

**ARTICLES OF INCORPORATION
OF
WESTWOOD RANCHES PHASE VI OWNER'S
ROAD MAINTENANCE ASSOCIATION, INC.**

RECEIVED
MAY 28 1997
ARIZONA CORP COMMISSION
CORPORATION DIVISION

In compliance with the requirements of Chapter 22, Title 10, Arizona Revised Statutes, the undersigned, all of whom are residents of the State of Arizona, and all of whom are of full age, have this date voluntarily associates themselves together for the purpose of forming a non-profit corporation and do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is WESTWOOD RANCHES PHASE VI OWNER'S ROAD MAINTENANCE ASSOCIATION, INC., an Arizona non-profit corporation, hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at P. O. Box 374, Paulden, Arizona 86334, in the County of Yavapai, State of Arizona.

ARTICLE III

INCORPORATORS

The name and post office address of the incorporator is as follows:

Merwyn C. Davis
3140 West Ironwood Circle
Chandler, AZ 85226

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, repair, and preservation of the main roadways reflected on Exhibit "C" of the Road Easement Maintenance Obligation on or over the following real

property located in the County of Coconino, State of Arizona, more particularly described as:

(See Legal Description Attached)

and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain declaration of covenants, conditions and restrictions of WESTWOOD RANCHES PHASE VI entitled "Road Maintenance Easement Obligations", hereinafter called the "Declaration", applicable to the property and recorded in the office of the County Recorder of Coconino County, State of Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) Have and to exercise any and all powers, rights and privileges which a corporation organized as a non-profit corporation of the State of Arizona by law may now or hereafter have or exercise, and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out any of the business purposes of the Association.

(d) Make contracts of all kinds and descriptions with third parties, firms and corporations.

(e) Enter into, perform and carry out contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the purposes of the Association.

Section 2. The foregoing statement shall be construed as a statement both of purposes and of power in each clause and shall be in no way limited or restricted by reference to inference from the terms or provisions of any other clauses, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of powers and purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association. Notwithstanding any other provision hereof, until the Declarant has sold eighty percent (80%) of the parcels in Phase VI Westwood Ranches and any other land

annexed which comes under the Association, the Association shall take no action without the express written consent of Declarant.

Section 3. This Association is organized pursuant to the laws of the State of Arizona which govern non-profit corporations.

ARTICLE V

MEMBERSHIP

Section 1. The Association shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title in fee simple (or legal title if the equitable title is merged) of the parcels in the private property described above, and any additions thereto that are brought under the jurisdiction of the Association. An owner of a parcel shall automatically, upon becoming the owner of the parcel, be a member of the Association and shall remain as a member of the Association until such time as his ownership ceases for any reason, at which time his membership in said Association shall automatically cease. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept in the office of the Secretary of the Association. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding membership assigned to the new record owners of equitable title (or legal title if equitable title has merged).

Section 2. In the event said parcel is owned by two (2) or more persons whether joint tenancy, tenancy in common, community property or otherwise, the membership as to each parcel shall be joint and a single membership for such parcel shall be issued in the names of all and they shall designate to the Association, in writing, at the time of issuance, one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board of Directors of the Association shall make such designation.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. The Class A members (as defined in Article V) shall be all owners with the exception of the Declarant and shall be

entitled to one (1) vote for each parcel owned. When more than one (1) person owns an interest in any parcel, the vote for such parcel shall be exercised by the member as determined in Article V, Section 2, but in no event shall more than one (1) vote be cast with respect to any parcel.

Class B. The Class B member shall be the Declarant (as defined in the Declaration of Covenants, Conditions and Restrictions recorded for the property referred to in Article IV. The Class B member shall be entitled to five (5) votes for each parcel in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Seven (7) years from the date of recordation of the Declaration.

ARTICLE VII

DURATION

The time of commencement of this Association shall be the date upon which the Arizona Corporation Commission file the Articles of Incorporation, and it shall have perpetual life.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be conducted by a Board of Directors consisting of an odd number of not less than three (3) nor more than nine (9) members, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold any two (2) offices, except that the President may not, at the same time hold the office of Vice President or Secretary.

Section 2. The Directors shall be elected by the members of the Association at the first and each ensuing annual meeting thereof, as provided for in the By-laws of this Association. The directors need not be members of the Association. The Board of Directors will adopt By-laws for the Association and such By-laws may be amended, supplemented, repealed or suspended and new By-laws may be adopted as provided for therein.

Section 3. The initial Board of Directors shall consist of three (3) directors, who shall serve until the first annual meeting of the Association, or until their successors are elected and qualified, as provided for in the By-laws. The following persons were elected and shall serve as directors of the Association:

Merwyn C. Davis
3140 W. Ironwood Circle
Chandler, AZ 85226

Merwyn Davis
P. O. Box 354
Paulden, AZ 86334

Karen Helin
1518 E. Dava Drive
Tempe, AZ 85283

ARTICLE IX

PRIVATE PROPERTY EXEMPTION

The private property of each and every officer, director and member of the Association of this Association shall at all time be exempt from all debts and liabilities of the Association.

ARTICLE X

STATUTORY AGENT

The Association hereby appoints Ronald W. Carmichael, of 7301 North 16th Street, Suite 103, Phoenix, AZ 85020, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, as its lawful Statutory Agent upon whom all notices and processes, including service of summons, may be served and which when served, shall be lawful, personal service upon this Association. The Directors may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XI

NON-DISCRIMINATION

The Association shall not execute, file, or record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.

ARTICLE XII

MEETING OF MEMBERS

The first annual meeting of the members of the Association shall be held as provided for in the By-laws of the Association. Any such amendment of the By-laws, thus duly adopted, changing the date of the annual meeting shall be valid and effective without the necessity of amending the Articles of Incorporation of the Association. The annual meeting of the Board shall be held at the office of the Association or at such other office or offices at such other places within the State of Arizona, as may be designated by the Board of Directors. There shall be no less than two (2) meetings of the Board of Directors during each fiscal year.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of seventy-five percent (75%) of the entire membership votes.

IN WITNESS WHEREOF, the undersigned person has hereunto set his hand this 27th day of May, 1997.


Merwyn C. Davis, Incorporator

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 27th day of May, 1997, before me, the undersigned Notary Public, personally appeared Merwyn C. Davis, know to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.


Notary Public

My Commission Expires:

1-20-2000

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ROAD EASEMENT MAINTENANCE OBLIGATION
PRIVATE LAND OF
WESTWOOD RANCHES PHASE VI

State of Arizona, Coconino County, and known as:

Township 23 North, Range 3 West, Section 5

Township 24 North, Range 4 West, Section 25

Township 24 North, Range 3 West, Sections 3,
5, 9, 15, 17, 19, 21, 27, 29, 31 and 33

Township 23 North, Range 4 West, North $\frac{1}{2}$ of
Section 12.

Westwood Ranches Phase VI Road Easement Maintenance Obligation
Easements over State Land

Parcel 1

Through the North Half of the North Half of GLO 4 Section 6, T23N. R3W. Coconino County being 1.24 acres and abutting the north line of said section

Parcel 2

Through the South 60 feet of the East 60 feet of the Southeast quarter of the Southeast quarter of the Southeast quarter in Section 4 , T24N.R3W. Coconino County

Parcel 3

Through the North 60 feet and the South 60 feet of the East 60 feet of the East one-half of the East one-half of the East one- half Section 8 ,T24N. R3W. Coconino County.

Parcel 4

Through the North 60 feet of the East 60 feet of the East 60 feet, and the South 60 feet of the East 60 feet of the East 60 feet, all in the East one-half of the East one-half of the East one-half of Section 16 ,T24N ,R3W, Coconino County.

Parcel 5

Through the North 60 feet of the West 60 feet of the Northwest quarter of the Northwest quarter of the Northwest quarter of Section 20, T 24 N , R 3 W , Coconino County.

Parcel 6

Through the Northwest quarter and the West one-half of the Northeast quarter of Section 28, T 24 N R 3 W Coconino County.

Parcel 7

Through the North 60 feet of the West 60 feet, and the South 60 feet of the West 60 feet all in Section 30, T 24 N, R 3 W. Coconino County.

Parcel 8

Through The South 60 feet of the West 1500 feet of the South-west Quarter, and mete and bounds through the South one-half of Section 32 T 24 N , R 3 W Coconino County.

Parcel 9

Through the North 60 feet of the West 60 feet of the Northwest quarter of the Northwest quarter of the Northwest quarter of Section 36 , T 24 N ,R 4 W. Coconino County.

Parcel 10

Through 20 foot strip commencing in the Northeast Corner and proceeding Southwesterly to the southline of Section 14 lying in the Southwest quarter of the southwest quarter, all in Section 14, T 23 N R 4 W Coconino County.

Parcel 11

Through a 20 foot strip commencing on the North line of the Northeast quarter of the Southwest quarter of Section 12 and proceeding Southwesterly to the Southwest Corner of Section 12 T 23 N, R 4 W , Coconino County.

STATE OF ARIZONA

Department of State



CERTIFICATE OF TRADE NAME follows:

WESTWOOD RANCHES OWNER'S ASSOCIATION

I, Jane Dee Hull, Secretary of State, do hereby certify that in accordance with the Trade Name Application filed in this Office, the Trade Name herein certified has been duly registered pursuant to Section 44-1460.01, Arizona Revised Statutes, in behalf of:

**WESTWOOD RANCHES PHASE VI OWNER'S ROAD MAINTENANCE ASSO
3140 W. IRONWOOD CIRCLE
CHANDLER, AZ 85226**



Registration Date: August 13, 1997

Expiration Date: August 13, 2002

Date First Used: September 1, 1995

Trade Name No.: 179410

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Arizona. Done at Phoenix, the capitol, this 15th day of August, 1997.


JANE DEE HULL
Secretary of State