

**ARTICLES OF INCORPORATION OF  
THE RANCH AT LONG MOUNTAIN HOMEOWNERS ASSOCIATION**

**ARTICLE I  
NAME**

The name of the corporation is The Ranch at Long Mountain Homeowners Association.

**ARTICLE II  
DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for The Ranch at Long Mountain, Tract Number 3814, recorded in the official records of the County Recorder of Mohave County, Arizona, as amended from time to time (the "Declaration"). As used in these Articles, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent. As used in these Articles, the "Property" means the real property described in the Declaration.

**ARTICLE III  
KNOWN PLACE OF BUSINESS**

The known place of business of the Association shall be located at 1080 Riata Valley Road, Kingman, Arizona 86401.

**ARTICLE IV  
STATUTORY AGENT**

S & V Acceptance, 7920 East Thompson Peak Parkway, Suite 150, Scottsdale, Arizona 85255, is hereby appointed and designated the initial statutory agent for the Corporation.

**ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act. The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of the common areas and any common use structures and amenities constructed upon the Property and to perform such other duties as are imposed upon the Association under the Declaration Documents. In

**ARTICLE IX  
LIMITATION ON LIABILITY OF DIRECTORS**

The personal liability of a director of the Association to the Association or its Members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as amended from time to time. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

**ARTICLE X  
DISSOLUTION**

The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the Eligible Votes. So long as the Declarant owns one or more properties, the Association may not be dissolved without the prior written approval of the Declarant.

**ARTICLE XI  
AMENDMENTS**

These Articles may be amended by Members holding at least sixty-seven percent (67%) of the Eligible Votes, except that prior to the time that the Declarant has sold eighty percent (80%) of the Lots the Declarant shall have the right to amend these Articles in order to: (i) comply with any applicable law if the amendment does not adversely affect the rights of any Owner; (ii) correct any error or inconsistency in the Articles if the amendment does not adversely affect any Owner; or (iii) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments. Any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant owns one or more Lots.

**ARTICLE XII  
INDEMNIFICATION**

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts, paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interest, (ii) in all other cases, that the conduct was at least not opposed to its best interests, and (iii) in the case of any criminal action or proceeding, that

he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

**ARTICLE XIII  
DURATION**

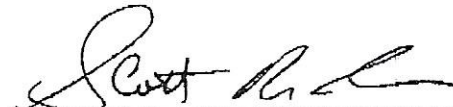
The Corporation shall exist perpetually.

**ARTICLE XIV  
INCORPORATOR**

The name and address of the incorporator of this Association is:

<u>Name</u>	<u>Address</u>
Scott R. Santerre	7920 East Thompson Peak Parkway Suite 150 Scottsdale, Arizona 85255

DATED this 24<sup>th</sup> day of March, 2004.

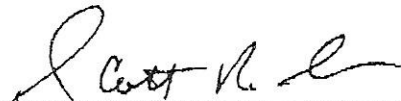


Scott R. Santerre, Incorporator

## ACCEPTANCE OF STATUTORY AGENT

S & V Acceptance, having been designated to act as Statutory Agent of The Ranch at Long Mountain Homeowners Association, hereby consents to act in that capacity until removal, or resignation is submitted in accordance with the Arizona Revised Statutes.

S & V Acceptance, LLC,  
an Arizona limited liability company

By   
\_\_\_\_\_  
Scott R. Santerre, Manager

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

The Ranch at Long Mountain  
Homeowners Association  
EXACT CORPORATE NAME

- 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. 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.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

Yes \_\_\_ No X See Attached

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 and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is December 31

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 \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY [Signature] DATE 3-24-04  
TITLE Incorporator and Director

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
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 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.

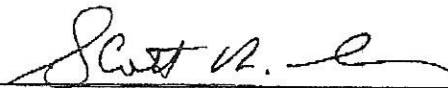
**ATTACHMENT TO CERTIFICATE OF DISCLOSURE  
OF  
THE RANCH AT LONG MOUNTAIN  
HOMEOWNERS ASSOCIATION**

The undersigned is an incorporator and director of the above corporation. It is possible that the undersigned may have acted as incorporator, officer or director or been an owner of 20% or more of the stock of a domestic or foreign corporation which may have had its corporate existence terminated by charter revocation. The undersigned is not presently aware of having been involved in any of those capacities with any such corporation, but is not presently able to assert with certainty that such has not been the case. The undersigned has not been involved with any corporation in any such capacity which has subsequently, to the knowledge of the undersigned, been involved in a bankruptcy or receivership proceeding, except as may be noted by further attachment to this Certificate of Disclosure.

Date of Signing:

3-24-04

Signature:

  
Scott R. Santerre