

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 11/12/1993

consisting of 8 pages, is a true and complete copy of the original of said document on file with this office for:

LAKE PATAGONIA RANCH PROPERTY OWNERS ASSOCIATION B
ACC file number: -0705418-7

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: January 24, 2013.



Jodi A. Jerich

Jodi A. Jerich, Executive Director

By: *[Signature]*

Donyell Bolden

ARIZONA CORPORATION COMMISSION
CORPORATIONS 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

PLEASE SEE REVERSE SIDE

Lake Patagonia Ranch Property
Owners Association B

EXACT CORPORATE NAME

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

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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: | |
| (a) Was incorporated. | |
| (b) Has transacted business. | |

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.

BY [Signature] DATE 8-25-93
TITLE Incorporator

BY Marti [Signature] DATE 8-25-93
TITLE Incorporator

BY [Signature] DATE 8-25-93
TITLE Incorporator

BY _____ DATE _____
TITLE _____

FISCAL DATE: Calendar Year

NOV 26 1993

EXPEDITED
AZ CORP COMMISSION
FILED

AZ CORP COMMISSION
FOR THE STATE OF AZ
FILED

SEP 9 10 20 AM '93

Nov 12 1 54 PM '93

ARTICLES OF INCORPORATION

OF

APPR _____
DATE APR _____
TERM _____
DATE 11/15/93 _____
Jungo
4pm

APPR Sonia Sully
DATE APR 11/15/93
TERM _____
DATE _____

LAKE PATAGONIA RANCH PROPERTY OWNERS ASSOCIATION B

KNOW ALL MEN BY THESE PRESENTS:

0905418-7

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

ARTICLE I

The name of this corporation is Lake Patagonia Ranch Property Owners Association B.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business for the transaction of business of the corporation is 2720 East Thomas Rd., Suite C-250, Phoenix, Arizona 85016.

ARTICLE IV

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 Amended Declaration of Covenants, Conditions and Restrictions for Lake Patagonia Ranch (Unit I), as recorded in Docket 370, at page 410, Santa Cruz County, Arizona Recorder's

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office, and for Lake Patagonia Ranch Unit III, as recorded in Docket 417, page 437, Santa Cruz County, Arizona Recorder's office and for Lake Patagonia Ranch Unit V as recorded in Docket 458, at page 453, Santa Cruz County, Arizona Recorder's office, together with any amendments thereto, and do all other appropriate, or convenient in furtherance of its operation as an owners association, and in accordance with these Articles, the Bylaws, and any adopted rules and regulations.

ARTICLE V

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

ARTICLE VI

The name and address of the initial statutory agent of the corporation shall be Peter B. Schust whose address is 2720 East Thomas Rd., Suite C-250, Phoenix, Arizona 85016.

ARTICLE VII

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 10 Directors as set by the Bylaws.

Richard Schust
2720 East Thomas Rd.
Suite C-250
Phoenix, Arizona 85016

Ross Wilson
2720 East Thomas Rd.
Suite C-250
Phoenix, Arizona 85016

Martin Ryan
2720 East Thomas Rd.
Suite C-250
Phoenix, Arizona 85016

ARTICLE VIII

The names and addresses of the initial incorporators are those as set forth in Article VII above, being also the initial directors.

ARTICLE IX

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more parcels within Lake Patagonia Ranch (Unit I) and Lake Patagonia Ranch Unit III, and Lake Patagonia Ranch Unit V, or parcels in other units of Lake Patagonia Ranch, as designated by Sonoita Creek Limited Partnership, or expansions of said subdivision, qualifying for membership in this corporation pursuant to a recorded Declaration of Covenants, Conditions and Restrictions. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each parcel within the above-described property. In the event any parcel within the above-described property is owned or is being purchased by two or more persons, a single certificate may 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 Amendment to Declaration of

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Restrictions, Recorded Restrictions, Bylaws and Rules and Regulation of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

The corporation shall have two (2) classes of voting membership. Each parcel owner, except for Sonoita Creek Limited Partnership, shall be entitled to one (1) vote for each full acre and a fractional vote for each portion of an acre owned. Sonoita Creek Limited Partnership shall be entitled to three (3) votes for each acre it owns and a fractional vote (times 3) for each portion of an acre owned. When more than one person owns 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 for herein, all action shall be by a majority vote.

ARTICLE X

These Articles of Incorporation may be amended by the vote or written assent of members representing sixty-six and two-thirds percent (66 2/3%) 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.

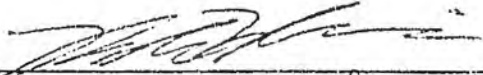
ARTICLE XI

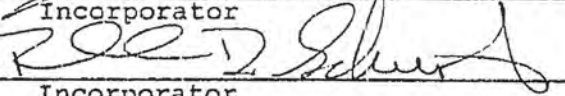
The liability of Directors for their acts is limited as set forth in the Bylaws. However, the Bylaws shall not be

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inconsistent with the provisions prescribed by law.

IN WITNESS WHEREOF, we have hereunto set our hands on
the 1 day of Sept, 1993.



Incorporator


Incorporator



Incorporator

24004 0014

November 10, 1993

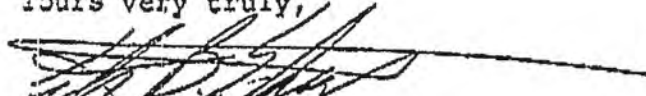
Arizona Corporation Commission
Incorporating Division
P. O. Box 6019
Phoenix, AZ 85005

Re: LAKE PATAGONIA RANCH PROPERTY OWNERS ASSOCIATION B

Gentlemen:

Please be advised that the undersigned accepts designation as Statutory Agent for the above-named corporation.

Yours very truly,



Peter B. Schust

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August 17, 1993

Arizona Corporation Commission
Incorporating Division
1300 West Washington
Phoenix, AZ 85007

Re: Lake Patagonia Ranch Property Owners Association B

We hereby give consent to the use of the name "Lake Patagonia
Ranch Property Owners Association B."

LAKE PATAGONIA RANCH
PROPERTY OWNERS ASSOCIATION A

By: 

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