

AZ CORPORATION COMMISSION
FILED

JAN 27 2006

FILE NO. 1256017-0

AZ Corp. Commission



01471438

Articles of Incorporation of Tierra Verde Community Association

AZ CORPORATION COMMISSION
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FEB 10 2006

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In compliance with the requirement of §10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

Article 1 Name

The name of the corporation is Tierra Verde Community Association

Article 2 Defined Terms

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Tierra Verde to be recorded hereafter in the Official Records of Yavapai County Recorder, Yavapai County, Arizona, as such Declaration may be amended from time to time.

Article 3 Known Place of Business

The known place of business shall be located at 195 W Hwy 89A, Sedona, Arizona, 86336.

125647.0

Article 4 Statutory Agent

Karen D Dunlap, whose address is 195 W Hwy 89A, Sedona, Arizona, 86336 and who has been a bona fide resident of the State of Arizona for more than three (3) past years, is hereby appointed and designated as the initial statutory agent for the corporation.

Article 5 Purpose for the Association

The object and purpose for which this Association is organized is to provide the management, maintenance and care to the Areas of Association Responsibility and other property owned by the Association of property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. 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 6 Character of Business

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

Article 7 Membership and Voting Rights

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 Project Documents. The provisions of the Declaration pertaining to classes of Membership and the voting right of the Members are incorporated in these Articles of Incorporation by reference.

Article 8 Board of Directors

125607-0

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director for the Association who shall serve until his successors are elected and qualify is as follows:

Name	Mailing Address
Kevin M Dunlap	PO Box 2094 Sedona AZ 86339

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that (i) the Board, so long as there is a Class B Membership, may amend the Bylaws without a vote of the Members, and (ii) the Declarant, so long as there is a Class B Membership, and thereafter the Board, without a vote of the Members and without the consent of any First Mortgagee, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant or the Association.

Article 9 Officers

The following person shall be the initial officer of the Association and shall hold the positions opposite his name until his successors have been elected and qualify:

Name	Mailing Address
Kevin M Dunlap	PO Box 2094 Sedona AZ 86339

Article 10 Limitation on Liability of Directors

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article 10 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 11 Indemnification

1256017.0

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 Member, director, officer, employee or agent of the Association against expenses, including attorney 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 (i) in the case of conduct in an official capacity with Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case on 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 Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article 11 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 12 Amendments

These Articles may be amended by Members who own not less than seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Declarant, so long as there is a Class B Membership, and thereafter the Board, without a vote of the Members and without the consent of any First Mortgagee, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration, or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot or any other property within the Project, any amendment to these Articles must be approved in writing by the Declarant.

Article 14 Duration

The corporation shall exist perpetually.

Article 15 Assessments and Fees

1256017.0


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

**Article 16
Incorporator**

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

Name	Mailing Address
Kevin M Dunlap	PO Box 2094 Sedona AZ 86339

DATED THIS 28TH DAY OF FEB. 28, 2006



KEVIN M. DUNLAP

Acceptance of Appointment as Statutory Agent

The undersigned, having been designated to act as statutory agent for this corporation, 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 1 Day of JAN 06



COMMISSIONERS
JEFF HATCH-MILLER - Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
Executive Director

DAVID RABER
Director, Corporations Division

March 8, 2006

KEVIN M. DUNLAP
195 W HIGHWAY 89-A
SEDONA, AZ 86339

RE: TIERRA VERDE COMMUNITY ASSOCIATION
File Number: -1256017-0

We are pleased to notify you that your Articles of Incorporation were filed on February 28, 2006.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have questions or need of further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,

Linda Johnson
Examiner
Corporations Division

CF:04

REV. 01/2004

amb. MAILED ON 5/2/06 TO
Corp. Comm.

**AFFIDAVIT OF PUBLICATION
For Corporation Commission**

SEDONA RED ROCK NEWS

P.O. Box 619

Sedona, AZ 86339

(928) 282-7795 - FAX (928) 282-9594

STATE OF ARIZONA
COUNTY OF YAVAPAI

I, Guadalupe Pollock, am authorized by the publisher as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Sedona Red Rock News is a newspaper which is published twice a week, is of general circulation and is in compliance with the Arizona Revised Statutes SS 10-140.34 & 39-201.A & B. (Please note, publication has to be completed within 60 days of filing.) The notice will be/has been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION

- 1) 3-24-06
- 2) 3-29-06
- 3) 3-31-06

THE NAME OF THE CORPORATION

Tierra Verde Community Association

CORPORATE FILE NUMBER

1256017-0

Note: This number is found on a top corner of the Commission approved document.

TYPE OF DOCUMENT

Articles of Incorporation

Example: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of information; application for authority; articles of organizations; amendment; Etc.

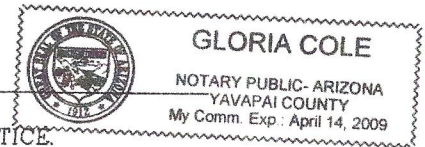
AUTHORIZED SIGNATURE

Guadalupe Pollock

SUBSCRIBED AND SWORN TO BEFORE ME ON THE
30th DAY OF March, 2006

NOTARY SIGNATURE:

Gloria Cole



IT IS NOT NECESSARY TO ATTACH A CLIP OF THE PUBLISHED NOTICE.