

COMMISSIONERS  
SUSAN BITTER SMITH - Chairman  
BOB STUMP  
BOB BURNS  
DOUG LITTLE  
TOM FORESE



JODI JERICH  
Executive Director

PATRICIA L. BARFIELD  
Director  
Corporations Division

ARIZONA CORPORATION COMMISSION

CORPORATIONS DIVISION - RECORDS SECTION  
1300 W WASHINGTON  
PHOENIX, ARIZONA 85007-2929  
FAX NUMBER (602) 542-3414  
FAX TRANSMITTAL SHEET

DATE: 5/2/17

TO: Marlene Larson

COMPANY/DIVISION: Records

FROM: Jorge

REMARKS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

TOTAL NUMBER OF PAGES INCLUDING TRANSMITTAL SHEET: 12

FAX NUMBER: (888) 607 7292

FOLLOW-UP NUMBER: ( ) \_\_\_\_\_

CORPORATIONS DIVISION  
RECORDS SECTION  
1300 West Washington  
Phoenix, Arizona 85007-2929

User Id: GMOYA  
Invoice No.: 5361887

Check Batch:  
Invoice Date: 05/02/2017  
Date Received: 05/02/2017  
Customer No.:

ATTN:  
(CASH CUSTOMER)

Quantity	Description	Amount
9	PLAIN LETTER COPIES	\$4.50
	-0846596-0 RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATI	
1	CERTIFY DOCUMENTS	\$5.00
	-0846596-0 RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATI	
Total Documents: \$		9.50
	CHECK 1815	\$9.50
	PAYMENT	
Balance Due: \$		0.00

# 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, 07/16/1998**


consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

**RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATION, INC.  
ACC file number: -0846596-0**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:  
May 2, 2017.



  
\_\_\_\_\_  
Ted Vogt, Executive Director

By:   
\_\_\_\_\_  
JORGE MOYA

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 10-126 & 10-1064

RAILROAD SPRINGS 66  
HOMETOWNERS ASSOCIATION, INC.  
EXACT CORPORATE NAME

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B

ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by election 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.
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.

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 \_\_\_\_\_

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 involved and the file or cause number of the case.

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 7/13/98  
TITLE Incorporator

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

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

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

FISCAL DATE: 12/31

Jul 13 4 13 PM '98  
*Alfonso Dominguez*  
7-13-98

**ARTICLES OF INCORPORATION**

**OF**

**RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATION, INC.,  
an Arizona nonprofit corporation**

-0846596-0

CC  
7-23-98  
★

**ARTICLE I  
NAME**

The name of the corporation is RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATION, INC., an Arizona nonprofit corporation.  
*OKMFG*

**ARTICLE II  
DEFINITIONS**

Pursuant to that certain Declaration of Covenants, Conditions and Restrictions for RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATION, INC., an Arizona nonprofit corporation (hereinafter called the "Association"), dated July 13, 1998 to be recorded in the records of Coconino County, Arizona, as the same may be amended from time to time (the "Declaration"), the undersigned have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby adopt the following Articles of Incorporation.

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in the Declaration. "Declarant" as used herein shall refer to RAILROAD SPRINGS 66, LLLP, an Arizona limited liability limited partnership, and the successors and assigns of Declarant's rights and powers under the Declaration. "Railroad Springs 66" as used herein to describe a place shall refer to the real property described in the Declaration as Railroad Springs 66.

**ARTICLE III  
PRINCIPAL PLACE OF BUSINESS**

The principal and known place of business and office of the Association shall initially be located at 4040 East Camelback Road, Suite 158, Phoenix, Arizona 85018.

**ARTICLE IV**  
**STATUTORY AGENT**

ALFRED J. OLSEN, P.C., an Arizona professional corporation, whose address is 3300 Virginia Financial Plaza, 301 East Virginia Avenue, Phoenix, Arizona 85004, is hereby appointed the initial Statutory Agent of the Association.

**ARTICLE V**  
**PURPOSES, POWERS AND CHARACTER OF AFFAIRS**

Section 1. Purpose and Initial Purposes. This Association does not contemplate pecuniary gain or profit to its Members. The specific purposes and the initial purpose for which the Association is formed are:

- (a) To provide for the orderly development, maintenance, preservation and architectural control, as provided in the Declaration;
- (b) To promote the health, safety and welfare of the Owners, lessees and residents within Railroad Springs 66 and any additions thereto as may hereafter be brought within the jurisdiction of the Association;
- (c) To comply with requirements of the Declaration;
- (d) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the bylaws of the Association (the "Bylaws"), and as provided by law.

Section 2. Powers. The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration, including, without limitation, the power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, and to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- (b) Fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay

all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, guarantee payment or performance of obligations, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Establish, adopt and amend the Bylaws and other rules and regulations deemed necessary and expedient to carry into effect the purposes of the Association;

(f) Manage, control, operate, maintain, repair and improve property subject to the Declaration and any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services; and

(g) To enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of all of the powers and privileges which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this section are independent powers, not to be restricted by reference to or interference from the terms of any other paragraph of these Articles.

Section 3. Character of Affairs. The character of affairs which the Association initially intends actually to conduct in Arizona is to carry out the duties and responsibilities of the Association as set forth in the Declaration, including the providing of an organizational structure for the Members to engage in social and recreational activities, to provide for the operation and maintenance of the Common Area, to levy and collect assessments for the expenses of the Association, and to exert architectural control over the construction and maintenance of improvements on Railroad Springs 66.

## ARTICLE VI MEMBERSHIP

Section 1. Identity of Members. Membership in the Association shall be limited to the Owners of Lots. An Owner of a Lot shall automatically, upon becoming the Owner thereof, be a Member of the Association and shall remain a Member of the Association until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. The Association shall have two classes of voting membership:

Class "A". Class "A" Members shall be all Owners, with the exception of the Class "B" Members, if any, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class "B". Class "B" Member(s) shall be the Declarant (as defined in the Declaration), and shall have the rights as specified in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association. The Class "B" Member shall be entitled to three (3) votes for each Class "A" vote outstanding for as long as there is a Class "B" membership. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of either of the following events, whichever occurs earlier:

(a) Upon the conveyance by Declarant of any particular Lot to an Owner, other than in connection with an assignment by Declarant of all or any of its rights under this Declaration (including a pledge or assignment by Declarant to any lender as security), with respect to the particular Lot or Lots so sold or otherwise disposed of; or

(b) Within ninety (90) days after the number of Class "A" votes equal the number of Class "B" votes; or

(c) When the Declarant notifies the Association in writing that it relinquishes its Class "B" membership; or

(d) June 1, 2010.

Section 2. Transfer of Membership. Membership in the Association shall be appurtenant to each Lot, and a membership in the Association shall not be transferred.



pledged or alienated in any way, except upon the sale of a Lot and then only to such purchaser, or by intestate succession, testamentary disposition, foreclosure or mortgage of record or other legal process. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association. Change of membership in the Association shall be established by recording in the official records of Coconino County, Arizona, a deed or other instrument establishing record title to a Lot or Lots. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

Section 2. Joint Ownership. When more than one (1) person is the Owner of any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) ballot be cast as a unit, any fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Lot. In the event more than one (1) ballot is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

Section 3. Corporate Ownership. In the event any Lot is owned by a corporation, partnership or other association, the corporation, partnership or association shall be a Member and shall designate in writing at the time of acquisition of the Lot an individual who shall have the power to vote said membership, and in the absence of such designation and until such designation is made, the chief executive officer, if any, of such corporation, partnership or association shall have the power to vote the membership, and if there is no chief executive officer, then the Board of Directors or general partner of such corporation, partnership or association shall designate who shall have the power to vote the membership.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be conducted, managed and controlled by a Board of not less than three (3) Directors who need not be Members of the Association until the termination of the Class "B" membership. The number of Directors may be increased in accordance with the Bylaws, and each Director shall be a Member or the spouse of a Member, (or if a Member is a corporation, partnership or trust, a director may be an officer, authorized agent, partner, beneficiary or trustee of such Member). If a Director shall cease to meet such qualifications during his term, such Director will thereupon cease to be a Director, and his or her place on the Board shall be deemed vacant. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of Directors shall be as set forth in the Bylaws. The requirements

of this Section shall not apply to Directors elected as a result of any of the votes cast by the Class "B" Member.

The initial Board of Directors of the Association who shall hold office until their successors have been duly elected and qualified and their addresses are as follows:

ROBERT R. RUSSELL	4040 East Camelback, #158 Phoenix, Arizona 85018
CRAIG W. RUSSELL	4040 East Camelback, #158 Phoenix, Arizona 85018
ROBERT M. POLLARD	4040 East Camelback, #158 Phoenix, Arizona 85018
EDWARD GROSE	4040 East Camelback, #158 Phoenix, Arizona 85018

The Board of Directors may delegate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

#### ARTICLE VIII PRIVATE PROPERTY

The private property of the Members, Directors and Officers of the Association shall be forever exempt from the Association's debts and obligations, except as otherwise provided herein.

#### ARTICLE IX LIABILITY OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

To the fullest extent allowed by law, the Association shall indemnify and hold harmless each of its Directors and Officers, each Member of any committee appointed by the Board of Directors, and Declarants, against any and all liability arising out of any acts of the Directors, Officers, committee Members, board, or Declarants (including any and all officers and directors of any Declarant), or arising out of their status as Directors, Officers, committee Members, board of Declarants, unless any such act is a result of gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses including, by way of illustration but not of limitation, attorneys' fees and costs reasonably incurred in connection with the defense of any claim, action or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, committee Member, board, Declarant or director or officer of any Declarant, may be involved by virtue of such person having the status of a Director, Officer,

committee Member, board, Declarant, and Declarant's director or officer; provided, however, that such indemnity shall not be operative with respect to any matters to which such person shall have been finally adjudged in such action or proceeding to be liable for gross negligence or criminal intent in the performance of his duties.

#### ARTICLE X ASSESSMENTS

For the purpose of providing necessary funds for carrying out the purposes of the Association, there shall be levied against each Lot or parcel and each Member, certain assessments, which shall be determined in accordance with, and shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

#### ARTICLE XI INCORPORATORS

The name and address of the incorporator is:

CRAIG W. RUSSELL

4040 East Camelback, #158  
Phoenix, Arizona 85018

#### ARTICLE XII AMENDMENT

Amendment of these articles shall require sixty percent (60%) of the votes entitled to be cast at a meeting called for that purpose.

Power to amend, change or modify the Bylaws of the Association shall be reserved to the membership, subject to the provisions for amendment provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of this 13 day of July, 1998.


  
CRAIG W. RUSSELL, Incorporator

**RAILROAD SPRINGS 66 HOMEOWNERS ASSOCIATION, INC.,  
an Arizona non-profit corporation**

The undersigned hereby accepts the responsibility as the legal Statutory Agent for the above mentioned non-profit corporation.

DATED: July 13, 1998

**ALFRED J. OLSEN, P.C.  
Statutory Agent**

By:   
Alfred J. Olsen, President