

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1500 West Washington
Phoenix, Arizona 85007-2920

Tucson Address 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

BLACKHAWK PROPERTY OWNERS ASSOCIATION
EXACT CORPORATE NAME

1. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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. Been 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 execution of this Certificate?
 3. Been or was 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 wherein 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?

Yes No

B. IF YES, the following information MUST be attached:

1. Full name and prior names (if 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.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes No

D. 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 or 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 and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is DECEMBER

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 5/17/04
TITLE INCORPORATOR

BY [Signature] DATE 5-17-04
TITLE INCORPORATOR

BY [Signature] DATE 5/17/04
TITLE INCORPORATOR

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THIS INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or, if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

SECRETARY OF STATE
FILED

AP
2010/04/10

ARTICLES OF INCORPORATION

OF

BLACKHAWK PROPERTY OWNERS ASSOCIATION

W. Sney-Bostelo
5-19-04

**A Non-Tax-Exempt
Arizona Non-Profit Corporation**

- 1134044-1

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators have this day associated themselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the corporation shall be **BLACKHAWK PROPERTY OWNERS ASSOCIATION**, a non-profit corporation.

W.C.

2. **PURPOSE.** The corporation is organized to maintain and improve the common roadways, along with gates, fences, cattle guards and culverts involving such roadways, and any common areas, facilities and water wells so designated by the Board of Directors, to collect assessments for the cost of such maintenance, and to enforce the Declaration of Covenants, Conditions, and Restrictions for the property known and to be known as the Ruger Ranch, Phase 3. Further, the corporation is organized to provide an entity for the furtherance of the best interests of the property owners in the development.

3. **CHARACTER OF AFFAIRS.** The character of affairs of the corporation will be as a Property Owners Association.

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or

distribution of statements), any political campaign on behalf of any candidate for public office.

5. The corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the members. Upon the dissolution of the corporation, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such non-profit corporations or, associations, trusts or other such organizations devoted to such similar purposes, as determined by the Board of Directors and approved by a majority vote of the members entitled to vote, present at a duly held meeting called for that purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

6. **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS.** The corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law and shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

7. **BOARD OF DIRECTORS.** The initial Board of Directors shall consist of three (3) Directors. The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws and shall not be fewer than three (3). The Directors shall be elected at the times and in the manner designated in the Bylaws. The names and address of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors are elected and qualified are:

GARY P. SUMNER
1570 Plaza West Drive
Prescott, Arizona 86303

RENEE HOWES
1570 Plaza West Drive
Prescott, Arizona 86303

DEBORAH L. PALMER
1570 Plaza West Drive
Prescott, Arizona 86303

8. **KNOWN PLACE OF BUSINESS.** The street address of the known place of business of the Corporation is: 1570 PLAZA WEST DRIVE, PRESCOTT, ARIZONA 86303.

9. **STATUTORY AGENT.** The name and address of the initial Statutory Agent of the corporation is: DEBORAH L. PALMER, 1570 Plaza West Drive, Prescott, Arizona 86303.

10. **INCORPORATORS.** The names and address of the incorporators are:

GARY P. SUMNER
1570 Plaza West Drive
Prescott, Arizona 86303

RENEE D. HOWES
1570 Plaza West Drive
Prescott, Arizona 86303

DEBORAH L. PALMER
1570 Plaza West Drive
Prescott, Arizona 86303

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. **MEMBERSHIP.** The corporation shall have members. The qualifications and rights of the members shall be set forth in the Declaration of Covenants, Conditions, and Restrictions and in the corporation's Bylaws.

12. **POWERS.** In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors: All powers necessary or desirable to

perform the obligation and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including the following:

- A. To fix and collect assessments:
- B. To enforce Covenants, Conditions, and Restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration of Covenants, Conditions, and Restrictions.
- C. To enter, make, perform, or enforce contracts of every kind and to do all other acts necessary, appropriate, or desirable in carrying out any purpose of the Association.
- D. To provide for the maintenance of roadways, facilities, and any other common property belonging to or dedicated to the Association

13. **DURATION.** The time of the commencement of this corporation shall be the date of filing of these Articles of Incorporation with the Arizona Corporation Commission and the existence of the corporation shall be perpetual.

14. **AMENDMENT OF ARTICLES.** These Articles of Incorporation may be amended by the affirmative vote of the majority of the members present or represented by proxy at a meeting called for that purpose.

EXECUTED this 12th day of May, 2004 by all of the incorporators.

Signed:

Gary P. Sumner
Gary P. Sumner

Renee D. Howes
Renee D. Howes

Deborah L. Palmer
Deborah L. Palmer

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 12th day of May, 2004.

Signed Deborah L. Palmer

Deborah L. Palmer

May 17, 2004

Corporations Division
Arizona Corporation Commission
1300 W. Washington
Phoenix, AZ 85007

Re: NONPROFIT ARTICLES OF INCORPORATION - BLACKHAWK
PROPERTY OWNERS ASSOCIATION

To: Corporate Filings

Enclosed please find our Certificate of Disclosure, a check for seventy-five dollars (\$75.00) (\$40 filing fee and \$35 expedited service fee), and an original plus two (2) copies of our Articles of Incorporation.

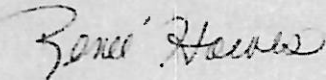
Please be advised that we of the Blackhawk Property Owners Association have selected the date of December 31st to be our Fiscal Date (fiscal year end). We understand that an Annual Report will be due in the fourth month following the close of our fiscal year, and that the Corporation Commission will mail our corporation an Annual Report that must be fully completed and returned to the Commission with the appropriate fees once each year. We also understand that failure to return a complete and accurate Annual Report may result in our corporation's administrative dissolution.

The corporate address shall be: 1570 Plaza West Drive
Prescott, Arizona 86303

We shall immediately notify the Corporation Commission, in writing, of any change to this address.

Please return the filed copies to the above stated corporate address.

Sincerely,



Renee Howes
Incorporator

1157047

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): BLACKHAWK PROPERTY OWNERS ASSOCIATION

Please Check or Complete the Appropriate Sections:

- A. 1 NEW Entry Filing CHANGE to Existing Entity Resubmission/Corrected Document
- 2 Domestic (from Arizona) Foreign (organized in another state or country)
- 3 Profit Business Corporation (B) Nonprofit Corporation (NP) LLC Trust Other
4. Payment Check # 1433 Cash MOD account # _____
Amount: \$ 75.00 No fee required See attached distribution of funds instructions
5. Processing Expedited (Priority service, \$35 Additional Fee Per Document)
 Regular (usually 1-4 months)

B. Filing Type: (Check one only)

- Articles of Domestication
 Articles of Incorporation
 Articles of Organization
 Application to Transact Business
 Application to Conduct Affairs (NP)
 Application for New Authority
 Application for Registration
 Articles of Amendment
 Articles of Amendment & Restatement

- Publication of _____
 Articles of Correction
 Merger of (name): _____

Into: _____

- Other: _____

RECEIVED

MAY 19 2004

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

C. Special Instructions: _____

D. Extras:

- Certified Copies- _____ (On. @ \$5 ea. for corps or \$10 ea. for LLCs) Expedite Certified Copies (\$35 extra)
 Good Standing Certificate- _____ (On. @ \$10 ea.) Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: Mail or Pick Up or Fax # (_____)

The following individual should be called to pick up completed documents:

Name: _____ Phone: (_____) _____

Pick-up by: _____ Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: DEBORAH PALMER Firm: ARIZONA LAND & RANGES

Address: 1570 PLAZA WEST DRIVE

City, State, Zip: PRESCOTT, AZ 86303

FORM 10
REV. 3/04