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AZ CORPORATION COMMISSION  
FILED

**ARTICLES OF INCORPORATION  
OF**

**VAQUERO RANCH COMMUNITY ASSOCIATION**

JAN 16 2013

**ARTICLE I**

**Name**

FILE NO. 17985927

The name of the corporation is VAQUERO RANCH COMMUNITY ASSOCIATION, an Arizona non-profit corporation (the "Association"). Other terms used herein but not specifically defined herein shall have the same meaning given to them in the Declaration (as defined in Article III below).

**ARTICLE II**

**Duration**

The Association shall exist perpetually.

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**ARTICLE III**

**Purpose**

To have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time) may now or hereafter have or exercise.

FILE NO. 1798592-7

**ARTICLE IV**

**Character of Affairs**

The Association is organized is to perform the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Vaquero Ranch, recorded in the Official Records of the Maricopa County Recorder, as may be amended from time to time (the "Declaration"). In furtherance of the foregoing, the character of affairs which the Association initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation, and architectural control of that certain residential subdivision known as Vaquero Ranch, and to act in furtherance of the common good and general welfare of the Vaquero Ranch community.

**ARTICLE V**

**Statutory Agent**

The name and address of the statutory agent of the Association are as follows:

Patti Garvin

4645 East Cotton Gin Loop  
Phoenix, AZ 85040

**ARTICLE VI**  
**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 their successors are elected and qualified are as follows:

Joan Scarbrough	15279 North Scottsdale Road, Suite 300 Scottsdale, AZ 85254
Diann Curley	2222 West Pinnacle Peak Road, Suite 160 Phoenix, AZ 85027
Thomas Lemon	15279 North Scottsdale Road, Suite 300 Scottsdale, AZ 85254

**ARTICLE VII**  
**Incorporator**

Thomas Lemon	15279 North Scottsdale Road, Suite 300 Scottsdale, AZ 85254
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All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

**ARTICLE VIII**  
**Limitation of Director Liability**

To the fullest extent allowable under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each director of the Association shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is formed) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such director. This provision intends to give all directors the full extent of immunity available under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time).

**ARTICLE IX**  
**Indemnification of Directors, Officers and Agents**

The Association shall indemnify any person who incurs expenses or liability by reason of the fact that he or she is or was an officer, director, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably

refused to permit the Association, at its own expense and through counsel of its choosing, to defend him or her in the action.

**ARTICLE X**  
**Principal Office**

The principal office of the Association shall be located at 15279 North Scottsdale Road, Suite 300, Scottsdale, AZ 85254.

**ARTICLE XI**  
**Membership**

The Association shall have members.

**ARTICLE XII**  
**Dissolution**

Upon dissolution or liquidation of the Association, other than incident to a merger or consolidation, the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), and the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Association was created.

**ARTICLE XIII**  
**Amendments**

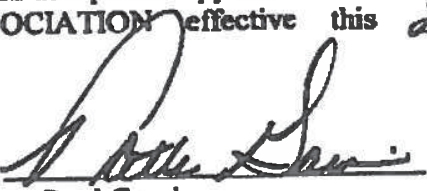
These Articles may be amended by the written approval or affirmative vote, or any combination thereof, of sixty-seven percent (67%) of the total authorized votes in the Association.

Dated this 22<sup>nd</sup> day of October, 2012.

By:   
Name: Thomas Lemon  
Title: Incorporator

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of VAQUERO RANCH COMMUNITY ASSOCIATION effective this 22 day of OCTOBER, 2012.

By:   
Name: Patti Garvin  
Title: Statutory Agent

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:

Vaquero Ranch Community 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 seven 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 seven-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 seven-year period immediately preceding the signing of this certificate, involving any of the following:<br>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;<br>b. The violation of the consumer fraud laws of that jurisdiction;<br>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?

Yes       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.

**Thomas Lemon**  
Name

**15279 N Scottsdale Rd, Suite 300**  
Address 1

Address 2  
**Scottsdale**      **AZ**      **85254**  
City      State      Zip

**UNITED STATES**  
Country

**Joan Scarbrough**  
Name

**15279 N Scottsdale Rd, Suite 300**  
Address 1

Address 2  
**Scottsdale**      **AZ**      **85254**  
City      State      Zip

**UNITED STATES**  
Country

**SIGNATURE - see Instructions C003i:**

By 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

**Thomas Lemon**      **1-16-13**  
Printed Name      Date

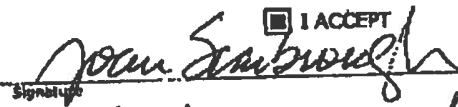
**REQUIRED - check only one:**

- 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.

**SIGNATURE - see Instructions C003i:**

By 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

**Joan Scarbrough**      **1-16-13**  
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 (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are nonrefundable - see Instructions.

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

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 records 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.



**ARIZONA CORPORATION COMMISSION**

February 13, 2013

VAQUERO RANCH COMMUNITY ASSOCI  
SARA SAIZ/CITY PROPERTY MANAGE  
4645 E COTTON GIN LOOP  
PHOENIX, AZ 85224

RE: VAQUERO RANCH COMMUNITY ASSOCIATION  
File Number: 17985927

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity **HAVE BEEN APPROVED.**

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers is available on the Commission website, [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations).

Publication must be completed **WITHIN 60 DAYS** after February 13, 2013, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 01/16/2014, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. No reminders will be sent. You can visit our website at [www.azcc.gov/divisions/corporations](http://www.azcc.gov/divisions/corporations) to electronically file your annual report. You can also complete the form online, print it out and mail it in, or you can call the Annual Reports section at 602-542-3285.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations). If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

CF:04  
REV. 01/2009