


AZ CORPORATION COMMISSION
FILED

DEC 04 2014

AZ Corp. Commission

04900705

ARTICLES OF INCORPORATION

OF

ATALON COMMUNITY ASSOCIATION

In compliance with Arizona Revised Statutes § 10-3101, *et seq.*, as amended, the undersigned, for the purpose of forming a nonprofit corporation, hereby certify:

1. Name: The name of the corporation is Atalon Community Association.
2. Duration: The period of the Corporation shall be perpetual.
3. Purpose: The purpose for which this Corporation is organized is to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of Arizona, as may be amended from time to time.
4. Character of Affairs: The character of affairs which the Corporation initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation and architectural control of that residential subdivision known as Talon Ranch and to act in furtherance of the common good and general welfare of the Talon Ranch community.
5. Limitation of Director Liability: In accordance with the provisions of the Nonprofit Corporation Act (set forth at A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Corporation in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Nonprofit Corporation Act.
6. Indemnification of Directors, Officers, and Agents: The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she is or was an officer, director, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Corporation shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.
7. Board of Directors. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as the directors until their successors are elected and qualified are:

1. Kevin Rosinski
8767 E. Via De Ventura
Suite 390
Scottsdale, AZ 85258
2. Devin Hobbs
8767 E. Via De Ventura
Suite 390
Scottsdale, AZ 85258
3. Oscar Dominguez
8767 E. Via De Ventura
Suite 390
Scottsdale, AZ 85258

The number of persons to serve on the board of directors thereafter shall be one (1) to five (5) in accordance with the Bylaws.

8. Known Place of Business. The street address of the known place of business of the Corporation is:

8767 E. Via De Ventura
Suite 390
Scottsdale, AZ 85258

9. Statutory Agent. The name and address of the statutory agent of the Corporation is:

Quentin Phillips
6720 North Scottsdale Road
Suite 261
Scottsdale, AZ 85253

10. Incorporators. The name and address of the incorporator is:

Kevin Rosinski
8767 E. Via De Ventura
Suite 390
Scottsdale, AZ 85258

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

11. Members. The Corporation will have members.

12. Dissolution. Upon the dissolution or liquidation of the Corporation, the Corporation shall pay or adequately provide for the debts and obligations of the Corporation and otherwise comply with the Arizona Nonprofit Corporation Act. Upon such dissolution or liquidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created.

13. Amendment. These Articles may be amended by the affirmative vote or written consent, or any combination thereof, of two-thirds (2/3) of the total votes in the Association.

EXECUTED THIS 24th day of NOVEMBER, 2014, by the incorporator.

Signed: _____


Kevin Rosinski

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named Corporation effective this 4 day of December, 2014.

Signed: 
Quentin Phillips