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Articles of Incorporation

ARTICLES OF INCORPORATION OF ARROYO ROBLE RESORT COUNCIL OF CO-OWNERS, INC.

In compliance with the requirements of the statutes of the State of Arizona, pertaining to nonprofit corporations, A.R.S. § 10-1002 et seq., the undersigned, all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I. NAME: The name of the corporation is ARROYO ROBLE RESORT COUNCIL OF CO-OWNERS, INC., hereafter called the "Council."

ARTICLE II. DURATION: The time of commencement of this corporation shall be the date upon which these articles are filed with the Arizona Corporation Commission and the duration shall be perpetual unless the ARROYO ROBLE RESORT horizontal property regime is dissolved.

ARTICLE III. PURPOSE: This corporation does not contemplate pecuniary gain or profit to the members thereof and the specific primary purposes for which it is formed are to provide for the maintenance and improvement of the Common Elements, operation of a private time share resort condominium and the preservation, architectural control and enforcement of covenants, conditions and restrictions on the real property described in the preamble of the amended Declaration of Covenants, Conditions and Restrictions for ARROYO ROBLE RESORT recorded on June 2, 1983, Docket 928, Pages 793-898, of the Records of the Coconino County Recorder, to promote the health, recreation, safety and welfare of the Owners within the above-described property and to have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation statutes of the State of Arizona may now or hereafter have or exercise.

ARTICLE IV. INITIAL BUSINESS: In furtherance of the general purposes, the Council shall have power to:

- (a) perform all of the duties and obligations of the Council as set forth in the above-described Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration";
- (b) fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office

and other expenses incidental to the conduct of the business of the Council, including all licenses, taxes or governmental charges levied or imposed against the Common Elements;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Council, subject to the limitations of the Declaration;

(d) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Council and subject to the limitations contained in the Declaration;

(e) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote of more than fifty percent (50%) of the votes entitled to be cast or by the written consent of all of the members, except that nothing herein shall restrict in any manner, the right of the Developer to bring additional property within the horizontal property regime, as provided for in the Declaration; and

(f) have and exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Arizona pertaining to nonprofit corporations may now or hereafter have or exercise.

ARTICLE V. STATUTORY AGENT: The initial statutory agent is ARDA S. RUTHERFORD of 2333 N. Central Ave., Phoenix, 85004, upon whom all notices and processes, including service of summons may be served, and which, when so served shall be lawful personal service upon this corporation.

ARTICLE VI. PLACE OF BUSINESS: The known place of business of the Council is 390 North Highway 89-A, Sedona, Arizona 86336.

ARTICLE VII. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Unit or Interval Unit which is subject by covenants of record to assessment by the Council, including contract purchasers, with right of possession of a Unit or Interval Unit, shall be a member of the Council. A member shall also be referred to herein as an "Owner." The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit or Interval Unit which is subject to assessment by the Council.

ARTICLE VIII. VOTING RIGHTS: All members shall be entitled to the number of votes provided in the amended Declaration of Horizontal Property Regime recorded on June 2, 1983, Docket 928, Pages 793-898, records of the County Recorder of Coconino County, Arizona, as it may be amended or supplemented from time to time. When more than one person holds an interest in any Unit or Interval Unit all such persons shall be members. The vote or votes for each Unit or Interval Unit shall be exercised as they among themselves determine but all votes for a Unit shall be cast as a bloc and no fractional vote or split bloc vote shall be counted.

ARTICLE IX. INCORPORATORS: The names and addresses of the incorporators are:

NAME:	ADDRESS:
STEPHEN L. EVANS	309 E. Marlette, Phoenix, AZ 85012
ROBERT ALLEN EVANS	7233 N. 23 rd Place, Phoenix, AZ 85020
PHILIP K. EVANS	4210 West Eva, Phoenix, AZ 85021

ARTICLE X. BOARD OF DIRECTORS; OFFICERS: After management of the Council is transferred to the Owners, other than the Developer, the affairs of this corporation shall be managed by a Board of not less than five (5) directors, and such officers as the Board of Directors may select from their membership from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold any two offices, except the President may not at the same time hold the office of Secretary. At the first annual meeting after management is transferred to the Owners, other than the Developer, the members shall elect five (5) directors for a term of one year.

ARTICLE XI. INITIAL DIRECTORS: The number of directors of this corporation to serve initially shall be three (3). The following persons were elected on April 7, 1983, at 2333 North Central Avenue, Phoenix, Arizona, to serve as directors until the election of their successors:

NAME:	ADDRESS:
STEPHEN L. EVANS	309 E. Marlette, Phoenix, AZ 85012
ROBERT ALLEN EVANS	7233 N. 23 rd Place, Phoenix, AZ 85020
PHILIP K. EVANS	4210 West Eva, Phoenix, AZ 85021

ARTICLE XII. LIMIT OF LIABILITY: The private property of each and every officer, director and member of the Council shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XIII. INDEMNIFICATION OF BOARD OF DIRECTORS AND OFFICERS: Each officer or member of the Board of Directors shall be indemnified by the Owners against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a member of the Board of Directors or Officer, or any settlement thereof, whether or not he or she is a member of the Board of Directors or Officer at the time such expenses are incurred, except in such cases wherein the Board member or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only if the Board of Directors approves such settlement as being for the best interest of the ARROYO ROBLE RESORT.

ARTICLE XIV. DISSOLUTION: Upon dissolution of the Council the assets of the corporation shall be distributed to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE XV. AMENDMENT: Amendment of these articles shall require the assent (by vote or written consent) of a majority of the Board of Directors, except that the number of directors, the known place of business and the statutory agent may be changed by amendment of the Bylaws of the Council.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona,

Date: 6/2/83

Stephen L. Evans
STEPHEN L. EVANS, President

Date: 6/2/83

Robert Allen Evans
ROBERT ALLEN EVANS, Vice-President

Date: 6/2/83

Philip K. Evans
PHILIP K. EVANS, Secretary

STATE OF ARIZONA

ss.

COUNTY OF MARICOPA

Before me, this 2nd day of June, 1983, personally appeared Stephen L. Evans, Robert Allen Evans, and Philip K. Evans, who acknowledged themselves to be the officers of the ARROYO ROBLE DEVELOPMENT CORPORATION and that they executed the foregoing instrument for the purposes therein contained.

Manuel P. Reynolds
Notary Public

My commission expires:

Sept. 13, 1985