

AZ CORPORATION COMMISSION  
FILED

ARTICLES OF INCORPORATION OF

JAN 23 2014

PASEO LAS COLINAS NEIGHBORHOOD ASSOCIATION

FILE NO. 1890800-3

The undersigned persons, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be PASEO LAS COLINAS NEIGHBORHOOD ASSOCIATION (hereafter called the "Association").

AZ CORPORATION COMMISSION  
FILED

ARTICLE II

DEC 09 2013

PURPOSE

FILE NO. 1890800-3

The purpose for which the Association is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically but not in limitation thereof, the corporation shall be organized and operated as a real estate management association as defined in Section 528 of the Internal Revenue Code of 1954, as amended, to provide for the acquisition, construction, maintenance and care of the Planned Community, consisting of residential Lots and Common Areas within that certain subdivision more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for Paseo Las Colinas, a Planned Community, (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Maricopa County Recorder, as the same may be amended from time to time as therein provided.

The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the association as set forth in the Declaration.

The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its earnings (other than by acquiring, constructing or providing management, maintenance and care of association property and other than by a rebate of excess membership dues, fees or assessments) shall inure to the benefit of any member, director or individual; the balance, if any, of all money received by the association from its operation, after payment in full of the debts and obligations of the association, shall be used and distributed exclusively for the purposes herein set forth.

The definitions of capitalized terms in these Articles of Incorporation that are not herein defined are defined in the Declaration.

ARTICLE III

INITIAL BUSINESS

The corporation initially intends to conduct the business of the maintenance and oversight of the Condominium.

ARTICLE IV

DURATION

The period of the Association shall be perpetual.

ARTICLE V

PLACE OF BUSINESS

The street address of the known place of business of the Association is:

c/o  
HBT of Scottsdale LLC  
706 E Bell Rd., Ste 212  
Phoenix, AZ 85022

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The Association shall be a non-stock corporation and shall be owned by all of its members. The members of the Association and their voting rights shall be as provided in the Declaration and/or the bylaws of the Association.

ARTICLE VII

STATUTORY AGENT

The name and address of the statutory agent of the Association is:

HBT of Scottsdale LLC  
706 E Bell Rd., Ste 212  
Phoenix, AZ 85022

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors. After the end of Declarant Control, the Board shall consist of, and the members shall elect, a Board of at least three (3) directors, as further set forth in the Declaration and/or the bylaws of the Association.

The following three (3) persons shall constitute the Board of Directors of the Association until the next annual meeting of the members after the period of Declarant Control ends, or until their successors are duly elected and qualify as follows:

Kevin G. Kiesel c/o HBT of Scottsdale, 706 E Bell Rd., Ste 212, Phoenix, 85022  
Michael McCracken c/o HBT of Scottsdale, 706 E Bell Rd., Ste 212, Phoenix, 85022  
Matt Arneson c/o HBT of Scottsdale, 706 E Bell Rd., Ste 212, Phoenix, 85022

After the period of Declarant Control ends, and only so long as the Declarant owns a Unit in the Condominium, Declarant may, but is not required to, appoint one (1) member of the Board.

ARTICLE IX

INCORPORATOR

The name and address of the original incorporator of the corporation is:

HBT of Scottsdale LLC  
706 E Bell Rd., Ste 212  
Phoenix, AZ 85022

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE X

AMENDMENT

These Articles may be amended in accordance with the minimum voting requirements set forth in the Arizona Nonprofit Corporation Act, A.R.S. § 10-11001 et.seq. as amended from time to time.

DATED THIS 6 day of December, 2013.

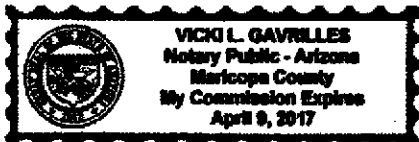
**HBT OF SCOTTSDALE LLC**, an Arizona limited liability company

By: Homes by Towne, a Zilber Company, LLC, a Wisconsin limited liability company, its Manager

By: Kevin G. Kiesl  
Kevin G. Kiesl, Vice President

STATE OF ARIZONA     )  
  ) ss.  
COUNTY OF MARICOPA    )

Personally came before me this 6 day of December, 2013, Kevin G. Kiesl, Vice President of Homes by Towne, a Zilber Company, LLC, Manager of HBT of Scottsdale LLC, to me known to be the person who executed the instrument and acknowledged the same.



Vicki L. Gavrilles  
Print Name: Vicki L. Gavrilles  
Notary Public, State of Arizona  
My Commission Expires: 4-9-2017

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:

Paseo Las Colinas Neighborhood 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:

- |            |   |                              |  |
|------------|---|------------------------------|--|
| <b>4.1</b> | 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 |
| <b>4.2</b> | 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 |
| <b>4.3</b> | 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 form C004.

**5. BANKRUPTCY QUESTION:**

<p><b>5.1</b> 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 <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership of <b>the other corporation</b>?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p><b>5.2</b> If the answer to number 5.1 is <b>YES</b>, you <b>MUST</b> complete and attach a Certificate of form C005.</p>		

**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.

<b>SIGNATURE REQUIREMENTS:</b>	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an 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.

**HBT of Scottsdale, LLC**  
 Name  
**706 E Bell Rd., Ste 212**  
 Address 1  
 Address 2  
**Phoenix** **AZ** **85022**  
 City State Zip  
**UNITED STATES**  
 Country

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 intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

*Kevin Kiesl*  
 Signature

**Kevin Kiesl** **12-5-13**  
 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 typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing 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.

<p>Filing Fee: None          All fees are nonrefundable - see Instructions.</p>	<p>Mail: Arizona Corporation Commission - Corporate Filings Section          1300 W. Washington St., Phoenix, Arizona 85007          Fax: 602-542-4100</p>
---	--

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.