

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 08/18/1995

consisting of 7 pages, is a true and complete copy of the original of said document on file with this office for:

**QUEEN CREEK RANCHETTES II HOMEOWNERS ASSOCIATION
ACC file number: -0755851-1**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
February 12, 2014.



Jodi A. Jerich

Jodi A. Jerich, Executive Director

By: *Jeffrey A. Barker*

JEFFREY A BARKER

1 3 0 1 1 3 3 1 9
ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1004

PLEASE SEE REVERSE SIDE

QUEEN CREEK RANCHETTES II
HOMEOWNERS ASSOCIATION
EXACT CORPORATE NAME

CHECK APPROPRIATE BOXES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- Have 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 execution of this Certificate.
 - Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - Involved the violation of the consumer fraud laws of that jurisdiction; or
 - Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- Full name and prior name(s) used.
- Full birth name.
- Present home address.
- Prior addresses (for immediate preceding 7-year period).
- Date and location of birth.
- Social Security number.
- The nature and description of each conviction or judgment action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) as a stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES NO

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- Name and address of the corporation.
- Full name, including alias and address of each person in control.
- State(s) in which the corporation:
 - Was incorporated.
 - Has transacted business.
- Dates of corporate operation.
- A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

AUG 22 1995

Under penalty of law the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

BY _____ DATE _____

TITLE _____

BY *Richard J. Gray* DATE *7/29/95*

TITLE *INCORPORATOR*

BY _____ DATE _____

TITLE _____

BY _____ DATE _____

TITLE _____

FISCAL DATE *1/1-12/31*

4 5 0 3 0 0 0 2

ARTICLES OF INCORPORATION
OF
QUEEN CREEK RANCHETTES II HOMEOWNERS ASSOCIATION

Aug 18 11 29 11 '95
248-18
0755-851-1

In compliance with the requirements of § 10-1001, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I

NAME

The name of the corporation is Queen Creek Ranchettes II Homeowners Association.

OK ME

ARTICLE II

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 Queen Creek Ranchettes II recorded at Recorder's No. 95-0396012, records of Maricopa County, Arizona.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 10617 N. Hayden Road, Suite B-102, Scottsdale, Arizona 85260.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyekman, whose address is 6750 East Camelback Road, Suite 104, Scottsdale, Arizona, 85251, and who has been a bona fide resident of the State of Arizona for more

than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Common Area and other property owned by the Association or 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 VI

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 Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
William H. Jury	10617 N. Hayden Road Suite B-102 Scottsdale, AZ 85260
William B. Hubbard, Jr.	10617 N. Hayden Road Suite B-102 Scottsdale, AZ 85260
G. Wayne Neill	10617 N. Hayden Road Suite B-102 Scottsdale, AZ 85260

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 the Declarant, so long as the Declarant owns any Lot, and thereafter, the Board, without a vote of the members, may amend the Bylaws in order to conform the Bylaws 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.

ARTICLE IX

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

William H. Jury	-	President
William B. Hubbard, Jr.	-	Vice President
G. Wayne Neill	-	Secretary/Treasurer

ARTICLE X

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.

ARTICLE XI

AMENDMENTS

These Articles may be amended by Members representing at least 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 the Declarant owns any Lot, and thereafter, the Board, without a vote of Members, 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, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by owners representing not less than two-thirds (2/3) of the authorized votes in each class of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

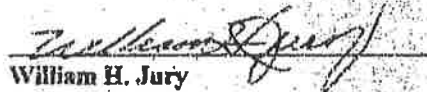
ARTICLE XIV

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William H. Jury	10617 N. Hayden Road Suite B-102 Scottsdale, AZ 85260

Dated this 26th day of July, 1995.



William H. Jury

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 16th day of August, 1995.



Donald E. Dyckman

**QUEEN CREEK RANCHETTES
HOMEOWNERS ASSOCIATION, INC.,
an Arizona nonprofit corporation
P.O. Box 8937
Scottsdale, Arizona 85252**

June 14, 1994

Arizona Corporation Commission
1300 West Washington Street
Phoenix, Arizona 85007

Re: Consent

Gentlemen:

The undersigned corporation hereby consents to the incorporation of a nonprofit corporation under the name of "Queen Creek Ranchettes II Homeowners Association".

Yours truly,

**QUEEN CREEK RANCHETTES
HOMEOWNERS ASSOCIATION,
INC., an Arizona nonprofit
corporation**

By 
William H. Jury
Its President