



AZ CORPORATION COMMISSION
FILED

02201549

OCT 29 2007

FILE NO. 1404755-6

ARTICLES OF INCORPORATION
OF

SADDLEBROOKE RANCH HOMEOWNERS ASSOCIATION, INC.

The undersigned, as the sole incorporator, for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation ("Articles"):

ARTICLE I

Name

The name of the corporation is SaddleBrooke Ranch Homeowners Association, Inc. (the "Corporation").

ARTICLE II

Definitions

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in that certain Declaration of Covenants, Conditions and Restrictions of SaddleBrooke Ranch Resort Community, recorded in the Official Records of Pinal County, Arizona, as Instrument No. 2007-119346, as amended from time to time (the "Declaration").

ARTICLE III

Character of Affairs

The character of affairs that the Corporation initially intends to conduct in Arizona is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all the Corporation's rights, powers and prerogatives under the Declaration and to act as an "Association" within the meaning of the Planned Communities Act, Arizona Revised Statutes Sections 33-1801 et seq. as the same may be amended or revised. In addition, subject to the provisions of the Declaration, the Corporation shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to non profit corporations by Title 10, Chapters 24-40 of the Arizona Revised Statutes as the same may be amended or revised. The Corporation shall have no stock, no dividends and no pecuniary profits shall be declared or distributed to its members. All income and earnings of the Corporation shall be used to further the purposes and objectives of the Corporation.

ARTICLE IV

Membership; Voting Rights

The Corporation shall have Members. Each Membership shall be appurtenant to, and may not be separated from, ownership of the Lot to which the Membership is attributable. The Members (including the Declarant) shall have the voting rights provided in the Declaration and the Bylaws of the Corporation, both of which may be amended from time to time. It is hereby acknowledged that the Declaration may be amended from time to time to change the

qualifications and requirements of the Members and their voting rights and any other provisions set forth therein.

ARTICLE V
Statutory Agent

James D. Hubbard, whose address is 9532 E. Riggs Road, Sun Lakes, Arizona 85248-7411, is hereby appointed the initial statutory agent for the Corporation.

ARTICLE VI
Initial Board of Directors

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board of Directors. The initial Board of Directors shall consist of three directors. Each director shall be appointed or elected in accordance with the terms set forth in the Declaration and Bylaws of the Corporation. The following individuals shall serve as the initial directors until their successors are appointed or elected and qualified pursuant to the terms of the Declaration and the Bylaws:

Michael Osborn
9532 East Riggs Road
Sun Lakes, Arizona 85248-7411

Betty Murphy
9532 East Riggs Road
Sun Lakes, Arizona 85248-7411

Jack Sarsam
9532 East Riggs Road
Sun Lakes, Arizona 85248-7411

ARTICLE VII
Incorporator

The name and address of the sole incorporator is:

Michael Osborn
9532 East Riggs Road
Sun Lakes, Arizona 85248-7411

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

ARTICLE VIII
Indemnification

To the fullest extent permitted by Arizona Revised Statutes as the same exist or may be hereafter amended or revised, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this Article VIII, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification or advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX
Limitation of Director Liability

To the fullest extent permitted by Arizona Revised Statutes as the same exist or may be hereafter amended or revised, no director of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article IX, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act occurring prior to such repeal, amendment or modification.

ARTICLE X
Known Place of Business

The known place of business of the Corporation shall be located at 9532 East Riggs Road, Sun Lakes, Arizona, 85248-7411. The Corporation may establish such other offices, as the Board of Directors may from time to time designate.

ARTICLE XI
Conflicts

The Corporation has been formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Declaration. In the event of any conflict or inconsistency between the Declaration and these Articles, the Declaration shall govern and control.

ARTICLE XII
Amendments

Until the Transition Date, these Articles of Incorporation may only be amended as set forth in the Declaration. After the Transition Date, except for those amendments by the Board permitted by ARS 10-11002, these Articles of Incorporation may be amended only by the approval of two-thirds of the votes cast or a majority of the voting power of the Members, whichever is less, after the Board has first adopted a resolution setting forth the proposed

amendment and directed that it be submitted to vote by the Members. However, these Articles of Incorporation shall not be amended to contain any provision that would be contrary to or inconsistent with the Declaration, and any provision or purported amendment to these Articles of Incorporation that is contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 29th day of October, 2007.

INCORPORATOR:


Michael Osborn

10/31/2007 08:24 6025424100
10/29/2007 11:47 602-916-9555

AZ CORP COMMISSION
FENNEMORE CRAIG #1

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PAGE 07

**CONSENT OF STATUTORY AGENT
OF
SADDLEBROOKE RANCH HOMEOWNERS ASSOCIATION, INC.**

The undersigned, having been named in the Articles of SaddleBrooke Ranch Homeowners Association, Inc. as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment as the statutory agent of SaddleBrooke Ranch Homeowners Association, Inc. The undersigned statutory agent reserves the right to resign in accordance with applicable law.

DATED: October 26, 2007.


JAMES D. HUBBARD
9532 East Riggs Road
Sun Lakes, Arizona 85248-7411

COMMISSIONERS
 MIKE GLEASON - Chairman
 WILLIAM A. MUNDELL
 JEFF HATCH-MILLER
 KRISTIN K. MAYES
 GARY PIERCE



BRIAN C. MCNEIL
 Executive Director
 LINDA FISHER
 Director, Corporations Division

ARIZONA CORPORATION COMMISSION

October 30, 2007

FENNEMORE CRAIG, P.C.
 3003 N CENTRAL AVE
 STE 2600
 PHOENIX, AZ 85012-2913

RE: SADDLEBROOKE RANCH HOMEOWNERS ASSOCIATION, INC.
 File Number: 14047556

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

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 as filed with the Commission, for three (3) consecutive publications. A list of acceptable newspapers in each county is attached and is available on the Commission web site. Please make sure the newspaper publishes the corporation documents using the exact name filed with the Commission. Publication must be completed WITHIN SIXTY (60) DAYS and an affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from October 30, 2007, which is the date the document was processed and approved for filing by the Commission.

Most corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Should the report fail to arrive approximately two months prior to the due date, contact the Commission. Corporations must notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

Periodically check Commission records regarding your corporation at www.azcc.gov/corp. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
 Amador Rejano
 Examiner, Corporations Division

AFFIDAVIT OF PUBLICATION
for Corporation Commission



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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARIZONA CAPITOL TIMES

P.O. Box 2260
Phone: (602) 258-7026

Phoenix, AZ 85002
Fax: (602) 258-2504

**SADDLEBROOKE RANCH
HOMEOWNERS ASSOCIATION,
INC.**

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
11/09/2007, 11/16/2007, 11/23/2007

THE NAME OF THE CORPORATION: SADDLEBROOKE RANCH
HOMEOWNERS ASSOCIATION, INC.

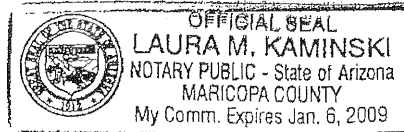
CORPORATE FILE NUMBER: 1404755-6

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED
SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 9th day of November, 2007

NOTARY SIGNATURE: _____



ARTICLES OF INCORPORATION OF SADDLEBROOKE RANCH HOMEOWNERS ASSOCIATION, INC.

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ARTICLE I Name The name of the corporation is SaddleBrooke Ranch Homeowners Association, Inc. (the "Corporation").

ARTICLE II Definitions Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in that certain Declaration of Covenants, Conditions and Restrictions of SaddleBrooke Ranch Resort Community, recorded in the Official Records of Pinal County, Arizona, as Instrument No. 2007-119346, as amended from time to time (the "Declaration").

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ARTICLE VII Incorporator The name and address of the sole incorporator is: Michael Osborn, 9532 E. Riggs Road, Sun Lakes, Arizona 85248-7411. All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles to the Arizona Corporation Commission.

ARTICLE VIII Indemnification To the fullest extent permitted by Arizona Revised Statutes as the same exist or may be hereafter amended or revised, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was a director or officer

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Phone: (602) 258-7026

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CORPORATIONS DIVISION

of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expense shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this Article VIII, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification or advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX Limitation of Director Liability To the fullest extent permitted by Arizona Revised Statutes as the same exist or may be hereafter amended or revised, no director of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article IX, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act occurring prior to such repeal, amendment or modification.

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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 29th day of October, 2007. INCORPORATOR: /s/ Michael Osborn. CONSENT OF STATUTORY AGENT OF SADDLEBROOKE RANCH HOMEOWNERS ASSOCIATION, INC. The undersigned, having been named in the Articles of SaddleBrooke Ranch Homeowners Association, Inc. as its statutory agent for the State of Arizona hereby confirms that it has been notified of the appointment and that it accepts the appointment as the statutory agent of SaddleBrooke Ranch Homeowners Association, Inc. The undersigned statutory agent reserves the right to resign in accordance with applicable law. DATED: October 26, 2007. /s/ James D. Hubbard, 9532 E. Riggs Road, Sun Lakes, Arizona 85248-7411.
11/9, 11/16, 11/23, 2007 editions Arizona Capitol Times