

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MAY 15 1 56 PM '87

APPR. *Dona Beer*
DATE APPLIED *5/14/87*
TERM _____
DATE _____ TIME _____

THE RANCH AT PRESCOTT, UNIT ONE, HOMEOWNERS ASSOCIATION

176226-4

Pursuant to the provisions of A.R.S. §§ 10-1034 and 10-1035, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is The Ranch at Prescott, Unit One, Homeowners Association.
2. The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted by the Board of Directors on the 10th day of March, 1987 in the manner prescribed by the Arizona Nonprofit Corporation Act.
3. The Resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by Act of the Board of Directors on the 10th day of March, 1987 in the manner prescribed by the Arizona Nonprofit Corporation Act.

EXHIBIT A

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

THE RANCH AT PRESCOTT, UNIT ONE, HOMEOWNERS ASSOCIATION

1. ARTICLE I IS HEREBY AMENDED TO READ AS FOLLOWS:

Article I - Name

The name of the corporation is THE RANCH AT PRESCOTT HOMEOWNERS ASSOCIATION, referred to herein and in the By-Laws and Master Declaration of Restrictive Covenants for all Lots of Single-Family Residential Units of THE RANCH AT PRESCOTT, as the "ASSOCIATION."

2. ARTICLE II IS HEREBY AMENDED TO READ AS FOLLOWS:

Article II - Purpose

The purpose for which this corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be

amended from time to time. The business which the corporation initially intends to conduct in this state is:

- i. To enforce any and all covenants, restrictions and agreements imposed by the Master Declaration of Restrictive Covenants for all Lots of Single-Family Residential Units at THE RANCH AT PRESCOTT, or any "Unit Declarations" as defined in the Master Declaration, and
- ii. To receive, maintain and operate common areas and recreational land and other facilities within the area encompassed by the Master Declaration or any Unit Declaration.

3. ARTICLE III IS HEREBY AMENDED TO READ AS FOLLOWS:

Article III - Membership

The corporation shall have no capital stock, but shall admit to membership the persons entitled to membership under the Master Declaration, Unit Declarations, and the By-Laws of the corporation.

4. ARTICLE IV IS HEREBY AMENDED TO READ AS FOLLOWS:

Article IV - Class of Members

The corporation shall have two classes of members: Class A and Class B. The qualifications and rights of the members of each class shall be as set forth in the Master Declaration, Unit Declarations and the By-Laws of the corporation.

5. ARTICLE V IS HEREBY AMENDED TO READ AS FOLLOWS:

Article V - Voting

The voting rights of members of each class shall be limited, enlarged or denied to the extent specified under the Master Declarations, Unit Declarations, and the By-Laws of the corporation.

6. THE FOLLOWING ARTICLE IS ADDED:

Article IX - Nonprofit Corporation

The corporation is organized exclusively as a nonprofit corporation and shall conduct its affairs for its purposes in such a manner that no part of the earnings,

property or assets of the corporation on dissolution or otherwise shall inure to the benefit of any private person or individual or any member, director or officer of the corporation. Upon liquidation or dissolution, all property and assets of the corporation remaining after paying and providing for all debts and obligations shall be granted, conveyed and assigned to such fund, foundation, corporation or public body organized and operated for charitable, educational or municipal purposes, having purposes nearly as practicable the same as those to which the assets were required to be devoted by the corporation. Any such disposition of the corporation's property shall not be effective to divest or diminish any right or title of any member vested as a member under the Master Declaration or Unit Declaration and the deed applicable to the member's property, unless made in accordance with the provisions of the Master Declaration, Unit Declaration and Deed.

7. THE FOLLOWING ARTICLE IS ADDED:

ARTICLE X - Known Place of Business

The known place of business of the corporation shall be

261 Equestrian Way, or such other place or places as the Board of Directors may hereinafter determine.

8. THE FOLLOWING ARTICLE IS ADDED:

Article XI - Statutory Agent

The name and address of the statutory agent of the corporation is Favour, Weaver, Moore & Schuyler, P.A., 843 Miller Valley Road, P. O. Box 1391, Prescott, Arizona, 86302.

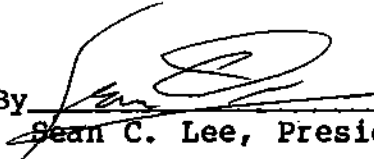
9. THE FOLLOWING ARTICLE IS ADDED:

Article XII - Amendment of Articles

These Articles of Incorporation may be amended by an instrument duly executed and acknowledged by the holder of Class B membership and, upon relinquishment of all Class B membership, by the adoption of the amendment by majority vote of the voting membership of the Association voting at a meeting of the membership noticed pursuant to the By-Laws of the Association, provided the proposed amendment is included in the notice of the meeting.


DATED this 10th day of March, 1987.

THE RANCH AT PRESCOTT
HOMEOWNERS ASSOCIATION
a nonprofit corporation

By 
Sean C. Lee, President

STATE OF ARIZONA)
) ss.
County of Yavapai)

SUBSCRIBED AND SWORN TO before me this 13th day of
May, 1987 by SEAN C. LEE, President, THE
RANCH AT PRESCOTT HOMEOWNERS ASSOCIATION, a nonprofit
corporation.


Notary Public

My Commission expires:
Oct. 29, 1989

AZ. CORP. COMMISSION FOR THE STATE OF AZ. FILED	
JUN 14 '85	
APPR. <i>[Signature]</i>	FILE # _____
DATE APPR. <i>10-18</i>	_____
TERM _____	_____
DATE _____	TIME _____

ARTICLES OF INCORPORATION
OF

THE RANCH AT PRESCOTT, UNIT ONE, HOMEOWNERS ASSOCIATION

In compliance with the requirements of Arizona Revised Statutes §§ 10-1002 et seq., the undersigned, all of whom are residents of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is THE RANCH AT PRESCOTT, UNIT ONE, HOMEOWNERS ASSOCIATION, hereinafter called the "Association."

ARTICLE II

STATUTORY AGENT

SEAN C. LEE, whose address is 4034 E. McDowell, Phoenix, Arizona 85008, is hereby appointed the initial statutory agent of this Association.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

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, preservation and architectural control of the residence Lots and Common Area within that certain tract of property known as The Ranch At Prescott, Unit One, according to the plat recorded, or to be recorded, in the Office of the County Recorder, Yavapai County, Arizona, and +

promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance of this purpose, this association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Yavapai County Recorder and 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE IV

INITIAL CHARACTER OF AFFAIRS

The character of affairs which the corporation initially intends to conduct is the establishment and maintenance of the common areas of The Ranch at Prescott, Unit One.

UNIT V

MEMBERSHIP/VOTING RIGHTS

The number and qualifications of Members of the Association, the different classes of membership, if any, the property, voting

and other rights and privileges of Members, their liability for "assessments" (as defined in the Declaration or Bylaws) and the method of collection thereof shall be set forth in The Declaration and Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association but shall not exceed seven (7). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
JIM N. LEE	P.O. Box 10475 Phoenix, Arizona 85064
JAMES M. MURPHY	500 W. Wagon Wheel Drive Phoenix, Arizona 85021
SEAN C. LEE	4034 E. McDowell Phoenix, Arizona 85008

At each annual meeting the members shall elect three (3) directors for a term of one (1) year.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

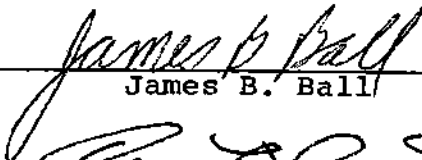
ARTICLE VIII


INCORPORATORS

The names and addresses of the incorporators of this Association are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES B. BALL	5144 W. Sweetwater Avenue Glendale, Arizona 85304
EDWARD F. LOWRY, JR.	7600 N. Moonlight Lane Paradise Valley, AZ 85253

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of June, 1985.



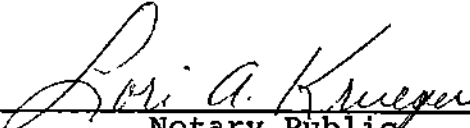
 James B. Ball


 Edward F. Lowry, Jr.

STATE OF ARIZONA)
) ss.
 County of Maricopa)

On this the 12th day of June, 1985, before me, the undersigned Notary Public, personally appeared James B. Ball and Edward F. Lowry, Jr., who are known to me, and they acknowledged that they executed the within instrument on behalf of said corporation for the purposes therein stated.

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



 Notary Public

My Commission Expires:

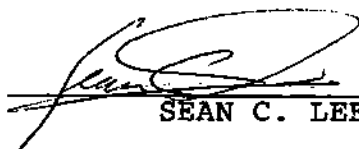
Jan. 15, 1986

June 12, 1985

TO: Arizona Corporation Commission
Incorporating Division
1200 West Washington
Phoenix, Arizona 85007

RE: The Ranch At Prescott, Unit
One, Homeowners Association

I, SEAN C. LEE, having been designated to act as
Statutory Agent, hereby consent to act in that capacity
until removal or resignation is submitted in accordance with
the Arizona Revised Statutes.


SEAN C. LEE

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

JUN 14 2 56 PM '85

OP Mendora
DATE APPLIED FOR FILE #
CORP

ARTICLES OF INCORPORATION

OF

THE RANCH AT PRESCOTT, UNIT NO.1 HOMEOWNERS ASSOCIATION

176226

In compliance with the requirements of Arizona Revised Statutes §§ 10-1002 et seq., the undersigned, all of whom are residents of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is THE RANCH AT PRESCOTT, UNIT ONE, HOMEOWNERS ASSOCIATION, hereinafter called the "Assbciation."

ARTICLE II

STATUTORY AGENT

SEAN C. LEE, whose address is 4034 E. McDowell, Phoenix, Arizona 85008, is hereby appointed the initial statutory agent of this Association.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

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, preservation and architectural control of the residence Lots and Common Area within that certain tract of property known as The Ranch At Prescott, Unit One, according to the plat recorded, or to be recorded, in the Office of the County Recorder, Yavapai County, Arizona, and to

promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance of this purpose, this association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Yavapai County Recorder and 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE IV

INITIAL CHARACTER OF AFFAIRS

The character of affairs which the corporation initially intends to conduct is the establishment and maintenance of the common areas of The Ranch at Prescott, Unit One.

UNIT V

MEMBERSHIP/VOTING RIGHTS

The number and qualifications of Members of the Association, the different classes of membership, if any, the property, voting

and other rights and privileges of Members, their liability for "assessments" (as defined in the Declaration or Bylaws) and the method of collection thereof shall be set forth in The Declaration and Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association but shall not exceed seven (7). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
JIM N. LEE	P.O. Box 10475 Phoenix, Arizona 85064
JAMES M. MURPHY	500 W. Wagon Wheel Drive Phoenix, Arizona 85021
SEAN C. LEE	4034 E. McDowell Phoenix, Arizona 85008

At each annual meeting the members shall elect three (3) directors for a term of one (1) year.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators of this Association are:

Phoenix Address: 1210 West Washington
Phoenix, Arizona 85007

Tucson Address: 403 West Congress Street
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-128.01

THE RANCH AT PRESCOTT, UNIT ONE,
HOMEOWNERS ASSOCIATION
EXACT CORPORATE NAME

Check Appropriate Box(es) "A" or "B" and "C" (yes or no)

THE UNDERSIGNED CERTIFY THAT:

- A. No person serving either by election 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.
 - 1. 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 laws 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 names 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, the date and location, the court and public agency involved and the file or cause number of the case.

- C. No person (a) serving 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, has 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 X

- 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, the court or agency involved and the file or cause number of the case.

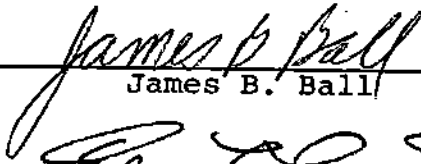
Under penalties of law, the undersigned officers declare that we have examined this certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY Edward F. Lowry, Jr. DATE: 6/12/85
TITLE: Incorporator

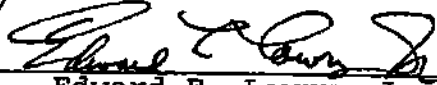
BY James B. Ball DATE: 6/12/85
TITLE: Incorporator

<u>NAME</u>	<u>ADDRESS</u>
JAMES B. BALL	5144 W. Sweetwater Avenue Glendale, Arizona 85304
EDWARD F. LOWRY, JR.	7600 N. Moonlight Lane Paradise Valley, AZ 85253

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of June, 1985.



 James B. Ball

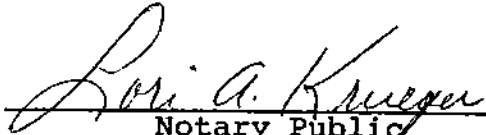


 Edward F. Lowry, Jr.

STATE OF ARIZONA)
) ss.
 County of Maricopa)

On this the 12th day of June, 1985, before me, the undersigned Notary Public, personally appeared James B. Ball and Edward F. Lowry, Jr., who are known to me, and they acknowledged that they executed the within instrument on behalf of said corporation for the purposes therein stated.

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



 Notary Public

My Commission Expires:

Jan. 15, 1986