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AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

JUL 12 '84

APPR. *[Signature]*

DATE APPR. *7-23*

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AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

JUL 3 4 15 PM '84

APPR \_\_\_\_\_

DATE APPR. *[Signature]*

TERM \_\_\_\_\_

DATE *7-16* TIME *8:00*

COUNTRY ROADS RV VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION  
OF  
COUNTRY ROADS RV VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of § 10-1001 et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I  
Name

The name of the corporation is COUNTRY ROADS RV VILLAGE PROPERTY OWNERS ASSOCIATION, INC., herein referred to as the "Association".

ARTICLE II  
Definitions

The words and terms used herein shall be deemed to have the same definitions and meanings as in the Declaration of Covenants, Conditions and Restrictions for Country Roads RV Village, as amended from time to time (the "Declaration"), as recorded on June 26, 1984, as Docket No. 1390, Pages 655-697, official records of Yuma County, Arizona.

ARTICLE III  
Duration

The corporation shall exist perpetually.

ARTICLE IV  
Principal Office

The principal office of the Association is located at 5060 North 40th Street, Suite 204, Phoenix, Arizona 85018.

ARTICLE V  
Statutory Agent

Fennemore, Craig, von Ammon, Udall & Powers, a professional corporation, 1700 First Interstate Bank Plaza, 100 West Washington Street, Phoenix, Arizona 85003, is hereby appointed and designated Statutory Agent for the Association, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE VI  
Purpose of the Association

The object and purpose for which this Association is organized is to act as a tax-exempt homeowners' association in accordance with § 528 of the Internal Revenue Code of 1954 as amended, and as such, it is to be operated to provide for the acquisition, construction, management, maintenance, and care of the Association's property. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or 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. No part of the income or profit or net earnings of the Association, if any, shall inure to the benefit of or be distributable to any Member, director or officer nor to any other person or entity other than by acquiring, constructing or providing management, maintenance and care of Association property and other than by a rebate of excess membership dues, fees or Assessments.

ARTICLE VII  
Character of Affairs

The character of affairs which the Association intends to conduct in Arizona is to provide for the acquisition, construction, management, maintenance and care of the Property, to promote and protect the common good and general welfare of the people of the community encompassed within the Association, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the Property, and to enforce and implement the terms of the Declaration.

ARTICLE VIII  
Powers

The Association shall have all those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the Association's purposes as set forth above, including, but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association, as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Office of the County Recorder of Yuma County, Arizona, as the same may be amended from time to time as therein provided.

ARTICLE IX  
Membership

Every Owner of a Lot shall be a Member of the Association. Where these Articles employ the use of the term "Member" in a provision, such provision is equally applicable to the Owner constituting the Member. When more than one Person constitutes the Owner of a Lot, all such Persons shall

be collectively deemed one Owner and thus one Member. 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 Lot which is subject to Assessment by the Association.

#### ARTICLE X

Section 1. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, of Lots in Country Roads RV Village according to Book 10 of Plats, Pages 37-44, official records of Yuma County, Arizona, and each Class A membership shall be entitled to one (1) vote for each Lot owned.

Class B. The class B member shall be the Declarant and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the earlier of (a) the date on which the total number of votes outstanding in the Class A membership equals or exceeds the total number of votes outstanding in the Class B membership, or (b) the date on which the Declarant notifies the Association in writing that it relinquishes its Class B membership.

Section 2. When more than one Person constitutes the Owner of a Lot, all such Persons shall be collectively deemed one Owner and thus one Member. The vote for such Lot may be exercised as the Owners among themselves determine, but in no event shall more than one ballot be cast with respect to any Lot.

Section 3. The vote for each Lot may be exercised as the Persons who constitute the Owner among themselves determine, but in no event shall more than one ballot be cast with respect to any Lot. Any vote by a Lot having multiple Persons as the Owner must be sufficiently supported by proof acceptable to the Board that such vote does in fact represent the collective will of the Persons who are the Owner. The vote for each such Lot must be cast as a unit, and fractional votes shall not be allowed. In the event that Persons who constitute the Owner of a Lot are unable to agree among themselves as to how their vote shall be cast, the vote will not be counted on the matter in question. In the event more than one ballot is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void. Persons who constitute an Owner of a Lot shall inform the Association of the address to be used as the Owner's address. Such an address shall be the exclusive Owner address, regardless of how many persons constitute the Owner.

Section 4. So long as the Declarant owns a Lot or Lots, no Member other than the Declarant shall be allowed to vote in any election of the Board. Only the Declarant shall be entitled to vote in any such election. This section shall not affect the right of the other Members to vote on any other matters that come before the Members for a vote.

ARTICLE XI  
Interdealing

No transaction, contract or act of the Association shall be either void or voidable or in any other way affected or invalidated by reason of the fact that any officer, director or Member of the Association, or any other corporation or other entity of which he may be an officer, director, member or shareholder, is in any way interested in such transaction, contract or act, provided the interest of such officer, director or Member is disclosed to or known by the members of the Board or such directors as shall be present at any meeting at which action is taken upon any such transaction, contract or act. Nor shall any such officer, director or Member be accountable or otherwise responsible to the Association for, or in connection with, any such action, contract or transaction or for any gains or profits realized by him by reason of the fact that he, or any other corporation or other entity of which he is an officer, director, member or shareholder, is interested in any such transaction, contract or act. Any such officer, director or Member, if he is a director, after making full disclosure of his interest, may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize or take action upon any such transaction, contract or act, and he may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, or any other corporation or other entity of which he is an officer, director, member or shareholder, were not interested in such transaction, contract or act.

ARTICLE XII  
Private Property

The Members, directors and officers of the Association shall not be individually or personally liable for the debts or other liabilities of the Association, and the private property of the Members, directors and officers of the Association shall be forever exempt from Association debts or liabilities of any kind whatsoever.

ARTICLE XIII  
Board of Directors

The affairs of the Association shall be conducted by the Board and such officers as the Board may elect and appoint. Neither the Board nor the officers need be Members of the Association. The number of directors shall not be fewer than three (3) nor more than nine (9). The number of directors may be changed by amendment of the Bylaws of the Association. The number of directors constituting the initial Board shall be three (3). The names, residence and post office addresses of the first directors of the Association are as follows:

<u>Name</u>	<u>Residence</u>	<u>Mailing Address</u>
Myron G. Sammons	8815 North 63rd Place Paradise Valley, Arizona 85253	5060 North 40th Street Suite 204 Phoenix, Arizona 85018

Thomas D. Williamson, Jr. 7040 North 3rd Avenue 5060 North 40th Street  
Phoenix, Arizona 85021 Suite 204  
Phoenix, Arizona 85018

Diana Dunlop 3169 London Drive 5060 North 40th Street  
Yuma, Arizona 85364 Suite 204  
Phoenix, Arizona 85018

The election of the members of the Board is hereby ratified and the directors shall serve until the first annual meeting of the Members and until their successors have been elected and qualified.

Directors shall be elected by the Members of the Association at the annual meeting thereof, to be held on the first Wednesday in September, beginning in 1984. The initial directors shall hold office for one (1) year, or until their successors are elected and qualified, whichever last occurs. Any vacancy occurring on the Board by reason of death, resignation or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior director's term. The Board is expressly authorized to adopt, amend and rescind Bylaws for the Association, by a majority vote of the members of the Board, at a regular or special meeting called therefor.

ARTICLE XIV  
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XV  
Amendments

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the votes entitled to be cast by the Members.

ARTICLE XVI

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of this Association, there shall be levied against each Lot, except for Lots owned by Declarant, an annual Assessment and other

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Assessments, in the amount and by the procedures set forth in the Declaration, which Assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.


ARTICLE XVII  
Incorporators

The names and addresses of the incorporators of this Association are:

<u>Name</u>	<u>Mailing Address</u>
George T. Cole	6991 East Camelback Road Suite A-201 Scottsdale, Arizona 85251
Joseph M. Atkinson	6991 East Camelback Road Suite A-201 Scottsdale, Arizona 85251

All powers, duties, and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 2 day of July, 1984.

  
George T. Cole

  
Joseph M. Atkinson

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me this 2nd day  
of July, 1984, by George T. Cole.

Margaret J. Chelwa  
Notary Public

My commission expires:  
August 9, 1985

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me this 2nd day  
of July, 1984, by Joseph M. Atkinson.

Margaret J. Chelwa  
Notary Public

My commission expires:  
August 9, 1985



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CONSENT OF STATUTORY AGENT

OF

COUNTRY ROADS RV VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, having been named in the Articles of Incorporation of Country Roads RV Village Property Owners 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 the appointment as the statutory agent of Country Roads RV Village Property Owners Association, Inc.

DATED: July 2, 1984

FENNEMORE, CRAIG, vonAMMON,  
UDALL & POWERS  
A Professional Corporation

By George T. Cole  
George T. Cole  
1700 First Interstate Bank Plaza  
100 West Washington Street  
Phoenix, Arizona 85003



STATE OF ARIZONA  
CORPORATION COMMISSION

I hereby certify this to be a true  
and complete copy of the document filed  
in this office and admitted to record in  
File No. 0107176-0

*[Handwritten Signature]*  
Executive Director

Dated: 8/11/2008 By: *[Handwritten Signature]*

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

COUNTRY ROADS RV VILLAGE  
PROPERTY OWNERS ASSOCIATION, INC.

EXACT CORPORATE NAME

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1 Have 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 Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretences, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  - 3 Have 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 where 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

B For any person or persons who have been or are subject to one or more of the statements in Items A 1 through A 3 above, the following information MUST be attached:

- 1 Full name and prior name(s) used
- 2 Full birth name.
- 3 Present home address.
- 4 Prior addresses (for immediate preceding 7-year period)
- 5 Date and location of birth
- 6 Social Security number
- 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

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

C Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in 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? 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
- 2 Full name, including alias and address of each person involved
- 3 State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
- 4 Dates of corporate operation
- 5 A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

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

State of Arizona  
County of Maricopa ss

BY: Bronny Cole DATE 7/1/84  
TITLE INCORPORATOR

Subscribed, sworn to and acknowledged before me this 2nd day of July, 1984

BY: Janice Ann ... DATE 7/1/84  
TITLE INCORPORATOR

Marlene J. Cole  
NOTARY PUBLIC

FISCAL DATE December 31

My Commission expires: August 7, 1985

COURTESY OF  
The Record Reporter