



04565980

AZ CORPORATION COMMISSION  
FILED

FEB 18 2014

FILE NO. 1905888-8

**ARTICLES OF INCORPORATION  
OF  
QUAIL CREEK VILLAS ASSOCIATION, INC.**

The undersigned, as the sole incorporator, for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I**

Name

The name of the corporation is Quail Creek Villas Association, Inc. (the "Corporation").

**ARTICLE II**

Definitions

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in that certain Declaration Of Annexation, Tract Declaration And Declaration of Covenants, Conditions and Restrictions For Quail Creek Villas, recorded on February 18, 2014, at Sequence No. 2014-0490243, in the Official Records of the Pima County Recorder, Pima County, Arizona, as such declaration is amended or supplemented from time to time (collectively, the "Villas Declaration"), including but not limited to by any declaration of annexation or of covenants, conditions or restrictions executed by Declarant that makes membership in the Corporation an incident of ownership of any residential lot described therein.

**ARTICLE III**

Character of Affairs

The character of affairs that the Corporation initially intends to conduct is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all the Corporation's rights, powers and prerogatives under the Villas Declaration, including but not limited to acting as an "Association" within the meaning of the Planned Communities Act, Arizona Revised Statutes Sections 33-1801 et seq. as the same may be amended or revised. In addition, subject to the provisions of the Villas Declaration, the Corporation shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40 of the Arizona Revised Statutes as the same may be amended or revised. The Corporation shall have no stock, no dividends and no pecuniary profits shall be declared or distributed to its members. All income and earnings of the Corporation shall be used to further the purposes and objectives of the Corporation.

**ARTICLE IV**  
**Membership; Voting Rights**

The Corporation shall have members. Each membership in the Corporation shall be appurtenant to, and may not be separated from, ownership of the Villas Lot to which the membership is attributable. The members (including the Declarant) shall have the voting rights provided in the Villas Declaration and the Bylaws of the Corporation, both of which may be amended from time to time. It is hereby acknowledged that the Villas Declaration may be amended from time to time to change the qualifications and requirements of the members of the Corporation and their voting rights and any other provisions set forth therein.

**ARTICLE V**  
**Statutory Agent**

James D. Hubbard, whose address is 9532 E. Riggs Road, Sun Lakes, Arizona 85248, is hereby appointed the initial statutory agent for the Corporation.

**ARTICLE VI**  
**Initial Board of Directors**

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board of Directors. The initial Board of Directors shall consist of three directors. Each director shall be appointed or elected in accordance with the terms set forth in the Villas Declaration and in the Bylaws of the Corporation. The following individuals shall serve as the initial directors until their successors are appointed or elected and qualified pursuant to the terms of the Declaration and the Bylaws:

Jack Sarsam  
9532 East Riggs Road  
Sun Lakes, Arizona 85248

Mark Giannonati  
9532 East Riggs Road  
Sun Lakes, Arizona 85248

George Atwell  
9532 East Riggs Road  
Sun Lakes, Arizona 85248

**ARTICLE VII**  
**Incorporator**

The name and address of the sole incorporator is:

Jack Sarsam  
9532 East Riggs Road  
Sun Lakes, Arizona 85248

**ARTICLE VIII**  
**Indemnification**

To the fullest extent permitted by Arizona Revised Statutes as the same exist or may hereafter be amended or revised, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this Article VIII, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification or advancement of expenses occurring prior to such repeal, amendment or modification.

**ARTICLE IX**  
**Limitation of Director Liability**

To the fullest extent permitted by Arizona Revised Statutes as the same exist or may hereafter be amended or revised, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article IX, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act occurring prior to such repeal, amendment or modification.

**ARTICLE X**  
**Known Place of Business**

The known place of business of the Corporation shall be located at 9532 East Riggs Road, Sun Lakes, Arizona, 85248. The Corporation may establish such other office(s) as the Board of Directors may from time to time designate.

**ARTICLE XI**  
**Conflicts**

The Corporation has been formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Villas Declaration. In the event of any conflict or

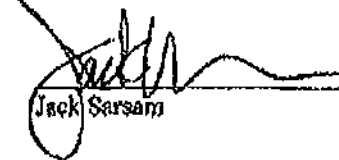
inconsistency between the Villas Declaration and these Articles, the Villas Declaration shall govern and control.

**ARTICLE XII**  
**Amendments**

Until the Villas Transition Date, these Articles of Incorporation may only be amended as set forth in the Villas Declaration. After the Villas Transition Date, except for those amendments by the Board permitted by ARS 10-11002, these Articles of Incorporation may be amended only by the approval of two-thirds of the votes cast or a majority of the voting power of the members of the Corporation, whichever is less, after the Board has first adopted a resolution setting forth the proposed amendment and directed that it be submitted to vote by the members. However, these Articles of Incorporation shall not be amended to contain any provision that would be contrary to or inconsistent with the Villas Declaration or the Master Declaration referred to in the Villas Declaration, and any provision or purported amendment to these Articles of Incorporation that is contrary to or inconsistent with the Villas Declaration or the Master Declaration shall be void to the extent of such inconsistency.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 18<sup>th</sup> day of February, 2014.

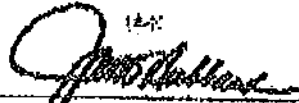
INCORPORATOR:

  
Jack Sarsam

**CONSENT OF STATUTORY AGENT  
OF  
QUAIL CREEK VILLAS ASSOCIATION, INC.**

The undersigned, having been named in the Articles of Incorporation of Quail Creek Villas Association, Inc. as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts such appointment as statutory agent. The undersigned statutory agent reserves the right to resign in accordance with applicable law.

DATED: February 18, 2014.



**JAMES D. HUBBARD**  
9532 East Riggs Road  
Sun Lakes, Arizona 85248