

DISCLAIMER

The following version of the Articles of Incorporation of the Williamson Valley Ranch Road Association was produced from a copy of the Articles of Incorporation of the Williamson Valley Ranch Road Association using optical character recognition¹. Although the content of this version is believed to be consistent with the original, there may exist differences introduced in the processing. In case of any difference between the following version of the Articles of Incorporation of the Williamson Valley Ranch Road Association and the original Articles of Incorporation of the Williamson Valley Ranch Road Association, the original Articles of Incorporation of the Williamson Valley Ranch Road Association takes precedence.

¹ The formatting of the original declaration was only partially preserved; therefore the pagination of the following version is different from the pagination of the original version.

ARTICLES OF INCORPORATION
OF
WILLIAMSON VALLEY RANCH ROAD ASSOCIATION INC.

Pursuant to Title 10, Chapters 24-40 of the Arizona Revised Statutes, the undersigned hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be WILLIAMSON VALLEY RANCH ROAD ASSOCIATION INC. (hereinafter referred to as the "Association").

ARTICLE II - NONPROFIT CORPORATION

The Association is organized as a nonprofit Association pursuant to Title 10, Chapters 24-40, of the Arizona Revised Statutes. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its members, directors or officers. All income and earnings of the Association shall be used to further the purposes and objectives of the Association. Nothing contained herein, however, shall prohibit payments by the Association to members, directors or officers as reasonable compensation or reimbursement for services rendered to the Association.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business is located at _____, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV - PURPOSE, POWERS AND DUTIES

The primary business and purpose of the Association is to serve as a "planned community" as that term is defined and used in the "planned community statutes" (Title 33, Chapter 16 of the Arizona Revised Statutes, ARS. § 33-1801 *et seq.*) and as the "Association" as that term is defined and used in the Declaration of Covenants, Conditions and Restrictions dated July 16, 1999, and recorded at Book 3680, page 413, Official Records of Yavapai County, Arizona, as amended (the "Declaration"). In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the Declaration, the Bylaws of the Association and the "planned community statutes". In

addition, subject to the provisions of the Declaration, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or revised.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

The Association shall have members. The membership of the Association shall consist exclusively of all of the owners of all or any part of any parcel located in the Property, as such term is defined in the Declaration; provided however, the Developer, as such term is defined in the Declaration, shall not be a member. The property, voting and other rights and privileges of members, and their liability for assessments and other charges, shall be as set forth in the Declaration, the Bylaws and the “planned community statutes”.

ARTICLE VI - BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors, members of which shall be considered as the Board of Directors under the Declaration, consisting of no fewer than three (3) and no more than ten (10) Directors. The names and addresses of the initial directors are as follows:

1. **Name Address**
2. **Name Address**
3. **Name Address**
4. **Name Address**
5. **Name Address**

The Bylaws of the Association shall prescribe the terms of office and manner of election of directors, and the number of directors which shall be no less than the number of Directors required by the Declaration.

ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by officers elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Association, or at other meeting called for such purpose. The officers shall consist of a President, Vice-President, Secretary, Treasurer and other officers as required, each of which shall serve at the pleasure of the Board of Directors.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator are:

James D Atkinson, 1550 Plaza West Drive, Prescott, AZ 86303

ARTICLE IX - NO PERSONAL LIABILITY

The directors, officers and members of the Association shall not be individually liable for the Association's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the Association shall not be personally liable to the Association or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Association or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Arizona Nonprofit Corporation Act as it may be amended from time to time, or (iv) for any transaction from which the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE X - INDEMNIFICATION

The Association shall indemnify any past or present director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a director, officer, committee member, employee or agent of the Association; provided that the Board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.

ARTICLE XI - DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. On dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute the assets of the Association to one or more of the following qualified recipients: (a) a non-profit organization or organizations that may have been created to succeed the Association and/or (b) a non-profit organization or organizations engaged in activities substantially similar to those of the Association and which may be selected as a qualified recipient of such assets.

ARTICLE XII - FISCAL YEAR END

The Association shall have its fiscal year end on the last day of December.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended as provided in A.R.S. Sections 10-11001 through 11004, as the same may be amended or revised. Except where approval of the members is required by statute, amendment shall require assent of members representing at least 51% of the total votes of the Association.

ARTICLE XIV - STATUTORY AGENT

This Association hereby appoints James D. Atkinson, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this ___ day of _____, 2005.

_____ Incorporator
James D. Atkinson

CONSENT OF STATUTORY AGENT

The undersigned hereby certifies that consent is given to act as statutory agent for this Association.

_____ Statutory Agent
James D. Atkinson