

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.

ARTICLE XIII
INDEMNIFICATION

The Corporation may indemnify any person against liability and expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by A.R.S. §§10-3851 and 10-3856, as such provisions may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code. Any indemnification hereunder shall be made by the Corporation only as authorized by the Board of Directors pursuant to A.R.S. §10-3855, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or was serving at the request of the Corporation as a director or officer, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have had the power to indemnify him against such liability under this Article.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled to by law, including mandatory indemnification under A.R.S. §10-3852.

ARTICLE XIV
DISPUTE RESOLUTION

As more specifically set forth in the dispute resolution sections of the Declaration, the Corporation is limited in the manner in which it may bring civil actions. The procedures prescribed in the Declaration are in addition to and shall not be construed to conflict with any requirements under the laws of the State of Arizona.

ARTICLE XV
AMENDMENT

A. By Class B Member. Prior to termination of the Declarant Control Period, the Class B Member may unilaterally amend these Articles. Thereafter, the Class B Member may unilaterally amend these Articles at any time and from time to time if such amendment is necessary (i) to bring any provision into compliance with any applicable governmental statute, rule or regulation, or judicial determination; (ii) to enable any reputable title insurance company to issue title insurance coverage on the Lots; or (iii) to enable any institutional or governmental lender, purchaser, insurer or

guarantor of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to make, purchase, insure or guarantee mortgage loans on the Lots. So long as the Class B Membership exists, the Class B Member may unilaterally amend these Articles for any other purpose, provided the amendment has no material adverse effect upon any right of any Member.

B. By Members Generally. Except as provided above, these Articles may be amended only by the affirmative vote or written consent, or any combination hereof, of Voting Members representing 51% of the total Class A votes in the Association, and the consent of the Declarant so long as it holds a Class A or Class B Membership. In addition, the approval requirements set forth in the Declaration shall be met, if applicable. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

C. Validity of Amendments. No amendment may remove, revoke, or modify any right or privilege of Declarant or the Class B Member without the written consent of Declarant, the Class B Member, or the assignee of such right or privilege.

ARTICLE XVI CONFLICTS

In the case of any conflict between the terms hereof and the Declaration, the Declaration shall always control, and in the case of a conflict with the Bylaws, these Articles of Incorporation shall control.

DATED: 4/12/2017

INCORPORATOR

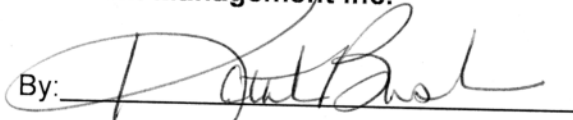

Rick Morris

CONSENT OF STATUTORY AGENT

Platinum Management Inc., having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed or its resignation is submitted.

DATED: 4/12/2017

Platinum Management Inc.

By: 

Name: Kathleen Buske

Title: President / CEO

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

Rancho Reina Homeowners Association

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT 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 per cent of any other proprietary, beneficial or membership interest in the corporation been:

- | | | | |
|------------|--|------------------------------|--|
| 4.1 | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.2 | 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 five-year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.3 | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following:
a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;
b. The violation of the consumer fraud laws of that jurisdiction;
c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

- 4.4** If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.

5. BANKRUPTCY QUESTION:		
5.1	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5.2	If the answer to number 5.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.	

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Rick Morris
Name

3091 West Ina Road
Address 1

Address 2
Tucson AZ 85741

City State Zip
Country UNITED STATES

Name

Address 1

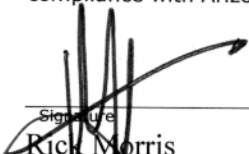
Address 2

City State Zip
Country

SIGNATURE – see Instructions C003i:

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.

I ACCEPT


Signature
Rick Morris
Printed Name

4/12/2017
Date

REQUIRED – check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE – see Instructions C003i:

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.

I ACCEPT

Signature

Printed Name

Date

REQUIRED – check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Rancho Reina Homeowners Association

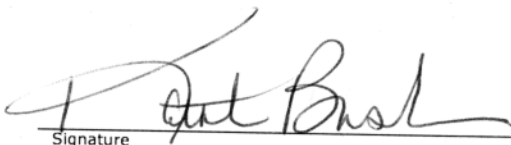
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Platinum Management Inc.

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Signature

Kathleen Buske, President/CEO

Printed Name

04/12/2017

Date

REQUIRED – check only one:

Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.

Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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