



APR 20 2005

"EXP."

FILE NO. -1198058-9

**ARTICLES OF INCORPORATION  
OF  
PRESCOTT PRAIRIE COMMUNITY ASSOCIATION**

In compliance with the requirements of § 10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, states as follows:

**ARTICLE I  
NAME**

The name of the Association is Prescott Prairie Community Association (the "Association").

**ARTICLE II  
DEFINED TERMS**

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Prescott Prairie, as such Declaration relates to the Record of Survey of Prescott Prairie, recorded at Book 122 of Maps and Plats, Page 53, Records of Yavapai County, Arizona (the "Declaration").

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Association shall be located at 925 Fair Street, Prescott, Arizona, 86305.

**ARTICLE IV  
STATUTORY AGENT**

Brian Falk, whose address is 925 Fair Street, Prescott, Arizona, 86305, and who has been a bona fide resident of the State of Arizona for more than three (3) years, is hereby appointed and designated as the initial statutory agent for the Association.

**ARTICLE V**  
**PURPOSE OF THE ASSOCIATION**

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Common Areas, Private Roadways, and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which Associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

**ARTICLE VI**  
**CHARACTER OF BUSINESS**

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Areas and Private Roadways, and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

**ARTICLE VII**  
**MEMBERSHIP AND VOTING RIGHTS**

Membership in the Association shall be limited to Lot Owners and may only be transferred or terminated in conjunction with conveyance of such Lot Owner's Lot. Each Lot Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than two (2) nor more than five (5) members, who shall serve staggered terms, as further specified in the By-Laws of the corporation.

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the initial directors of the Association who shall serve until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

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<u>Name</u>	<u>Mailing Address</u>
Daniel Siegel	2200 E. 4500 South, #150 Salt Lake City, UT 84117
Robert Conlin	P.O. Box 870 Clarksdale, AZ 86324

### **ARTICLE IX OFFICERS**

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

President and Treasurer- Daniel Siegel  
Vice President and Secretary- Robert Conlin

### **ARTICLE X LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS**

The personal liability of a director or officer of the Association to the Association or its Members for monetary damages for breach of his or her fiduciary duties as a director or officer is hereby eliminated to the extent permitted by the Arizona Nonprofit Association Act, as it may be amended from time to time.

### **ARTICLE XI AMENDMENTS**

These Articles may be amended at a regular or special meeting of the Members by the Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association present in person or by proxy at the regular or special meeting; provided, however, that the Declarant, so long as the Declarant owns any Lot, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of any federal, state or local governmental agency whose approval of the Project or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot, any amendment to these Articles must be approved in

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writing by the Declarant. Notice of any proposed amendments to these Articles shall be made pursuant to the provisions of Article 2 of the Bylaws for notice of a special or regular meeting.

## **ARTICLE XII** **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by Lot Owners representing not less than two-thirds (2/3) of the authorized votes in each class of Membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disbursed in accordance with Arizona law for non-profit Associations, or as otherwise agreed to by a unanimous vote of all Members.

## **ARTICLE XIII** **DURATION**

The Association shall exist perpetually.

## **ARTICLE XIV** **INCORPORATOR**

The name and addresses of the incorporators of the Association are:

Name

Address

Daniel Siegel

2200 E. 4500 South, #150  
Salt Lake City, UT 84117

Robert Conlin

P.O. Box 870  
Clarksdale, AZ 86324

Dated this 26<sup>th</sup> day of April, 2005.

  
Daniel Siegel, Incorporator

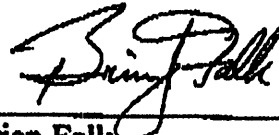
  
Robert Conlin, Incorporator

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# ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this Association, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 26<sup>th</sup> day of April, 2005.



Brian Falk

**CORPORATIONS DIVISION**

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

**NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.**

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Prescott Prairie Community Association  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. 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 wherein 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 of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No X

B. IF YES, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.   |
| 2. Full birth name.   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, 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, or administratively dissolved by any jurisdiction?

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.   | 4. Dates of corporate operation.  |
| 2. Full name, including alias and address of each person involved.  | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |   |

D. The fiscal year end adopted by the corporation is calendar.

Under penalties of law, the undersigned incorporators/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, and hereby declare as indicated above. **THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.**

BY [Signature] DATE 4-15-05 BY [Signature] PRES DATE 4-18-05  
TITLE Vice-Pres. TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_ BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_ TITLE \_\_\_\_\_

**DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)**

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file a **AMENDED** certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

**FOREIGN CORPORATIONS:** Must be executed by any two executive officers or directors.



600 E. Gurley Street, Suite C  
Prescott, AZ 86301  
928.445.3350 fax 928.445.7003

April 20, 2005

Arizona Corporation Commission

Re: Prescott Prairie

To Whom It May Concern:

Enclosed are the incorporation documents and fees necessary to complete the filing for Prescott Prairie Owners association. On behalf of the developers we would ask that due to the small window of opportunity for the developers to install the streets and drainage facilities that this filing be expedited. In addition to this filing the developers have another filing to do with the State of Arizona, that filing cannot be completed until the corporate paperwork has been approved and the Certificate of Good Standing issued by your office.

On behalf of the developers we appreciate any assistance you will be able to give us. If you have any questions please contact the undersigned.

Sincerely,



Gil Shaud  
County Manager

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC):

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PRESOTT PRAIRIE COMMUNITY ASSOCIATION

Please Check or Complete the Appropriate Sections:

A. 1. ☒ NEW Entity Filing      ☐ CHANGE to Existing Entity      ☐ Resubmission/Corrected Document

2. ☐ Domestic (from Arizona)      ☐ Foreign (organized in another state or country)

3. ☐ Profit/Business Corporation (B)      ☒ Nonprofit Corporation (NP)      ☐ LLC      ☐ Trust      ☐ Other

4. Payment ☒ Check # 5921      ☐ Cash      ☐ MOD account # \_\_\_\_\_  
Amount: \$ 75.00      ☐ No fee required      ☐ See attached distribution of funds instructions

5. Processing ☒ Expedited (Priority service, \$35 Additional Fee Per Document)  
☐ Regular (usually 2-4 months)

B. Filing Type: (Check one only)

☐ Articles of Domestication

☒ Articles of Incorporation

☐ Articles of Organization

☐ Application to Transact Business(B)

☐ Application to Conduct Affairs (NP)

☐ Application for New Authority

☐ Application for Registration

☐ Articles of Amendment

☐ Articles of Amendment & Restatement

☐ Publication of \_\_\_\_\_

☐ Articles of Correction

☐ Merger of (name): \_\_\_\_\_

Into: \_\_\_\_\_

Order: \_\_\_\_\_

C. Special Instructions: PLEASE EXPEDITE

D. Extras:

☐ Certified Copies- \_\_\_\_\_ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs)

☐ Good Standing Certificate- \_\_\_\_\_ (Qty. @ \$10 ea.)

☐ Expedite Certified Copies (\$35 extra)

☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☐ Mail or ☐ Pick Up or ☒ Fax # (928) 632-7024

The following individual should be called to pick up completed documents:

Name: MICHAEL KERR

Phone: (928) 632-7099

Pick-up by: \_\_\_\_\_

Date: \_\_\_\_\_

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip: \_\_\_\_\_

CPCVLR  
REV 3/04

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