

ARTICLES OF INCORPORATION OF
STONEFIELD HOMEOWNERS 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 STONEFIELD HOMEOWNERS ASSOCIATION (hereafter called the "Association").

ARTICLE II

PURPOSE

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 Planned Community, consisting of residential Lots and Common Areas within that certain subdivision more particularly described in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Stonefield, a Planned Community (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 Association 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 of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Stonefield.

ARTICLE III

INITIAL BUSINESS

The Association initially intends to conduct the business of the maintenance and oversight of the Planned Community.

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 Stonefield 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 Stonefield LLC
Attn: Kevin G. Kiesel
706 E. Bell Road, Suite 212
Phoenix, AZ 85022

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors ("Board"). After the end of the Declarant Control Period, as defined in Section 1.22 of the Declaration, 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) persons shall constitute the Board of the Association until the next annual meeting of the members after the Declarant Control Period ends, or until their successors are duly elected by the undersigned Declarant and qualify as follows:

- Kevin G. Kiesel c/o HBT of Stonefield LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
 - Jennifer Williams c/o HBT of Stonefield LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
 - Mike Aiello c/o HBT of Stonefield LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
- The Board shall in turn elect the officers of the Association.

ARTICLE IX

INCORPORATOR

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

HBT of Stonefield LLC
c/o Towne Development, Inc., Sole Member
Attn: James B. Young, Senior Vice President
710 N. Plankinton Avenue, Suite 1200
Milwaukee, WI 53203

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 as of the 1st day of December, 2023.

DECLARANT:

HBT OF STONEFIELD LLC, by Towne Development, Inc., Sole Member

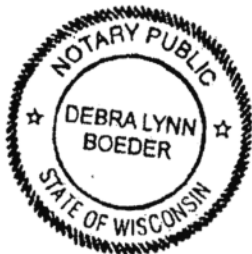
By: _____

James B. Young, Senior Vice President

[JBYS198]

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

Personally came before me this 7th day of December, 2023, James B. Young, Senior Vice President of Towne Development, Inc., Sole Member of HBT of Stonefield LLC, to me known to be the person who executed the instrument and acknowledged the same.



Debra Lynn Boeder
Print Name: Debra Lynn Boeder
Notary Public, State of Wisconsin
My Commission Expires: 03/05/2025

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

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 Articles of Incorporation):

Stonefield Homeowners 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 Stonefield 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 Date 12/01/2023

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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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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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 602-542-3026 or (within Arizona only) 800-345-5819.

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:

Stonefield Homeowners Association

2. FELONY/JUDGMENT QUESTIONS:

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

2.1	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?	Yes	<input checked="" type="checkbox"/> No
2.2	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?	Yes	<input checked="" type="checkbox"/> No
2.3	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?	Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

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 percent of the issued and outstanding shares or ten percent 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 Stonefield LLC

Name 710 N. Plankinton Avenue, Suite 1200		
Address 1		
Address 2 Milwaukee	State WI	Zip 53203
City	Country United States	

SIGNATURE - see Instructions C003i:

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

☒ I ACCEPT

Signature
James B. Young

Printed Name
Date 12/18/23

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	State	Zip
City	Country	

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* 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.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: None	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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