

APR 14 2017

FILE NO. 2178207-1

ARTICLES OF INCORPORATION
FOR
RANCHO REINA HOMEOWNERS ASSOCIATION

ARTICLE I
NAME AND PERPETUAL DURATION

The name of the corporation is Rancho Reina Homeowners Association, hereinafter called the "Corporation". The Corporation is a non-profit corporation under Arizona law. The period of duration shall be perpetual.

ARTICLE II
STATUTORY AGENT

Platinum Management Inc., whose address is 7225 E. Broadway Blvd, Suite 140, Tucson, Arizona, 85710 is the statutory agent of this Corporation.

ARTICLE III
ADDRESS OF THE CORPORATION

The address of the known place of business of the Corporation is 7225 E. Broadway Blvd, Suite 140 Tucson, Arizona 85710.

ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to promote the health, safety and welfare of its Members and to provide for architectural control of the Covered Property, as that term is defined in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Rancho Reina recorded in the office of the PIMA County Recorder (the "Declaration"). The Corporation shall also provide for the maintenance and preservation of certain other Common Areas and other areas of responsibility of the Corporation. Any capitalized terms not otherwise defined herein shall have the meanings assigned to them by the Declaration.

The Corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from Federal Income Tax under Section 528 of the

Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Law.

ARTICLE V
MEMBERSHIP

Membership shall be determined as provided in the Declaration. Each Owner's Membership in the Association, except for Declarant as provided in the Declaration, shall be appurtenant to and may not be separated from ownership of the Lot to which the Membership is attributable.

ARTICLE VI
VOTING RIGHTS

The Members' voting rights shall be determined as provided in the Declaration. There shall be two (2) classes of membership, Class A and Class B, with the Class B converting to Class A as more specifically provided in the Declaration. The Class B shall be the Declarant and any Declarant Affiliate (as defined in the Declaration), and the Class A shall be all other Owners of Lots within the Covered Property. Voting shall be as determined in the Bylaws, with the Class B Member having such rights and privileges as contained therein, including rights during the Declarant Control Period, and right to disapprove actions of the Board of Directors of the Corporation.

ARTICLE VII
INITIAL BUSINESS

The character of business that the Corporation initially intends actually to conduct in this state is the operation of a homeowners association and the maintenance of such Common Areas and other properties as may be described in the Declaration as areas of responsibility of the Corporation.

ARTICLE VIII
BOARD OF DIRECTORS

The number, qualifications and term of each of the Directors shall be provided in the Bylaws of the Corporation. The names and addresses of the persons elected to serve as Directors until the next annual meeting of Members or until their successors are elected and qualified are:

Rick Morris
3091 West Ina Road
Tucson, AZ 85741

Fillmore Hirohata
3091 West Ina Road
Tucson, AZ 85741

Paula Hinman
3091 West Ina Road
Tucson, AZ 85741

ARTICLE IX
ORIGINAL INCORPORATORS

The original incorporator is Rick Morris, whose address is 3091 West Ina Road, Tucson, AZ 85741

ARTICLE X

ARTICLE XI
DISSOLUTION

The Corporation may be dissolved only in accordance with the provisions of the Declaration and in accordance with the Arizona law. Any dissolution shall be approved in writing by the holders of not less than seventy-five (75%) percent of the total Class A votes in the Association, and the consent of the Declarant so long as it owns any portion of the Covered Property or Annexable Property. Upon dissolution, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XII
LIMITATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the Corporation for monetary damage for any action or failure to take any action as a director is eliminated to the fullest extent permitted by A.R.S. §10-3202(B)(1), as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

