

**ARTICLES OF INCORPORATION
OF
PEBBLECREEK UNIT 49 VILLAS 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 PebbleCreek Unit 49 Villas 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 Annexation, Tract Declaration And Declaration of Covenants, Conditions and Restrictions For PebbleCreek Phase II Unit 49 Villas, recorded on July 30, 2019, as Instrument No. 20190579031 in the Official Records of the Maricopa County Recorder, Maricopa County, Arizona, as such declaration is amended or supplemented from time to time (collectively, the "Villas Declaration"), including but not limited to by any declaration of annexation or of covenants, conditions or restrictions executed by Declarant that makes membership in the Corporation an incident of ownership of any residential lot described therein.

ARTICLE III

Character of Affairs

The character of affairs that the Corporation initially intends to conduct 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 Villas Declaration, including but not limited to acting 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 Villas Declaration, the Corporation shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit 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 in the Corporation shall be appurtenant to, and may not be separated from, ownership of the Villas Lot to which the membership is attributable. The members (including the Declarant) shall have the voting rights provided in the Villas Declaration and the Bylaws of the Corporation, both of which may be amended from time to time. It is hereby acknowledged that the Villas Declaration may be amended from time to time to change the qualifications and requirements of the members of the Corporation and their voting rights and any other provisions set forth therein.

ARTICLE V
Statutory Agent

Pamela H. Gulsvig, whose address in 9532 E. Riggs Road, Sun Lakes, Arizona 85248, 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 Villas Declaration and in the 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:

Jack Sarsam
9532 East Riggs Road
Sun Lakes, Arizona 85248

Mark Giannonatti
9532 East Riggs Road
Sun Lakes, Arizona 85248

George Atwell
9532 East Riggs Road
Sun Lakes, Arizona 85248

ARTICLE VII
Incorporator

The name and address of the sole incorporator is:

Jack Sarsam
9532 East Riggs Road
Sun Lakes, Arizona 85248

ARTICLE VIII
Indemnification

To the fullest extent permitted by Arizona Revised Statutes as the same exist or may hereafter be 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 hereafter be 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. The Corporation may establish such other office(s) 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 Villas Declaration. In the event of any conflict or

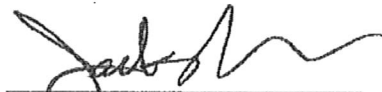
inconsistency between the Villas Declaration and these Articles, the Villas Declaration shall govern and control.

ARTICLE XII
Amendments

Until the Villas Transition Date, these Articles of Incorporation may only be amended as set forth in the Villas Declaration. After the Villas 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 of the Corporation, 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 Villas Declaration or the Master Declaration referred to in the Villas Declaration, and any provision or purported amendment to these Articles of Incorporation that is contrary to or inconsistent with the Villas Declaration or the Master Declaration shall be void to the extent of such inconsistency.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this 13 day of August, 2019.

INCORPORATOR:




Jack Samsam

**CONSENT OF STATUTORY AGENT
OF
PEBBLECREEK UNIT 49 VILLAS ASSOCIATION, INC.**

The undersigned, having been named in the Articles of Incorporation of PebbleCreek Unit 49 Villas 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 such appointment as statutory agent. The undersigned statutory agent reserves the right to resign in accordance with applicable law.

DATED: August 13, 2019.



PAMELA H. GULSVIG
9532 East Riggs Road
Sun Lakes, Arizona 85248

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:

PEBBLECREAK UNIT 49 VILLAS ASSOCIATION, INC.**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 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:

2.1	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
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 seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> 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 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
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 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 ?	<input type="checkbox"/> 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 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.

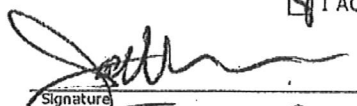
SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of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

JACK SANSAM
 Name **9532 E. RIGGS RD**
 Address 1
 Address 2
SUN LAKES **AZ** **85248**
 City State Zip
 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
JACK SANSAM **8/13/19**
 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.

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 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.

Filing Fee: None	Mail: Arizona Corporation Commission - Corporate Filings Section
All fees are nonrefundable - see Instructions.	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.



Corporations Division

COMMISSIONERS

Chairman, Robert "Bob" Burns
 Boyd Dunn
 Sandra D. Kennedy
 Justin Olson
 Lea Márquez Peterson

Date: 8/26/2019

Delivered via: Email

FENNEMORE CRAIG
 2394 E CAMELBACK RD
 SUITE 600
 PHOENIX AZ 85016
 USA

RE: Entity Name: PebbleCreek Unit 49 Villas Association, Inc.
 ACC File Number: 23013855
 ACC Order Number: 201908200554269
 Document Received Date: 08/23/2019

We are pleased to notify you that the Articles of Incorporation - Nonprofit submitted for the above-referenced entity have or has been APPROVED for filing.

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 08/26/2019, which is the date the ACC approved the document for filing, 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 acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

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. You may, however, choose 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 08/26/2019, which is the date the ACC approved the document for filing, 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 acceptable newspapers in each county is available on the ACC website at www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf.

IMPORTANT: Corporations are required by statute to file an Annual Report with the ACC once each year. Your Annual Report is due on 08/20/2020 and on the anniversary of that date each subsequent year. Annual Reports can be submitted electronically through the ACC website. It is the corporation's sole responsibility to file its Annual Report on or before the due date each year. If the corporation provided an entity email address, it will receive an email reminder at that email address to file the annual report. Individual users who have created user accounts on our website and who have associated the corporation to that account through the "My Entities" section will also receive an email reminder. Whether or not the corporation or any individual user requests or receives any email reminder, however, if the corporation fails to file its Annual Report by the due date, penalties will accrue and the corporation will be subject to being administratively dissolved.

Corporations are required by statute to notify the ACC immediately, in writing, of any change in address or statutory agent information. Forms are available on the ACC website to make address and statutory agent changes. Failure to notify the ACC of such changes may subject the corporation to being administratively dissolved. A forwarding order placed with the U.S. Postal Service is not sufficient to change addresses on file with the ACC. (Foreign corporations have additional filing requirements under A.R.S. § 10-1504 or § 10-11504 for other types of changes – see the statute for details.)

The Corporations Division strongly recommends that you periodically monitor your corporation's public record, which can be viewed