

ARTICLES OF INCORPORATION

12 APR 15 A 10:54

APPR. Margot Cota

OF

DATE APR 15/07 ELK VALLEY RANCH PROPERTY OWNERS ASSOCIATION, INC.

TERM \_\_\_\_\_  
DATE \_\_\_\_\_ KNOW ALL MEN BY THESE PRESENTS:

1026460-0

That we, the undersigned persons whose addresses are set forth hereinbelow, do hereby adopt these Articles of Incorporation of and for the Elk Valley Ranch Property Owners Association, Inc., a non-profit corporation.

ARTICLE I

The name of this corporation is Elk Valley Ranch Property Owners Association, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business for the transaction of business of the corporation is 2720 E. Thomas Rd., C-250, Phoenix, AZ 85016.

ARTICLE IV

The purpose for which this corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and specifically, but not in limitation thereof, for those purposes as set forth in the Declaration of Covenants, Conditions and Restrictions for Elk Valley Ranch Unit I, expansions, and any amendments thereto, as

recorded in Apache County, Arizona Recorder's office, and do all other appropriate, or convenient in furtherance of its operation as an owners association, and in accordance with these Articles, the Bylaws, and any adopted rules and regulations.

#### ARTICLE V

The corporation initially intends to conduct the business of an owners association, which includes managing, maintaining and improving the roadways, along with gates, fences and culverts, and common areas and water wells, if any, at Elk Valley Ranch Unit I, Apache County, Arizona, including expansions thereof, and additional units at Elk Valley Ranch, if there be any, and if designated to be included within this corporation.

#### ARTICLE VI

The name and address of the initial statutory agent of the corporation shall be Richard Schust whose address is 2720 E. Thomas Rd., C-250, Phoenix, AZ 85016.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors is 3 and their names and addresses are set forth below; said initial Directors shall serve as Directors until the first annual election of Directors or until their successors are elected and qualified. Excepting for the initial Board of Directors, the affairs of the corporation shall be managed by a Board of not less than 3 or more than 5 Directors as set by the Bylaws.

Richard Schust  
2720 E. Thomas Rd., C-250  
Phoenix, AZ 85016

Ross Wilson  
2720 E. Thomas Rd., C-250  
Phoenix, AZ 85016

Richard Peagler  
2720 E. Thomas Rd., C-250  
Phoenix, AZ 85016

#### ARTICLE VIII

The names and addresses of the initial incorporators are those as set forth in Article VII above, being also the initial directors.

#### ARTICLE IX

The corporation shall have two (2) classes of voting membership, with voting to be on a one vote per acre basis, calculated to the nearest whole acre, as to all Members, except for the developer, RDS, Inc., who shall have eight (8) votes per acre, calculated to the nearest whole acre. There shall be cumulative voting.

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more parcels within the development known as Elk Valley Ranch Unit I, or acres of any future additional units or expansions of said development, qualifying for membership in this corporation pursuant to a recorded Declaration of Covenants, Conditions and Restrictions. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each acre within the above-described property. In the event any

acre within the above-described property is owned or is being purchased by two or more persons, a single certificate may be issued in the names of the multiple owners, who shall be deemed one member with one vote. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as provided by the Declaration of Covenants, Conditions and Restrictions, Bylaws and Rules and Regulation of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

#### ARTICLE X

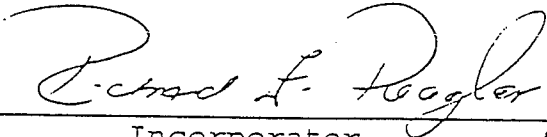
These Articles of Incorporation may be amended by the vote or written assent of members representing sixty-six and two-thirds percent (66-2/3%) of the total voting power of the Association, provided, however, that as to particular matters as set forth in the Declaration of Covenants, Conditions and Restrictions, the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

#### ARTICLE XI

Except for those matters which cannot be eliminated or limited pursuant to the Arizona Statutes, a Director shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director. This indemnification shall be mandatory in all circumstances in which indemnification is

permitted by law and shall be effective whether a legal action is brought or threatened by or against the corporation.

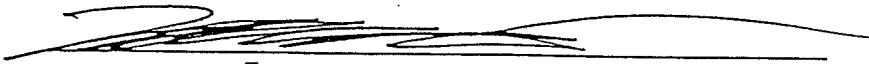
IN WITNESS WHEREOF, we have hereunto set our hands on the 10 day of April, 2002.



\_\_\_\_\_  
Incorporator



\_\_\_\_\_  
Incorporator



\_\_\_\_\_  
Incorporator

*Ally*

Form **SS-4**  
(Rev. December 2001)  
Department of the Treasury  
Internal Revenue Service

### Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)  
See separate instructions for each line. Keep a copy for your records.

EIN **72-1559419**  
OMB No. 1545-0008

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested <b>Elk Valley Ranch Property Owners Association, Inc.</b>						
	2 Trade name of business (if different from name on line 1)	3 Executor, trustee, "care of" name <b>Richard D. Schust</b>					
	4a Mailing address (room, apt., suite no. and street, or P.O. box) <b>2720 E. Thomas Road C-250</b>	5a Street address (if different) (Do not enter a P.O. box.)					
	4b City, state, and ZIP code <b>Phoenix, AZ 85018</b>	5b City, state, and ZIP code					
	6 County and state where principal business is located <b>Maricopa, Arizona</b>						
7a Name of principal officer, general partner, grantor, owner, or trustee <b>Richard D. Schust</b>	7b SSN, ITIN, or EIN <b>627-85-8408</b>						
8a Type of entity (check only one box)							
<input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership _____ <input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corp. _____ <input type="checkbox"/> Church or church-controlled organization _____ <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____							
<input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (SSN) _____ <input type="checkbox"/> Trust (SSN of grantor) _____ <input type="checkbox"/> National Guard _____ State/local government <input type="checkbox"/> Farmers' cooperative _____ Federal government/military <input type="checkbox"/> REMIC _____ Indian tribal government/enterprise <input type="checkbox"/> Group Exemption Number (GEN) ▶ _____							
8b If a corporation, name the state or foreign country (if applicable) where incorporated	State <b>Arizona</b> Foreign country						
9 Reason for applying (check only one box)							
<input checked="" type="checkbox"/> Started new business (specify type) ▶ <b>Property Owners Association</b> <input type="checkbox"/> Hired employees (Check this box and see line 12.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ _____							
<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____							
10 Date business started or acquired (month, day, year) <b>April 15, 2002</b>	11 Closing month of accounting year <b>December</b>						
12 First date wages or annuities were paid or will be paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) . . . . . ▶ n/a							
13 Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0." <table border="1"> <tr> <td>Agricultural</td> <td>Household</td> <td>Other</td> </tr> <tr> <td align="center">0</td> <td align="center">0</td> <td align="center">0</td> </tr> </table>		Agricultural	Household	Other	0	0	0
Agricultural	Household	Other					
0	0	0					
14 Check one box that best describes the principal activity of your business.							
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input checked="" type="checkbox"/> Other (specify) <b>Property Owners Association</b>							
15 Indicate principal line of merchandise sold: specific construction work done; products produced; or services provided. <b>Managing and maintaining property</b>							
16a Has the applicant ever applied for an employer identification number for this or any other business? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Note: If "Yes," please complete lines 16b and 16c.							
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ _____ Trade name ▶ _____							
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. Approximate date when filed (mo., day, year) _____ City and state where filed _____ Previous EIN _____							
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.						
	Designee's name	Designee's telephone number (include area code)					
Address and ZIP code	Designee's fax number (include area code)						
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.							
Name and title (type or print clearly) ▶ <b>Richard D. Schust, President</b>		Applicant's telephone number (include area code)					
Signature ▶ <i>[Signature]</i>		( <b>602</b> ) <b>284-0000</b>					
Date ▶ <b>2-14-03</b>		Applicant's fax number (include area code)					
		( <b>602</b> ) <b>957-2348</b>					

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