



APR - 9 2007

ARTICLES OF INCORPORATION
OF

ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION

FILE NO. - 13584312

The undersigned, desiring to form a nonprofit corporation pursuant to the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION.

ARTICLE II

The name and address of the incorporator is William Dominick, 1601 N. 7th Street, Suite 100, Phoenix, AZ 85006.

ARTICLE III

The address of the Corporation's initial known place of business is 1601 N. 7th Street, Suite 100, Phoenix, AZ 85006.

ARTICLE IV

The purpose for which this corporation is organized is for the transaction of any or all lawful business for which non-profit corporations may be organized under Arizona law, as amended from time to time. The character of business that the corporation initially intends to conduct is for these nonprofit purposes: to own, manage and maintain common areas within the residential development known as Arboleda Ranch located near 28th Street and Baseline Road, Phoenix, AZ and to enforce the Covenants, Conditions and Restriction on behalf of the Owners of the residential lots within the development.

ARTICLE V

The initial Board of Directors shall consist of one director, to wit: William Dominick at the address set forth in Article III who shall serve until his successors are elected. The number of Directors and the manner of their election shall be as set forth in the Bylaws. The Board may create sub committees and delegate responsibilities to such committees.

ARTICLE VI

The corporation shall have a President, Secretary and such other officers as the Board of Directors may appoint.

ARTICLE VII

The private property of the incorporators, officers, directors and members of this corporation shall be forever exempt from all corporate debts and obligations.

ARTICLE VIII

This corporation hereby appoints Hal W. Mack, Esq., 3110 South Rural Road, Suite 102, Tempe, AZ 85282, who is now and has been for more than three years, a resident of the State of Arizona, as its statutory agent in the State of Arizona.

AZ CORPORATION COMMISSION
FILED

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ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time ("Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

Should the Corporation be dissolved, the Corporation shall wind up its affairs and utilize all remaining assets for the benefit of the common area real property located within the Arboleda Ranch development.

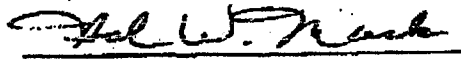
ARTICLE XI

The corporation shall indemnify its member(s), directors and officers to the full extent allowed by Arizona law.

IN WITNESS WHEREOF, I have executed these Articles this 5th day of April 2007.


William Dominick

I, Hal W. Mack, having been designated to act as Statutory Agent for ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION, an Arizona non-profit corporation, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.


Hal W. Mack, Esq.

Dated: April 5, 2007

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Arboleda Ranch Homeowner's Association
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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?
 2. Been 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 seven-year period immediately preceding the execution of this Certificate?
 3. 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 wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|--|---|
| <ol style="list-style-type: none">1. Full name and prior name(s) used.2. Full birth name.3. Present home address.4. Prior addresses (for immediate preceding 7-year period).5. Date and location of birth. | <ol style="list-style-type: none">6. Social Security number.7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
|--|---|

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

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

- | | |
|--|--|
| <ol style="list-style-type: none">1. Name and address of the corporation.2. Full name, including alias and address of each person involved.3. State(s) in which the corporation:<ol style="list-style-type: none">(a) Was incorporated.(b) Has transacted business. | <ol style="list-style-type: none">4. Dates of corporate operation.5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
|--|--|

D. The fiscal year end adopted by the corporation is December 31st

Under penalties 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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 4/26/07 BY _____ DATE _____
TITLE DIRECTOR TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

AUG 28 2009

FILE NO. 13584312

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION**

ARTICLE 1 - The name of the corporation is Arboleda Ranch Homeowners' Association.

ARTICLE 2 - Articles of Incorporation of Arboleda Ranch Homeowners' Association (the "**Initial Articles**") were filed with the Arizona Corporation Commission on April 9, 2007, as File No. 13584312.

ARTICLE 3 - Article III of the Initial Articles is hereby deleted and the following substituted therefor:

The street address of the known place of business for the corporation is Arboleda Ranch Homeowners' Association, c/o AAM, LLC, 7740 North 16th Street, Suite 300, Phoenix, Arizona 85020.

ARTICLE 4 - The second sentence of Article IV of the Initial Articles is hereby deleted and the following substituted therefor:

The character of affairs that the corporation initially intends to conduct is to own, operate, manage, maintain and otherwise deal with the common areas and other property within Arboleda Ranch located near 28th Street and Baseline Road, and to perform all other duties and responsibilities set forth in the Declaration of Covenants, Conditions and Restrictions for Arboleda Ranch (the "**Declaration**").

ARTICLE 5 - Article VIII of the Initial Articles is hereby deleted and the following substituted therefor:

The name and street address of the statutory agent of the corporation are: Perkins Coie Brown & Bain P.A., 2901 North Central Avenue, Suite 2000, Phoenix, Arizona 85012.

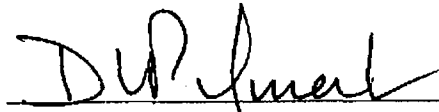
The signature of the statutory agent is set forth below.

ARTICLE 6 - Article IX of the Initial Articles is hereby deleted and Articles X and XI renumbered accordingly.

ARTICLE 7 - The following is hereby added to the Initial Articles as Article XI:

The corporation has members consisting of all Owners of Lots (as defined in the Declaration).

The foregoing amendments were duly adopted as of the 26th day of August, 2009 by the act of the members and board of directors of the corporation.

A handwritten signature in black ink, appearing to read "D. Palmer", written over a horizontal line.

Dennis Palmer, President

**STATE OF ARIZONA
NOTICE OF ACCEPTANCE
OF APPOINTMENT OF STATUTORY AGENT
OF
ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION**


To: Arizona Corporation Commission
1300 West Washington Street
Phoenix, Arizona 85007

You are hereby notified that the undersigned has accepted the position of Statutory Agent of:

ARBOLEDA RANCH HOMEOWNERS' ASSOCIATION

Dated: August 26, 2009.

PERKINS COIE BROWN & BAIN P.A.

By 

Ronald E. Lowe, Esq.
Vice President
2901 North Central Avenue
Suite 2000
Phoenix, Arizona 85012