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Revised
8/2/97

ARTICLES OF INCORPORATION
OF
RANCHO VERDE HOMEOWNER'S ASSOCIATION, INC.,
an Arizona nonprofit corporation

In compliance with the requirements of §10-2301, et seq., Arizona Revised Statutes, as may from time to time be amended, the undersigned, all of whom are of full legal age, have voluntarily associated themselves on the date set forth below for the purpose of forming an Arizona nonprofit corporation. All of the undersigned incorporators certify and adopt the following Articles of Incorporation ("Articles"):

ARTICLE I

NAME AND TERM

The name of the corporation is Rancho Verde Homeowner's Association, Inc. ("Association"). The Association will exist perpetually. CMP

ARTICLE II

DEFINED TERMS

Terms in all capital letters used but not defined in these Articles will have the meanings specified for those terms in the Declaration of Homeowner Benefits and Covenants, Conditions, and Restrictions for Rancho Verde Homeowner's Association, Inc., recorded in Document No. _____ Official Records of Maricopa County, Arizona ("Declaration"). If there is any conflict between the Articles and the Declaration, the Declaration will control. As used in these Articles, the term "Association Property" means the COMMON AREAS, all property and improvements within the PROPERTY used in common by and for the benefit of the OWNERS of LOTS, all other real and personal property, if any, owned by the Association or placed under its jurisdiction, and any additions to any of the foregoing that may be brought within the jurisdiction of the Association pursuant to the Declaration.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is located at 8035 North 85th Way, Scottsdale, AZ 85258.

ARTICLE IV

MEMBERSHIP

Jon M. James, whose address is 2141 E. Highland Avenue, Suite 190, Phoenix, Arizona 85016, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is appointed and designated as the Statutory Agent for the corporation for the State of Arizona, upon whom service of process may be made. This appointment may be revoked at any time by the Board of Directors of the Association by the filing of the appointment of another Statutory Agent.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the ownership, management, maintenance, and care of the Association Property and for the administration of the affairs of the Association. In furtherance of, and in order to accomplish these objectives and purposes, the Association may transact any or all lawful business for which nonprofit corporations may be incorporated under laws of the State of Arizona, as these laws may be amended from time to time, including the power to indemnify the Board of Directors, officers, MEMBERS, employees, or agents of the Association in the manner specified in the Bylaws. All business transacted by the Association will be transacted in a way so as to further its tax-exempt status as an association under the Internal Revenue Code, if the Association so elects to be treated as a tax-exempt organization. The existence of the Association will commence on the date of the filing of these Articles with the Arizona Corporation Commission.

ARTICLE VI

MEMBERSHIP

1. Identity of Members. The Association is a non-stock corporation. No dividends or pecuniary profits will be paid at any time to its MEMBERS. Membership in the Association is limited to OWNERS of LOTS. Upon becoming the OWNER of a LOT, the OWNER becomes a MEMBER of the Association and will remain a MEMBER of the Association until the ownership ceases, for any reason, at which time the OWNER's membership in the Association will cease automatically.

2. Transfer of Membership. Membership in the Association is appurtenant to each LOT and a membership in the Association will not be transferred, pledged, or alienated in any way, except: (i) upon the sale of a LOT, and then only to the purchasers; (ii) by intestate succession or testamentary disposition; (iii) foreclosure of mortgage (or similar security instrument) of record; or (iv) other legal process. Any attempt to make a prohibited transfer is void and will not be reflected upon the books and records of the Association.

3. First Annual Meeting. The first annual meeting of the MEMBERS of the Association will be held on September, 1998, or at any other date designated by the Board of Directors;

however, the first annual meeting of the MEMBERS of the Association must be held no later than one (1) year after the date of the close of escrow on the first LOT sold by the DECLARANT to an OWNER.

ARTICLE VII

VOTING RIGHTS

1. Classes of Members. The Association will have two classes of voting membership, Class A and Class B.

2. Class A. Class A members are all OWNERS of LOTS with the exception of the DECLARANT. Each Class A member is entitled to one (1) vote for each LOT owned.

3. Class B. The Class B member is the DECLARANT. The Class B member is entitled to three (3) votes for each LOT owned. The Class B membership will cease and be converted to Class A membership upon the expiration of the period of DECLARANT CONTROL.

4. Cumulative Voting. There is no cumulative voting on any matter related to the administration or organization of the Association or its matters.

ARTICLE VIII

BOARD OF DIRECTORS

1. Number and Affairs. The affairs of the Association will be conducted by a Board of Directors of the Association (sometimes individually or collectively called "Board," "Directors," "Director," or "Board of Directors") and any officers and committees that the Board may elect and appoint. The Board of Directors will be elected by the MEMBERS, and Board of Directors elections may be conducted by mail or any other method permitted in the Bylaws or under Arizona law. So long as there is a Class B membership in the Association, the Directors need not be MEMBERS of the Association. After the termination of the Class B membership, all Directors must be MEMBERS of the Association. The Board may increase the number of Directors on the Board; however, the number of Directors must always be an odd number and may not exceed seven (7) Directors. The number of Directors constituting the initial Board will be three (3), one of which will serve a three (3) year term, one of which will serve a two (2) year term, and one of which will serve a one (1) year term. All additional Directors that may be added from time to time to the Board (i.e., in addition to the initial three (3) and up to seven (7) members) will serve three (3) year terms. The names and addresses of the initial Board of Directors of the Association are as follows:

<u>Name</u>	<u>Mailing Address</u>
Randall Raskin (3 year term)	2141 East Highland Avenue Suite 190 Phoenix, AZ 85016
John Hill (2 year term)	8035 N. 85 th Way Scottsdale, AZ 85258
Jon James (1 year term)	2141 East Highland Avenue Suite 190 Phoenix, AZ 85016

The initial Directors will serve for the terms specified below their names and until their successors have been elected and qualified. Successor Directors to the initial Directors also will serve the one, two, or three year terms specified above.

2. Bylaws. The Board is expressly authorized to adopt bylaws for the Association ("Bylaws"), by unanimous written consent or by a majority vote of the Board at a regular or special meeting of the Board.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the affirmative written approval of two thirds (2/3) or more of the total number of eligible votes of each class of MEMBERS in the Association. Upon dissolution of the Association other than incidental to a merger or consolidation, the assets of the Association will 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 a dedication is refused, the assets will be granted, conveyed, or assigned to any nonprofit corporation, association, trust, or other organization to be devoted to a similar purpose or purposes.

ARTICLE X

AMENDMENTS

Any amendment of these Articles will require the affirmative approval of seventy-five percent (75%) or more of the total number of eligible votes of each class of MEMBERS in the Association.

ARTICLE XI

INCORPORATORS

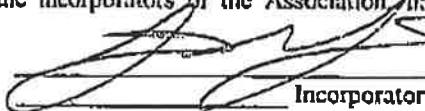
The name and address of the incorporator of the Association are:

<u>Name</u>	<u>Address</u>
Jon James	2141 East Highland Ave., #190, Phoenix, AZ 85016
John Hill	8035 N. 85 th Way, Scottsdale, AZ 85258

FHA/VA APPROVAL

As long as there is a Class B membership in the Association and if either FHA or VA financing is applicable to all or any portion of the PROPERTY, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration, if applicable; (i) annexation of additional properties; (ii) mergers and consolidations; (iii) mortgaging of COMMON AREAS; (iv) dedication of COMMON AREAS; and (v) dissolution and amendment of these Articles.

For the purpose of forming this nonprofit corporation under the laws of the State of Arizona, the undersigned, constituting all of the incorporators of the Association, has executed these Articles as of _____, 199__.



Incorporator



Incorporator



Statutory Agent

STATE OF ARIZONA)
) ss.
County of Maricopa)



On this, the 7th day of August, 1997, before me, the undersigned Notary Public, personally appeared Jim James, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

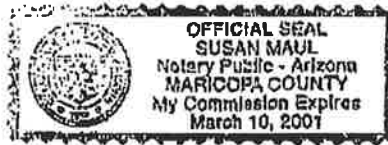
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Susan Maul
Notary Public

My Commission Expires:

3-10-2001

STATE OF ARIZONA)
) ss.
County of Maricopa)



On this, the 7th day of August, 1997, before me, the undersigned Notary Public, personally appeared John Hill, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Susan Maul
Notary Public

My Commission Expires:

3-10-2001

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

RANDY VEGA HOMEOWNERS ASSOCIATION, Inc.
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections 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:
 1. 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.
 2. 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.
 3. 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:
 - (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.
- 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:
 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.
 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.

AUG 26 1997

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) major 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:

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:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. 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.

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.

BY [Signature] DATE 8-11-97
 TITLE Secretary/Treasurer

BY [Signature] DATE 8/11/97
 TITLE President

BY _____ DATE _____
 TITLE _____

BY _____ DATE _____
 TITLE _____

FISCAL DATE: _____

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

When initial officers have been elected, an AMENDED Certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers and directors.

RECEIVED

NOV 01 2012

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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

RECORDS REQUEST FORM

THIS FORM MUST BE SUBMITTED WITH AN ORDER FORM.

USE ONE RECORDS REQUEST FORM FOR EACH ENTITY.

Please note that a "document" means all pages in A.C.C. records that are entered under one document identification number. This means, for example, if you request a copy of a merger, you will get the Articles of Merger plus any and all other documents submitted with the Articles, because the entire package is in A.C.C. records under one document id number and is considered to be one document.

1. **ENTITY NAME** - give the exact name of the entity you want information on:

Rancho Verde Homeowners Assoc. Inc --- 08088854

2. **RECORDS OR SERVICE REQUESTED** - check all boxes that apply to indicate what information you want on the entity you listed in number 1:

Archival records search (this is a search for very old entities that may or may not appear on A.C.C. computerized records)

Certified copy of one or more documents - list the documents below (example - Articles of Incorporation, all Amendments, Annual Report for year 2009) and put the quantity if you want more than one copy of each:

Uncertified (plain) copy of documents - list the documents below (example - Articles of Incorporation, Annual Report for year 2008):

Articles of Incorporation

A Certificate (not for copies) - describe what you want the certificate to say, for example, that a particular entity does not exist in A.C.C. records, or that certain entities merged:

Certificate of Good Standing.

3. **PAYMENT** - the fees are listed below. Pre-payment is required. Because the number of pages in older, microfilmed documents is not readily determinable, we will accept checks written for "not to exceed" a certain amount, for example, "not to exceed ten dollars and no cents." Submit payment with the Order Form and this Records/Service Request Form. **Expedited processing is available by adding \$35.00 to the fee for any request or service.**

FEES (A.R.S. §§ 10-122, 10-3122, and 29-851)	
Archival Records Search	\$5.00
Certified copy - corporations (per document)	\$5.00 + 50 cents per page
Certified copy - LLCs (per document)	\$15.00 + 50 cents per page
Certificate (any type that is not for copies)	\$10.00
Uncertified or plain copy - corporations (per document)	50 cents per page
Uncertified or plain copy - LLCs (per document)	\$5.00 + 50 cents per page
*Expedited processing is available by adding \$35.00 to the fee for any request or service.	

* Payment not to exceed \$15.00 &c