

ARTICLES OF INCORPORATION
OF
WESTERN CROSSING HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
ENTITY NAME

The name of the corporation is the Western Crossing Homeowners Association, Inc. (hereinafter called the "Association").

ARTICLE II
DEFINITIONS

Terms used but not defined in these Articles shall have the meanings ascribed such terms in that certain Declaration of Covenants, Conditions and Restrictions for Western Crossing, recorded, or to be recorded, in the Official Records of Pinal County, Arizona, as the same may be amended from time to time (the "Declaration").

ARTICLE III
NONPROFIT CORPORATION

The Association is formed as a non-stock, nonprofit corporation under the laws of the State of Arizona.

ARTICLE IV
PRINCIPAL OFFICE

The mailing address of the initial principal office of the Association is 2525 West Frye Road, Suite 100, Chandler, Arizona 85224.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to Arizona law. The Association is formed for the purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration. Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

(a) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights, and privileges which a corporation organized under Arizona law may now, or later, have or exercise, provided, however that the Association shall not have the power to institute, defend, intervene in, settle or compromise proceedings in the name of any Owner or Member.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

Notwithstanding any provision in Article XIV to the contrary, any proposed amendment to the provisions of this Article V shall be adopted only upon an affirmative vote of Members holding one hundred percent (100%) of the total number of votes of the Association and the Declarant.

Terms used but not defined in these Articles of Incorporation, shall have the meanings ascribed to such terms in the Declaration.

ARTICLE VI STATUTORY AGENT

The Association hereby appoints Lance Johnson, whose address is 7689 East Pinnacle Peak Road, Suite 200, Scottsdale, Arizona 85255, 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 the Association. The Association may, at any time, appoint another statutory agent and the filing of each appointment shall revoke this or any other previous appointment of a statutory agent.

ARTICLE VII MEMBERS

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

**ARTICLE VIII
VOTING RIGHTS**

Voting rights of the members of the Association shall be determined as set forth in the Declaration.

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is Robert D. Burton, whose address is 401 Congress Avenue, Suite 2100, Austin, Texas 78701 (the "Incorporator"). All powers and duties of the Incorporator shall cease at the time these Articles of Incorporation are delivered to the Arizona Corporation Commission. To the fullest extent permitted by Arizona law, the Incorporator shall in no event be liable to the Association or its members for any action or failure to act taken by the Incorporator. No amendment or repeal of this Article shall apply to or have any effect on the liability or entitlement to indemnification or defense of the Incorporator with respect to any act or omission of the Incorporator occurring prior to any such amendment or repeal.

**ARTICLE X
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by an initial Board of Directors consisting of three (3) individuals, who need not be Members of the Association. The Board shall ~~shall exercise all of the functions of, and possess all powers granted to, Boards of Directors of~~ nonprofit corporations pursuant to Arizona law. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Paige Livingston	c/o Forestar (USA) Real Estate Group Inc. 1661 East Camelback Road, Suite 220 Phoenix, Arizona 85016
Jake Carver	c/o Forestar (USA) Real Estate Group Inc. 1661 East Camelback Road, Suite 330 Phoenix, Arizona 85016
Jose Castillo II	c/o D.R. Horton, Inc. 2525 West Frye Road, Suite 100 Chandler, Arizona 85224

Each of the foregoing persons has consented to serve as a Director. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its sole discretion, may determine, as set forth in the Declaration.

**ARTICLE XI
INITIAL OFFICERS**

The names and addresses of the persons who are to act in the capacity of initial Officers of the Association until the selection of their successors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Paige Livingston	President	c/o Forestar (USA) Real Estate Group Inc. 1661 East Camelback Road, Suite 330 Phoenix, Arizona 85016
Jake Carver	Vice President	c/o Forestar (USA) Real Estate Group Inc. 1661 East Camelback Road, Suite 330 Phoenix, Arizona 85016
Jose Castillo II	Secretary/Treasurer	c/o D.R. Horton, Inc. 2525 West Frye Road, Suite 100 Chandler, Arizona 85224

**ARTICLE XII
LIMITATION OF DIRECTOR LIABILITY**

A Director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a Director, except to the extent otherwise expressly provided by Arizona law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Director of the Association existing at the time of the repeal or modification.

**ARTICLE XIII
INDEMNIFICATION**

Pursuant to Arizona Revised Statutes § 10-3851, the Association may indemnify an individual made party to a proceeding because (1) the individual is or was a Director at the time the liability was incurred, if all the following conditions exist: (a) the individual's conduct was in good faith; (b) the individual reasonably believed that (i) in the case of conduct in an official capacity with the Association, that the conduct was in the Association's best interest, and (ii) in all other cases, that the conduct was at least not opposed to the Association's best interests; and (c) in the case of any criminal proceedings, that the individual had no reasonable cause to believe that the conduct was unlawful, or (2) the Director engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the Articles of

Incorporation. However, no Director shall be indemnified, (a) in connection with a proceeding by or in the right of the Association in which the Director was adjudged liable to the Association; or b) in connection with a proceeding charging improper personal benefit to the Director, whether or not the charges involve action done in the Director's official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

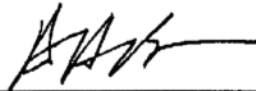
**ARTICLE XIV
AMENDMENT**

These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by a vote of the Members holding at least two-thirds (2/3) of the total number of votes in the Association; provided, however, that until expiration or termination of the Development Period, the written consent of the Declarant shall also be required; provided further that such vote of Members is not required with respect to any amendment to these Articles adopted for the sole purpose of complying with the requirements of any governmental or regulatory agency or any institutional lender authorized to fund, insure, or guarantee mortgages on Lots, which amendments may be adopted by the Board of Directors without a vote of the Members, but otherwise approved by the Declarant until expiration or termination of the Development Period.

By the signature appearing below, the person named in Article IX (Incorporator) above acknowledges under penalty of perjury that this document, together with any attachments, is submitted in accordance with Arizona law.

EXECUTED this 12th day of October, 2023.

INCORPORATOR:



Robert D. Burton

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

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 Articles of Incorporation):

Western Crossing Homeowners Association, Inc.

- 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:

Lance Johnson

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

Lance Johnson
Printed Name

10/12/2023
Date

REQUIRED – check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> 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.
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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mall: Arizona Corporation Commission - Examination 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.

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003!

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

Western Crossing Homeowners Association, Inc.

2. FELONY/JUDGMENT QUESTIONS:		
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:		
2.1	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
2.2	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
2.3	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
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.	

3. BANKRUPTCY QUESTION:		
3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent 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
3.2	If the answer to number 3.1 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 percent of the issued and outstanding shares or ten percent 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.

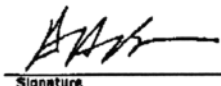
Robert D. Burton

Name
401 Congress Avenue, Suite 2100
Address 1
Address 2
Austin TX 78701
City State Zip
Country UNITED STATES

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT



Signature
Robert D. Burton 10/12/2023
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.

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 law* 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.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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