

**ARTICLES OF INCORPORATION
OF
BEAVER CREEK VILLAGE PROPERTY OWNERS ASSOCIATION
(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

4. Statutory Agent

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

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 ____ day of March, 2009 by all of the incorporators:

Signed: _____
Kala Pearson

Phone: _____ Fax: _____

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this _____ day of March 2009.

Signed: _____
Kala Pearson