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ARIZONA CORPORATION COMMISSION

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Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

April 5, 2017

YOUNG & MADIGAN SC
ATTN JAMES B YOUNG ESQ
710 N PLANKINTON AVE STE 1200
MILWAUKEE, WI 53203

RE: RANCHO NORTH CONDOMINIUM ASSOCIATION
File Number: 21728892

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity HAVE BEEN APPROVED.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after the date of this letter, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, <http://azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>. You may receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/PublicNotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. However, at your option, you may elect to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after the date of this letter, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, <http://azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 03/27/2018, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can file it electronically through our website at <http://ecorp.azcc.gov>, or you can complete the form online, print it, and mail it in, or you can call the Annual Reports section at 602-542-3285.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL

REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at <http://ecorp.azcc.gov>. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission



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MAR 8 7 2017

FILE NO. 21728892

ARTICLES OF INCORPORATION OF
RANCHO NORTH CONDOMINIUM ASSOCIATION

The undersigned persons, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be RANCHO NORTH CONDOMINIUM ASSOCIATION (hereafter called the "Association").

ARIZONA CORP. COMMISSION
FILED

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ARTICLE II

PURPOSE

FILE NO. 2172889-2

The purpose for which the Association is organized is the transaction of any or 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, the corporation shall be organized and operated as a real estate management association as defined in Section 528 of the Internal Revenue Code of 1954, as amended, to provide for the acquisition, construction, maintenance and care of the Condominium, consisting of residential Units and Common Elements within that certain subdivision more particularly described in the Condominium Declaration for Rancho North, a Condominium, (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Maricopa County Recorder, as the same may be amended from time to time as therein provided.

The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the association as set forth in the Declaration.

The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its earnings (other than by acquiring, constructing or providing management, maintenance and care of association property and other than by a rebate of excess membership dues, fees or assessments) shall inure to the benefit of any member, director or individual; the balance, if any, of all money received by the association from its operation, after payment in full of the debts and obligations of the association, shall be used and distributed exclusively for the purposes herein set forth.

The definitions of capitalized terms in these Articles of Incorporation that are not herein defined are defined in the Declaration.

ARTICLE III

INITIAL BUSINESS

The corporation initially intends to conduct the business of the maintenance and oversight of the Condominium.

ARTICLE IV

DURATION

The period of the Association shall be perpetual.

ARTICLE V

PLACE OF BUSINESS

The street address of the known place of business of the Association is:

c/o HBT of Rancho North LLC
706 E Bell Rd., Ste 212
Phoenix, AZ 85022

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The Association shall be a non-stock corporation and shall be owned by all of its members. The members of the Association and their voting rights shall be as provided in the Declaration and/or the bylaws of the Association.

ARTICLE VII

STATUTORY AGENT

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

HBT of Rancho North LLC
c/o Kevin Kiesel
706 E Bell Rd., Ste 212
Phoenix, AZ 85022

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors. After the end of Declarant Control, the Board shall consist of, and the members shall elect, a Board of at least three (3) directors, as further set forth in the Declaration and/or the bylaws of the Association.

The following three (3) person(s) shall constitute the Board of Directors and officers of the Association until the next annual meeting of the members after the period of Declarant Control ends, or until their successors are duly elected and qualify are as follows:

Kevin G. Kiesel – Director, President, 706 E. Bell Road, Ste. 212, Phoenix, AZ 85022
Michael McCracken – Director, Vice President, 706 E. Bell Road, Ste. 212, Phoenix, AZ 85022
Mike Aiello – Director, Secretary/Treasurer, 706 E. Bell Road, Ste. 212, Phoenix, AZ 85022

After the period of Declarant Control ends, and only so long as Declarant owns a unit in the Condominium, Declarant may, but is not required to, approve one (1) member of the Board.

ARTICLE IX

INCORPORATOR

The name and address of the original incorporator of the corporation is:

HBT of Rancho North LLC
706 E Bell Rd., Ste 212
Phoenix, AZ 85022

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE X

AMENDMENT

These Articles may be amended in accordance with the minimum voting requirements set forth in the Arizona Nonprofit Corporation Act, A.R.S. § 10-11001 et.seq., as amended from time to time.

DATED THIS 24th day of March, 2017.

HBT OF RANCHO NORTH LLC
By: Towne Realty, Inc., Manager

Signature: 

Printed Name: James B. Young, Senior Vice President

[BY4805]

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

RANCHO NORTH CONDOMINIUM ASSOCIATION

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

<p>5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p>5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.</p>		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

HBT OF RANCHO NORTH LLC

706 E. BELL ROAD, STE 212

Address 2

PHOENIX AZ 85022


City State Zip

Country UNITED STATES

SIGNATURE - see Instructions C0031:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: 

Printed Name: JAMES B. YOUNG Date: 3/24/2017

REQUIRED - check only one:

- Incorporator - I am an incorporator of the corporation submitting this Certificate.
- Officer - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City State Zip

SIGNATURE - see Instructions C0031:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

Printed Name Date

REQUIRED - check only one:

- Incorporator - I am an incorporator of the corporation submitting this Certificate.
- Officer - I am an officer of the corporation submitting this Certificate.
- Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None
All fees are nonrefundable - see Instructions.

Mall: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3036 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

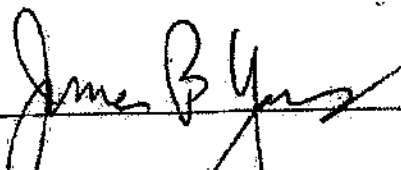
1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):
Rancho North Condominium Association

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:
HBT of Rancho North LLC

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Signature:  Printed Name: James B. Young, Senior Vice President Date: 03/24/2017

REQUIRED - check only **ONE**:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.