

JUL 28 2002

APPR.  
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DATE

*[Signature]*  
7/26/02  
- 0946095-0

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CARRIZO RANCHES OWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Arizona Revised Statutes, Section 10-2363, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**I**

The name of the corporation is:

Carrizo Ranches Owners Association, Inc.

**II**

The following Amendment was adopted:

Article VI – Voting Rights – Class B shall be deleted in its entirety and amended to read as follows:

Class B. The Class B member shall be the Declarant (as defined in the Road Easement Maintenance Obligation recorded for the property referred to in Article IV. The Class B member shall be entitled to nine (9) votes for each parcel in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following events:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
- (b) On January 1, 2016; or
- (c) Declarant voluntarily converts its Class B membership and votes to Class A membership and votes.

**III**

The Amendment was adopted April 24, 2002.

IV

The Amendment was duly adopted by all of the Members.

IN WITNESS WHEREOF, the undersigned hereby set their hand and seal this 19 day of July, 2002.

CARRIZO RANCHES OWNERS ASSOCIATION, INC.

By: Merwyn C. Davis  
Merwyn C. Davis, President

By: M. Curtis Davis  
M. Curtis Davis, Secretary

STATE OF ARIZONA )  
County of Maricopa ) ss.

On this, the 19<sup>th</sup> day of July, 2002, before me, the undersigned Notary Public, personally appeared Merwyn C. Davis, who acknowledged himself to be the President Carrizo Ranches Owners Association, Inc., and that as such officer, being authorized so to do, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda B Renteria  
Notary Public

My Commission Expires:

8-29-03

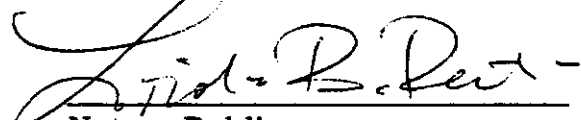


Notary Public State of Arizona  
Maricopa County  
Linda B Renteria  
Expires August 29, 2003

STATE OF ARIZONA     )  
  ) ss.  
County of Maricopa     )

On this, the 19<sup>th</sup> day of July, 2002, before me, the undersigned Notary Public, personally appeared M. Curtis Davis, who acknowledged himself to be the Secretary of Carrizo Ranches Owners, Inc., and that as such officer, being authorized so to do, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

8-29-03



Notary Public State of Arizona  
Maricopa County  
Linda B Renteria  
Expires August 29, 2003

APR 07 2000

APPR. Margaret W. Neigel  
TERM \_\_\_\_\_  
DATE 04/07/00

**ARTICLES OF INCORPORATION**  
**OF**

0946095-0 **CARRIZO RANCHES OWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Arizona Revised Statutes, the undersigned, who is a resident of the State of Arizona, and who is of full age, has this date formed a non-profit corporation and does hereby certify and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is CARRIZO RANCHES OWNERS ASSOCIATION, INC., an Arizona non-profit corporation, hereinafter referred to as the "Association".

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association is located at 3140 West Ironwood Circle, Chandler, Arizona 85226, in the County of Maricopa, State of Arizona.

**ARTICLE III**

**INCORPORATORS**

The name and post office address of the incorporator is as follows:

M. Curtis Davis  
3140 West Ironwood Circle  
Chandler, AZ 85226

**ARTICLE IV**

**PURPOSES AND POWERS OF THE ASSOCIATION**

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, repair, and preservation of the main roadways throughout the Carrizo Ranches as reflected on the Road Easement Maintenance Obligation on or over the following real property located in the County of Apache, State of Arizona, more particularly described as:

**(See Legal Description Attached)**

and any road or Right-of-Way Easements over State of Arizona land or Bureau of Land Management land that may be acquired by the Association in regard to the Roadway System serviced by the Association, and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain declaration of covenants, conditions and restrictions of CARRIZO RANCHES entitled "Road Easement Maintenance Obligations", hereinafter called the "Declaration", applicable to the property which will be recorded in the office of the County Recorder of Apache County, State of Arizona, as the same may be amended from time to time as therein provided, said Declaration when recorded being incorporated herein as if set forth at length.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 property of the Association.

(c) Have and to exercise any and all powers, rights and privileges which a corporation organized as a non-profit corporation of the State of Arizona by law may now or hereafter have or exercise, and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out any of the business purposes of the Association.

(d) Make contracts of all kinds and descriptions with third parties, firms and corporations.

(e) Enter into, perform and carry out contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the purposes of the Association.

Section 2. The foregoing statement shall be construed as a statement both of purposes and of power in each clause and shall be in no way limited or restricted by reference to inference from the terms or provisions of any other clauses, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of powers and purposes, the Association shall not, except to an insubstantial degree, engage in any

activities or exercise any powers that are not in furtherance of the primary purposes of the Association. Notwithstanding any other provision hereof, until the Declarant has sold eighty percent (80%) of the parcels in Carrizo Ranches and any other land annexed which comes under the Association, the Association shall take no action without the express written consent of Declarant.

Section 3. This Association is organized pursuant to the laws of the State of Arizona, which govern non-profit corporations.

## **ARTICLE V**

### **MEMBERSHIP**

Section 1. The Association shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association, except for membership of the incorporators, and the first Board of Directors, shall be limited to record owners of equitable title in fee simple (or legal title if the equitable title is merged) of the parcels in the private property described above, and any additions thereto that are brought under the jurisdiction of the Association. An owner of a parcel shall automatically, upon becoming the owner of the parcel, be a member of the Association and shall remain as a member of the Association until such time as his ownership ceases for any reason, at which time his membership in said Association shall automatically cease. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept in the office of the Secretary of the Association. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding membership assigned to the new record owners of equitable title (or legal title if equitable title has merged).

Section 2. In the event said parcel is owned by two (2) or more persons whether joint tenancy, tenancy in common, community property or otherwise, or if a parcel has been divided into two (2) or more parts, the membership as to each parcel shall be joint and a single membership for such parcel shall be issued in the names of all and they shall designate to the Association, in writing, at the time of issuance, one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board of Directors of the Association shall make such designation.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

Class A. The Class A members (as defined in Article V) shall be all owners with the exception of the Declarant and shall be entitled to one (1) vote for each parcel owned. When more than one (1) person owns an interest in any parcel, the vote for such parcel shall be exercised by the member as determined in Article V, Section 2, but in no event shall more than one (1) vote be cast with respect to any parcel.

Class B. The Class B member shall be the Declarant (as defined in the Road Easement Maintenance Obligation recorded for the property referred to in Article IV. The Class B member shall be entitled to five (5) votes for each parcel in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Twelve (12) years from the date of recordation of the Declaration.

## **ARTICLE VII**

### **DURATION**

The time of commencement of this Association shall be the date upon which the Arizona Corporation Commission files the Articles of Incorporation, and it shall have perpetual life.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

Section 1. The affairs of the Association shall be conducted by a Board of Directors consisting of an odd number of not less than three (3) nor more than nine (9) members, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may not hold any two (2) offices, except that the Secretary may at the same time hold the office of Treasurer.

Section 2. The Directors shall be elected by the members of the Association at the first and each ensuing annual meeting thereof, as provided for in the By-laws of this Association. The directors need not be members of the Association. The Board of Directors will adopt By-laws for the Association and such By-laws may be amended, supplemented, repealed or suspended and new By-laws may be adopted as provided for therein.

Section 3. The initial Board of Directors shall consist of three (3) directors, who shall serve until the first annual meeting of the Association, or until their successors are elected and qualified, as provided for in the By-laws. The following persons were elected and shall serve as directors of the Association:

M. Curtis Davis  
3140 W. Ironwood Circle  
Chandler, AZ 85226

Merwyn Davis  
611 Windspirit Circle  
Prescott, AZ 86303

Karen Helin  
4757 E. South Fork Drive  
Phoenix, AZ 85044

#### **ARTICLE IX**

##### **PRIVATE PROPERTY EXEMPTION**

The private property of each and every officer, director and member of the Association of this Association shall at all time be exempt from all debts and liabilities of the Association.

#### **ARTICLE X**

##### **STATUTORY AGENT**

The Association hereby appoints Ronald W. Carmichael, of 7301 North 16th Street, Suite 103, Phoenix, AZ 85020, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, 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 this Association. The Directors may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.





PARCEL NO. 1:

The North half of Section 4, Township 13 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Docket 5, Page 141 and in Docker 45, Page 39, records of Apache County, Arizona.

PARCEL NO. 2:

Section 9, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

Except all oil, gas and other minerals as reserved in instrument recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533 records of Apache County, Arizona..

PARCEL NO. 3:

Section 11, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT all oil, gas and other minerals as reserved in instrument recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

PARCEL NO. 4:

Section 13, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

PARCEL NO. 5:

Section 15, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

PARCEL NO. 6:

Section 21, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

PARCEL NO. 7:

Section 22, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 29 of Deeds, Page 166, records of Apache County, Arizona.

PARCEL NO. 8:

Section 23, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

PARCEL NO. 9:

Section 25, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

PARCEL NO. 10:

Section 27, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona.

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165 and in Docket 443, Page 533, records of Apache County, Arizona.

**PARCEL NO. 11:**

Section 33, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT the South half of the Southeast quarter; and

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 23 of Deeds, Page 167, records of Apache County, Arizona.

**PARCEL NO. 12:**

The South half of the Southeast quarter of Section 33, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, records of Apache County, Arizona.

**PARCEL NO. 13:**

Section 1, Township 13 North, Range 29 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, records of Apache County, Arizona.

**PARCEL NO. 14:**

Section 11, Township 13 North, Range 29 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, records of Apache County, Arizona.

**PARCEL NO. 15:**

Sections 1, 3, 5, 7, 9, 11, 13, 15, 17, 19, 21, 23, 25, 27, 29, 31 and 35, Township 14 North, Range 29 East of the Gila and Salt River Base and Meridian, Apache County, Arizona

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, records of Apache County, Arizona.

PARCEL NO. 16:

The South half of the Northwest quarter and the Northeast quarter of the Northwest quarter and the Northeast quarter of the Southwest quarter of Section 20, Township 14 North, Range 29 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, records of Apache County, Arizona.

PARCEL NO. 17:

Section 35, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

EXCEPT COMMENCING at the Southeast corner of Section 35, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona;

thence South 87 degrees 52 minutes 56 seconds West along the South side of said Section 35, a distance of 1,141.47 feet to a point on the West right of way line of U.S. Highway 666 and the TRUE POINT OF BEGINNING;

thence continuing South 87 degrees 52 minutes 56 seconds West along said Section line, a distance of 1,127.84 feet;

thence North 5 degrees 40 minutes 20 seconds West, a distance of 1,902.92 feet;

thence South 78 degrees 04 minutes 20 seconds East, a distance of 1,863.95 feet to a point on the said West right of way line of U.S. Highway 666;

thence South 19 degrees 07 minutes 24 seconds West, a distance of 1,552.36 (feet along said right of way line to the TRUE POINT OF BEGINNING; and EXCEPT

BEGINNING at the Southeast corner of Section 35, Township 14 North, Range 28 East of the Gila and Salt River Base and Meridian, Apache County, Arizona; and

thence South 87 degrees 52 minutes 56 seconds West along the South side of said Section 35 and along the North side of the existing Coronado Generating Plant Access Road, a distance of 887.83 feet;

thence North 45 degrees 43 minutes 17 seconds West, a distance of 150.70 feet to a point on the Easterly right of way line of U.S. Highway 666;

thence North 19 degrees 07 minutes 24 seconds East along the said Easterly right of way line of U.S. Highway 666, a distance of 2,949.77 feet to a point on the East side of the said Section 35;

thence South 0 degrees 34 minutes 35 seconds East along the said East side of Section 35, a distance of 2,859.53 feet to the TRUE POINT OF BEGINNING;

EXCEPT all oil, gas and other minerals as reserved in Deed recorded in Book 31 of Deeds, Page 165, and in Docket 443, Page 533, records of Apache County, Arizona.