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ARIZONA CORPORATION COMMISSION

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Corporations Division

March 8, 2017

CORPORATION SERVICE COMPANY
2338 W ROYAL PALM RD
STE J
PHOENIX, AZ 85021

RE: SANTA RITA RANCH III HOMEOWNERS ASSOCIATION
File Number: 21674206

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

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after the date of this letter, and 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 newspapers is available on the Commission website, <http://azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>. You may receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/PublicNotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. However, at your option, you may elect to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after the date of this letter, and 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 newspapers is available on the Commission website, <http://azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 03/07/2018, 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. You can file it electronically through our website at <http://ecorp.azcc.gov>, or you can complete the form online, print it, and mail it in, or you can call the Annual Reports section at 602-542-3285.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL

REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

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 <http://ecorp.azcc.gov>. 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.

AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

MAR 07 2017

OF

SANTA RITA RANCH III HOMEOWNERS ASSOCIATION

FILE NO. 21074206

The undersigned incorporator, desiring to form a nonprofit corporation under Title 10, Chapter 25, Arizona Revised Statutes (A.R.S. Section 10-3201 et seq.), as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME; ADDRESS**

The name of the corporation is Santa Rita Ranch III Homeowners Association (referred to herein as the "corporation"). The address of the corporation is 333 East Wetmore Road, Suite 250, Tucson, Arizona 85705.

**ARTICLE II
PURPOSE**

The corporation initially intends to conduct in the State of Arizona the business of creating and managing a homeowners' association.

**ARTICLE III
MEMBERS**

The corporation will have members. The rights, privileges, duties, restrictions and requirements of membership shall be as set forth in the Bylaws of the corporation.

**ARTICLE IV
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as the initial directors until the first election of directors or until their successors are elected and qualify are:

OK Rihl
333 East Wetmore Road
Suite 250
Tucson, Arizona 85705

Dean Wingert
333 East Wetmore Road
Suite 250
Tucson, Arizona 85705

Kelly Penuela
333 East Wetmore Road
Suite 250
Tucson, Arizona 85705

**ARTICLE V
DIRECTOR LIABILITY**

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the corporation or its members; (b) acts or omissions which are not in good faith or which involve intentional

misconduct or a knowing violation of law; (c) any violation of the prohibition against issuance of stock and payment of dividends by a non-profit corporation; (d) any transaction from which the director derived an improper personal benefit; or (e) any proceeding by or in the right of the corporation in which the director adjudged was liable to the corporation. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the corporation in an advisory capacity.

ARTICLE VI INDEMNIFICATION

To the fullest extent permitted by law, the corporation shall indemnify every director, officer, employee, member or agent of the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he is or was a party or is threatened to be made a party by reason of the fact that he is or was a director, officer, employee, member or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by Arizona law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Notwithstanding the foregoing, the Board of Directors shall have the right to refuse indemnification as to any expenses unreasonably incurred.

ARTICLE VII INCORPORATOR

The name and address of the incorporator are: Dean Wingert, 333 East Wetmore Road, Suite 250, Tucson, Arizona 85705.

ARTICLE VIII STATUTORY AGENT

Corporation Service Company, 2338 West Royal Palm Road, Suite J, Phoenix, Arizona 85021, is hereby appointed the initial statutory agent for the corporation for the State of Arizona.

7th IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature this day of March, 2017.


Dean Wingert, Incorporator

12643588.1/027436.0006

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003/

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

Santa Rita Ranch III 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?	☐ Yes	☒ 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?	☐ Yes	☒ 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?	☐ Yes	☒ 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.

Dean Wingert

Name

333 East Wetmore Road, Suite 250

Address 1

Address 2

Tucson

AZ

85705

City

UNITED STATES

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.



Dean Wingert

Printed Name

3.7.17

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

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

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

Users 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) 800-345-5019.

C003 001
Rev 2018

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DO NOT WRITE ABOVE THIS LINE, RESERVED FOR A.C.C. 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 Article of Incorporation):
Santa Rita Ranch III 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:

Corporation Service Company

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.

Melissa G. Kostrewski Melissa G. Kostrewski 03/07/2017
Signature Printed Name Date
Assist. VP

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

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

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