benefit, funds were advanced pursuant to the preceding

sentence does not qualify for indemnification pursuant to this Section or otherwise under the Articles, Bylaws or applicable law, such current or former officer or directors shall promptly upon demand repay to the Association the total of such funds advanced by the Association to him or her, or for his or her benefit, with interest (should the Board so elect) at a rate not to exceed ten percent (10%) per annum from the date(s) advanced until paid.

Notwithstanding anything to the contrary expressed herein, the Board of Directors shall have the right to refuse indemnification as to expenses in any instance in which the person or entity to whom indemnification would otherwise have been applicable shall have incurred expenses without approval by the Board of Directors which are excessive and unreasonable in the circumstances and are so determined by the Board of Directors, and as to expenses, judgments, or penalties in any instance in which such person or entity shall have refused unreasonably to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or it in the action or to compromise and settle the action. The Corporation shall also indemnify the employees and direct agents of the Corporation in the same manner and with the same limitations as provided above with respect to directors and officers.

This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (c), inclusive, of Section 10-1029(A)(8), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

ARTICLE XII DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except the Association may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purpose. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those which they were required to be devoted by the Association. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

ARTICLE XIII INCORPORATORS

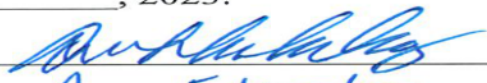
The incorporator is Aaron Eckersley, whose address is 8767 E. Via De Ventura, Suite 390, Scottsdale, AZ 85258. All powers, duties and responsibilities of the incorporators, acting in their

capacity as the incorporators, shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission.

**ARTICLE XIV
STATUTORY AGENT**

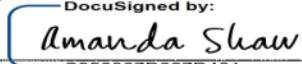
The Association hereby appoints Amanda Shaw whose address is 1600 W Broadway Rd, Suite 200, Tempe, AZ 85282, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filings of such an appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of April, 2023.

By: 
Aaron Eckersley, Incorporator

CONSENT TO ACT AS STATUTORY AGENT

The undersigned having been designated to act as the Statutory Agent of the Sonoran Trails Community Association consents to act in such capacity until removal or resignation. Undersigned hereby reserves the right to resign as statutory agent in accordance with the provisions of the Arizona Revised Statutes.

By:  DocuSigned by:
C958067D827D401...
Name: Amanda Shaw

CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: Sonoran Trails Community Association, Inc.
ENTITY ID: 23519514
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 04/24/2023

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: Aaron Eckersley - 04/24/2023