

AZ CORP COMMISSIO
OF THE STATE OF AZ
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APPR N. Flores-De la
DATE 11/4/98

ARTICLES OF INCORPORATION

OF

WINDMILL RANCH PHASE II PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

-0856469-9

That the undersigned incorporators have this day associated themselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the corporation shall be **WINDMILL RANCH PHASE II PROPERTY OWNERS ASSOCIATION, INC.**, a non-profit corporation.

2. **PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Association shall be in Prescott, Yavapai County, Arizona, but the Association may conduct its affairs at any location designated by the Board of Directors.

3. **PURPOSES.** The Association is organized to maintain and improve the roadways, along with gates, fences, cattle guards and culverts involving such roadways, and any common areas and water wells so designated by the Board of Directors. The property known and to be known as Windmill Ranch Phase II, is and shall be subject to the Declaration of Covenants, Conditions, and Restrictions for that property, which Declaration contemplates the establishment of this Association. Further, the Association is organized to provide an entity for the furtherance of the best interests of the Owners in the development.

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors: All powers necessary or desirable to perform the obligation and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including the following:

- A. To fix and collect assessments:
- B. To enforce Covenants, Conditions, and Restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration of Covenants, Conditions, and Restriction.
- C. To enter, make, perform, or enforce contracts of every kind and to do all other acts necessary, appropriate, or desirable in carrying out any purpose of the Association.

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The Association shall have and exercise all powers which are necessary, incidental to, desirable, useful, or convenient in carrying out any of its purposes, including, but not limited to, those powers set forth in the Declaration and powers for conducting any and all lawful affairs for which corporations may be incorporated under Arizona law.

4. **INITIAL ACTIVITY.** The Association initially intends to maintain and improve the roadways, along with gates, fences, and culverts involving such

roadways and any common areas and water wells designated by the Association as an Association function, with respect to all property located in Windmill Ranch. Phase II.

5. **STATUTORY AGENT.** The Name and address of the initial Statutory Agent of the Association is Deborah L. Palmer, 1020 Sandretto Drive, Suite B, Prescott, Arizona 86301

6. **MEMBERSHIP.** The Association shall have members. The Qualifications and rights of the members shall be set forth in the Declaration and the Bylaws.

7. **BOARD OF DIRECTORS.** The initial Board of Directors shall consist of three (3) Directors. The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws and shall not be fewer than three (3). The Directors shall be elected at the times and in the manner designated in the Bylaws. The names and address of the persons who are to serve as Directors until the first annual meeting of the Association or until their successors are elected and qualify are:

GARY P. SUMNER 1020 Sandretto Dr., Ste B Prescott, Arizona 86301	RENEE HOWES 1020 Sandretto Dr., Ste. B Prescott, Arizona 86301
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DEBORAH L. PALMER
1020 Sandretto Dr., Ste. B
Prescott, Arizona 86301

8. **INCORPORATORS.** The names and addresses of the Incorporators are:

GARY P. SUMNER 1020 Sandretto Dr., Ste B Prescott, Arizona 86301	RENEE HOWES 1020 Sandretto Dr., Ste. B Prescott, Arizona 86301
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9. **DISSOLUTION.** The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members entitled to vote. Upon the dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created, or shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, as determined by the Board of Directors and approved by a majority vote of the Members entitled to vote, present at a duly held meeting called for that purpose.

10. **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS.** The Association shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law and shall be made by the Association whether the legal action brought or threatened is by or in the right of the Association or by any other person.

11. **DURATION.** The time of the commencement of this corporation shall be the date of filing of these Articles of Incorporation with the Arizona Corporation commission and the existence of the corporation shall be perpetual.

12. **AMENDMENT OF ARTICLES.** These Articles of Incorporation may be amended by the affirmative vote of the majority of the members present or represented by proxy at a meeting called for that purpose.

DATED THIS 29th DAY OF OCTOBER, 1998.

Gary P. Sumner

GARY P. SUMNER, Incorporator

Renee Howes

RENEE HOWES, Incorporator

STATE OF ARIZONA

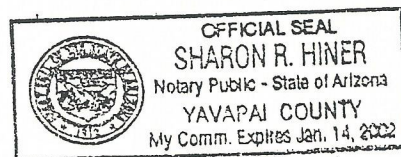
County of Yavapai

On this, the 29th day of October 1998, before me, the undersigned Notary Public, personally appeared GARY P. SUMNER and RENEE HOWES, known or satisfactorily proven to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they are subscribed to the within instrument, and acknowledged that they executed the same for the purposes and considerations therein expressed.

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

Sharon R. Hiner

Notary Public



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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINDMILL RANCH PHASE II PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Title 10, Sections 2362 and 2363, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "WINDMILL RANCH PHASE II PROPERTY OWNERS ASSOCIATION". *Inc.*

SECOND: The document attached hereto as Exhibit A sets forth the amendment to the Articles of Incorporation which were adopted by 100% of the Board of Directors on March 10, 1999 in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of the Board of Directors on March 10, 1999 in the manner prescribed by the Arizona Nonprofit Corporation Act.

DATED: MARCH 12, 1999

WINDMILL RANCH PHASE II PROPERTY
OWNERS ASSOCIATION

BY *Gary R. Sanner*
TITLE: President

BY *Kenno Kanner*
TITLE: Secretary

DATED this 29th day of October, 1998

Deborah L. Palmer

Deborah L Palmer, Statutory Agent

On this 29th day of October, 1998, before me, the undersigned Notary Public personally appeared **Deborah L Palmer**, known or satisfactorily proven to me to be the persons whose is acknowledging to be Statutory Agent as subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein expressed.

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

Sharon R. Hiner

Notary Public

