



ARTICLES OF INCORPORATION  
OF  
BEAVER CREEK VILLAGE PROPERTY OWNERS ASSOC  
(A Non-Profit Corporation)

1. Name

The name of the Corporation is Beaver Creek Village Property Owners Association

2. Initial Business

The Corporation is not organized for the purpose of gaining pecuniary profit. No part of the net earnings of the Corporation, if any, shall inure to the benefit of any member, director or officer or to any other person or entity. The Corporation is formed and its initial business will be to serve as a managing body for its association membership, for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of common infrastructure, utilities and roadways in the residential community of Beaver Creek Village located between McGuireville and Camp Verde in Yavapai County, Arizona, for the assessment of expenses, for the payment of goods and services, for the payment of losses, for the disposition of casualty insurance proceeds and for other matters as provided in these articles of Incorporation and the By-Laws of the Corporation.

3. Known Place of Business

The street address of the initial known place of business of the Corporation is:

Beaver Creek Village Property Owners Association  
c/o Kala Pearson  
1062 East Reay Road - P.O. Box 250  
Rimrock, Arizona 86335

AZ CORPORATION COMMISSION  
FILED

MAR 17 2009

4. Statutory Agent

The name and address of the statutory agent of the Corporation is:

FILE NO. 1513196-4

Kala Pearson - 1062 East Reay Rd., P.O. Box 250, Rimrock, AZ 86335

5. Board of Directors

The initial board of directors shall consist of 1 director. The name and address of the person who is to serve as the director until the first annual meeting of members or until his successor is elected and qualifies is:

Ellen Dal Cerro  
Culpepper Ranch Rd at Lucky Draw Lane, P.O. Box 569,  
Rimrock, AZ 86335

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

6. Incorporators

The name and address of the incorporator is:

Kala Pearson - 1062 East Reay Rd., P.O. Box 250, Rimrock, AZ 86335

7. Members

The Corporation will have members. The Corporation shall have no shareholders and no capital stock shall be authorized or issued. The Members of the Corporation shall be Owners of property as defined in the By-Laws.

8. Indemnification of Officers, Directors, Employees and Agents

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, member, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability

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. To the fullest extent permitted by Arizona law and in accordance with and within the limits of Section 10-2342 of the Arizona Revised Statutes, no director or person who serves on a board or committee of the Corporation in a voluntary capacity shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or as a member of a board or committee in an advisory capacity. To the fullest extent permitted by Arizona law and in accordance with Section 10-2317(D) of the Arizona Revised Statutes, any director or person who serves on a board or committee of the Corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the Corporation is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EXECUTED this 13<sup>th</sup> day of March, 2009 by all of the incorporators:

Signed: Kala Pearson  
Kala Pearson

Phone: 928 567-4083 Fax: 928 567-4109

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this 13<sup>th</sup> day of March 2009.

Signed: Kala Pearson  
Kala Pearson

**NONPROFIT  
CERTIFICATE OF DISCLOSURE**  
Pursuant to A.R.S. § 10-3202 (D)

Beaver Creek Village Property Owners  
EXACT CORPORATE NAME ASSOCIATION

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

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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 or receivership, including the date, court or agency and the file or case number.

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 3-18-09 BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE PRESIDENT TITLE \_\_\_\_\_

BY [Signature] DATE 3-13-09 BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE INCORPORATOR 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 (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.  
**FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.**