

## CERTIFICATE OF DISCLOSURE

### ENTITY INFORMATION

ENTITY NAME: ORCHARD COMMUNITY ASSOCIATION  
ENTITY ID: 23676301  
ENTITY TYPE: Domestic Nonprofit Corporation  
EFFECTIVE DATE/TIME: 05/02/2024

### 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 - 05/31/2024

**ARTICLES OF INCORPORATION  
OF  
ORCHARD COMMUNITY ASSOCIATION**  
an Arizona Nonprofit Corporation

**ARTICLE I  
NAME**

The name of the corporation is the Orchard Community Association (“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 XI.

**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 Orchard Community Association, 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 may be 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 Association shall have Members. The Members of the Association and their voting rights shall be determined as provided in the Declaration.

**ARTICLE IX  
BOARD OF DIRECTORS**

The board of directors (the “Board”) shall consist of not less than five (5) 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 Declarant no longer owns any Lots in the Association. The number of directors may be altered from time to time by resolution of a majority vote of 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 initial directors are as follows:

<b>Name</b>	<b>Office/Title</b>	<b>Address</b>
Aaron Eckersley	President	8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 85258
Kevin Ellsworth	Vice President	8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 85258
Erik Zahnow	Treasurer	8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 85258
Aaron Eckersley	Director	8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 85258

**ARTICLE X  
AMENDMENTS AND BYLAWS**

Until termination of the Declarant Control Period, the Declarant may amend the Articles for any purpose, and without the consent or approval of any Owners or Members, or any other Person. After the Declarant Control Period, the amendment of the Articles shall require:

- (1) The affirmative vote of Members holding a majority of the votes in the Association or two-thirds (2/3) of those voting at a meeting called for that purpose;
- (2) The approval of the Board; and
- (3) The affirmative vote of Declarant so long as Declarant owns any land within the Property or the Annexable Property.

Notwithstanding the foregoing, the percentage of the voting power of the Members or of Members other than Declarant necessary to amend a specific clause or provision in the Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

### **ARTICLE XI DISSOLUTION**

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 XII INCORPORATORS**

The incorporator is: Aaron Eckersley, whose address is 8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 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 XIII STATUTORY AGENT**

The Association hereby appoints Aaron Eckersley, whose address is 8767 E Via De Ventura, Suite 390, Scottsdale, Arizona 85258, 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 30<sup>th</sup> day of April, 2024.

By:   
Aaron Ekersley, Incorporator

**THE APPLICATE FOR THE NAME RESERVATION IS TOLL BROTHERS**