

WESTWOOD RANCHES CO-OP

AN ARIZONA NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

Prepared by:

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ARTICLE I.

The name of this corporation is and shall be Westwood Ranches Co-op.

ARTICLE II.

The known place of business of this corporation shall initially be P.O. Box 27, Seligman, Arizona 86337, in Coconino County, Arizona.

ARTICLE III.

This corporation is organized and shall be operated as a non-profit corporation solely for the purpose of operating a homeowner's maintenance cooperative. Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the powers specified in A.R.S. § 10-2305(A), as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law.

ARTICLE IV.

The term of corporate existence shall be perpetual.

ARTICLE V.

This corporation shall be a non-profit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual.

All the earnings and property of the corporation shall be used to further the purposes and objects of the corporation as set forth in these Articles. Nothing contained herein, however, shall prohibit payments by the corporation to directors or members as reasonable compensation for services rendered to the corporation.

ARTICLE VI.

The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director or officer of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty, except as specifically required by law. The corporation shall indemnify a director or officer for any debts or liabilities incurred in his or her capacity as a director or officer, to the fullest extent permitted by law.

ARTICLE VII.

The control and management of the affairs of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than ten (10), persons. The names of those selected to serve as directors, beginning with the incorporation of this corporation and until the second annual meeting of the corporation or until their successors shall be elected and qualify, are:

John T. Stamper
P.O. Box 3172
Flagstaff, Arizona 86003

Billy R. Covington
P.O. Box 27
Seligman, Arizona 86337

Shirley M. Covington
P.O. Box 27
Seligman, Arizona 86337

Quin J. McQuarrie
16485 N. 67th Lane
Peoria, Arizona 85382

The Bylaws of the corporation shall prescribe the terms of office and manner of election of directors.

ARTICLE VIII.

The Board of Directors shall have the power to provide in the Bylaws of the corporation for the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members.

ARTICLE IX.

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to organizations which have purposes and objects similar to those of the corporation.

ARTICLE X.

The incorporators of the corporation shall be:

John T. Stamper
P.O. Box 3172
Flagstaff, Arizona 86003

Billy R. Covington
P.O. Box 27
Seligman, Arizona 86337

Shirley M. Covington
P.O. Box 27
Seligman, Arizona 86337

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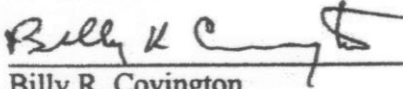
ARTICLE XI.

This corporation hereby appoints Michael L. Transier, Esq., at 308 N. Agassiz, Flagstaff, Arizona 86001, as its initial statutory agent.

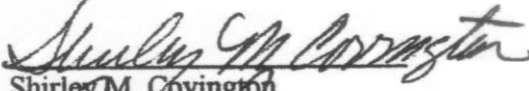
IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto signed our names this 1st day of August, 2000.



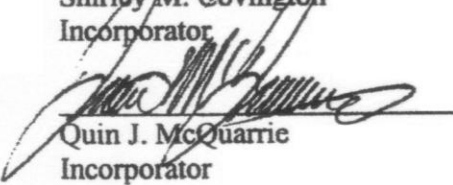
John T. Stamper
Incorporator



Billy R. Covington
Incorporator



Shirley M. Covington
Incorporator



Quin J. McQuarrie
Incorporator

Acceptance of Appointment as Statutory Agent

I, Michael L. Transier, Esq., having been designated to act as statutory agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.


Michael L. Transier, Esq.