

EXPEDITED
AZ CORP COMMISSION
FILED

ARTICLES OF INCORPORATION

OF

LONG MEADOW RANCH PROPERTY OWNERS ASSOCIATION

DEC 3 3 34 PM '93

APPR F. J. Kneeder
DATE APPR 12-3-93
TERM _____
DATE _____ TIME _____
0708870-2

KNOW ALL MEN BY THESE PRESENTS:

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

ARTICLE I

The name of this corporation is Long Meadow Ranch Property Owners Association.

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, 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 Declaration of Covenants, Conditions and Restrictions for Long Meadow Ranch, as recorded in the office of the Yavapai County, Arizona, together with any amendments thereto, and any additional Units incorporated therein, and do all other things necessary, 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, 2720 E. Thomas Rd., Suite C-250, Phoenix, AZ 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.

Peter B. Schust
2720 E. Thomas Rd.
Suite C-250
Phoenix, AZ 85016

Richard D. Schust
2720 E. Thoms Rd.
Suite C-250
Phoenix, AZ 85016

Ross Wilson
2720 E. Thomas Rd.
Suite C-250
Phoenix, AZ 85016

ARTICLE VIII

The names and addresses of the initial incorporators are as follows:

Richard D. Schust
2720 E. Thomas Rd.
Suite C-250
Phoenix, AZ 85016

Ross Wilson
2720 E. Thomas
Suite C-250
Phoenix, AZ 85016

ARTICLE IX

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more parcels within Long Meadow Ranch or parcels in other units of Long Meadow Ranch, as designated by Long Meadow Ranch, Inc., an Arizona corporation, or expansions of said divisions, 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 Declaration of Covenants, Conditions and 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 Long Meadow Ranch, Inc., shall be entitled to two (2) votes for each parcel owned as originally shown on the Survey Map of Long Meadow Ranch. If any parcel is divided pursuant to the recorded Declaration of Covenants, Conditions and Restrictions for Long Meadow Ranch, then the remaining portion of the original parcel and the newly created parcel shall have one (1) vote each. Long Meadow Ranch, Inc. shall be entitled to six (6) votes for each parcel it owns as originally shown on the Survey Map of Long Meadow Ranch. 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.

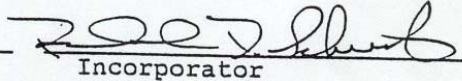
ARTICLE XI

The liability of Directors for their acts is limited as set forth in the Bylaws. However, the Bylaws shall not be inconsistent with the provisions prescribed by law.

IN WITNESS WHEREOF, we have hereunto set our hands on the 30 day of Nov, 1993.



Incorporator



Incorporator