

**ARTICLES OF INCORPORATION  
OF  
CROSSROADS RANCH PHASE II  
PROPERTY OWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

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

**ARTICLE I**

The name of the corporation is Crossroads Ranch Phase II Property Owners Association, Inc.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose for which this corporation is organized is the transaction of any and all lawful business for which 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, Crossroads Ranch Phase II, as recorded in Yavapai County, Arizona Recorder's office, together with any amendments thereto, and do all other things necessary, appropriate and convenient in furtherance of its operation as an owners association, and in accordance with these Articles, the Bylaws, and any adopted rules and regulation.

**ARTICLE IV**

The corporation initially intends to conduct the business of an owners association.

#### **ARTICLE V**

The name and address of the initial statutory agent of the corporation shall be Peter M. Gooding, 7950 E. Redfield Rd., Suite #210, Scottsdale, AZ 85260

#### **ARTICLE VI**

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.

Peter M. Gooding  
7950 E. Redfield Rd., #210  
Scottsdale, AZ 85260

Robert E. O'Leary  
7950 Redfield Rd., #210  
Scottsdale, AZ 85260

#### **ARTICLE VII**

The names and addresses of the initial incorporators are as set forth below.

Peter M. Gooding  
7950 E. Redfield Rd., #210  
Scottsdale, AZ 85260

Robert E. O'Leary  
7950 Redfield Rd., #210  
Scottsdale, AZ 85260

Patrick E. Rondeau  
7950 E. Redfield Rd., #210  
Scottsdale, AZ 85260

#### **ARTICLE VIII**

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more parcels within Crossroads Ranch Unit II. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each parcel with the above-described property. In the event any parcel with the above-described property is owned or is being purchased by two or more persons, a single certificate shall be issued in the names of the multiple owners, who shall all be members. 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, Crossroads Ranch, Bylaws and Rules and Regulations of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

The corporation shall have two classes of voting, each parcel owner shall be entitled to one vote for each acre owned, except Declarant (as defined in the Declaration of Restrictions), who shall be entitled to 3 votes for each acre owned. When there is more than one owner of a parcel, all such persons shall be members, but the vote for such parcel shall be exercised as they among themselves unanimously determine. In the event of non-agreement among the owners, the vote for the parcel shall not be accepted. Unless otherwise provided herein, all action shall be by majority vote.

#### **ARTICLE IX**

These Articles of Incorporation may be amended by the vote or written assent of members representing seventy-five percent (75%) 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 X**

The liability of Directors for their acts is limited as set forth in the Bylaws. However, the Bylaws shall not be inconsistent with the provisions prescribed by law.

IN WITNESS WHEREOF, We have hereunto set our hands on the 20<sup>th</sup> day of June, 1996.

s/ Peter M. Gooding  
Incorporator

s/ Robert E. O'Leary  
Incorporator