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DOUG LITTLE – Chairman
BOB STUMP
BOB BURNS
TOM FORESE
ANDY TOBIN



JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

June 15, 2016

AGS LLC
6720 N SCOTTSDALE RD
STE 250
SCOTTSDALE, AZ 85253

RE: WINDROSE AT ZANJERO TRAILS COMMUNITY ASSOCIATION INC.
File Number: 20998315

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

You must publish the Articles of Incorporation in their entirety. The publication 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://www.azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>.

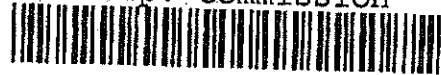
Publication must be completed WITHIN 60 DAYS after June 15, 2016, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 06/10/2017, 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.



JUN 10 2016

FILE NO. 20998315

ARTICLES OF INCORPORATION
OF
WINDROSE AT ZANJERO TRAILS COMMUNITY ASSOCIATION INC.

ARTICLE I
ENTITY NAME

The name of the corporation is the WINDROSE AT ZANJERO TRAILS COMMUNITY ASSOCIATION INC. (hereinafter called the "Association").

ARTICLE II
DEFINITIONS

Terms used but not defined in these Articles shall have the meaning subscribed to such terms in that certain DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS FOR WINDROSE AT ZANJERO TRAILS, recorded in the Official Records of Maricopa County, Arizona, as the same may be amended from time to time (the "Declaration").

ARTICLE III
NONPROFIT CORPORATION

The Association is formed as a non-stock, nonprofit corporation under the laws of the State of Arizona.

ARTICLE IV
PRINCIPAL OFFICE

The mailing address of the initial principal office of the Association is 6720 North Scottsdale Road, Suite 250, Scottsdale, Arizona 85253-4424.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to Arizona law. The Association is formed for the purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration. Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

(a) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights, and privileges which a corporation organized under Arizona law may now, or later, have or exercise.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

ARTICLE VI STATUTORY AGENT

The Association hereby appoints AGS LLC, an Arizona limited liability company, whose address is 6720 North Scottsdale Road, Suite 250, Scottsdale, Arizona 85253-4424, as its lawful statutory agent upon whom all notices and processes, including service of summons may be served, and which, when served, shall be lawful, personal service upon the Association (the "Statutory Agent"). The Association may, at any time, appoint another Statutory Agent and the filing of each appointment shall revoke this or any other previous appointment of the Statutory Agent.

ARTICLE VII MEMBERS

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

**ARTICLE VIII
VOTING RIGHTS**

Voting rights of the members of the Association shall be determined as set forth in the Declaration.

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is SBH ZANJERO TRAILS LP, an Arizona limited partnership, whose address is 6720 North Scottsdale Road, Suite 250, Scottsdale, Arizona 85253-4424 (the "Incorporator"). All powers and duties of the Incorporator shall cease at the time these Articles of Incorporation are delivered to the Arizona Corporations Commission. To the fullest extent permitted by Arizona law, the Incorporator shall in no event be liable to the Association or its members for any action or failure to act taken by the Incorporator. No amendment or repeal of this Article shall apply to or have any effect on the liability or entitlement to indemnification or defense of the Incorporator with respect to any act or omission of the Incorporator occurring prior to any such amendment or repeal.

**ARTICLE X
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by an initial Board of Directors consisting of three (3) individuals, who need not be members of the Association. The Board shall fulfill all of the functions of, and possess all powers granted to, boards of directors of nonprofit corporations pursuant to Arizona law. The number of Directors of the Association may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Jeremy Johnson	6720 N. Scottsdale Rd #250 Scottsdale, AZ 85253
Sean T. Walters	6720 N. Scottsdale Rd #250 Scottsdale, AZ 85253
Bob Bambauer	6720 N. Scottsdale Rd #250 Scottsdale, AZ 85253

Each of the foregoing persons has consented to serve as a Director. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its sole discretion, may determine, as set forth in the Declaration.

ARTICLE XI LIMITATION OF DIRECTOR LIABILITY

A Director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by Arizona law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Association existing at the time of the repeal or modification.

ARTICLE XII INDEMNIFICATION

Each person who acts as a Director, officer or committee member of the Association shall be indemnified by the Association against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant or in which he may be a witness by reason of his being or having been such Director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity. Such indemnification shall be provided in the manner and under the terms, conditions and limitations set forth in the Declaration or Bylaws of the Association.

ARTICLE XIII AMENDMENT

These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by a vote of the Members holding at least two-thirds (2/3) of the total number of votes in the Association; provided, however, that until expiration or termination of the Declarant Control Period, the written consent of the Declarant shall also be required; provided further that such vote of Members is not required with respect to any amendment to these Articles adopted for the sole purpose of complying with the requirements of any governmental or regulatory agency or any institutional lender authorized to fund, insure, or guarantee mortgages on Lots or Condominium Units, which amendments may be adopted by the Board of Directors without a vote of the Members, but otherwise approved by the Declarant until expiration or termination of the Declarant Control Period.

By the signature appearing below, the entity named in Article VI as the Statutory Agent and in Article IX as the Incorporator above hereby acknowledges under penalty of perjury that


this document together with any attachments is submitted in compliance with Arizona law. In addition, by its signature below, the entity named in Article VI as the Statutory Agent accepts the appointment thereof and acknowledges that the appointment is effective until the Association replaces the Statutory Agent or the Statutory Agent resigns, whichever occurs first.

EXECUTED this 10th day of June, 2016 by:

INCORPORATOR

SBH ZANJERO TRAILS LP, an Arizona limited partnership

By: AGS LLC, an Arizona limited liability company,
its General Partner

By: 
Its: Member

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i*

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

WINDROSE AT ZANJERO TRAILS COMMUNITY ASSOCIATION INC.

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 seven 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 seven-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 seven-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.

SBH Zanjero Trails LP
Name

6720 N. Scottsdale Road, Suite 250
Address 1

Address 2

Scottsdale **AZ** **85253**
City State Zip

UNITED STATES
Country

Name

Address 1

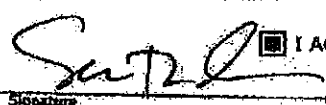
Address 2

City State Zip

Country

SIGNATURE - see Instructions C003i:

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: **Sean T. Walters**
Printed Name Date: **6/10/16**

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.

SIGNATURE - see Instructions C003i:

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.

Mail: 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 602-542-3026 or (within Arizona only) 800-345-5819.

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M0021

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):
WINDROSE AT ZANJERO TRAILS COMMUNITY ASSOCIATION INC.


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:

AGS LLC, an Arizona limited liability company

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.



Sean T. Walters

06/10/16

Signature

Printed Name

Date

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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