

ARTICLES OF INCORPORATION  
OF  
BLOSSOM ROCK COMMUNITY ASSEMBLY, INC.

**Article 1.** Name. The name of the corporation is Blossom Rock Community Assembly, Inc. (the "Assembly").

**Article 2.** Nonprofit Corporation. The Assembly is formed as a non-stock, nonprofit corporation under the laws of the State of Arizona.

**Article 3.** Principal Office. The mailing address of the initial principal office of the Assembly is 14646 N. Kierland Boulevard, Suite 165, Scottsdale, Arizona 85254.

**Article 4.** Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the recorded Community Recreation Covenant for Blossom Rock Residential Community (as amended from time to time, the "Covenant").

**Article 5.** Purpose. The purpose for which the Assembly is organized is to be and constitute the Assembly to which reference is made in the Covenant, to perform all obligations and duties of the Assembly, and to exercise all rights and powers of the Assembly, as in the Covenant, in the By-Laws of Blossom Rock Community Assembly, Inc. (the "By-Laws"), and as provided by law.

**Article 6.** Powers. The Assembly shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set forth in these Articles, the By-Laws, and the Covenant. The Assembly shall make no distributions of income to its members, directors or officers.

**Article 7.** Members.

(a) The Assembly shall be a membership corporation without certificates or shares of stock. Each Person who is the Owner of a Property within the Residential Community shall be entitled to one Membership in the Assembly, which shall be appurtenant to, and inseparable from, ownership of the Property. The Owners shall be entitled to such voting rights and other rights and privileges as are set forth in the Covenant and the By-Laws.

(b) Transfer of appurtenant Memberships in the Assembly shall be accomplished by Recording a deed or other instrument conveying record title to the Property.

**Article 8.** Dissolution. The Assembly may be dissolved only upon a resolution duly adopted by the Assembly's Board and approved by a vote of Owners holding at least two-thirds (2/3) of the total number of Memberships; provided that, until the expiration of the Development and Sale Period, the written consent of Community Declarant shall also be required. If at the time of dissolution the U. S. Department of Veterans Affairs ("VA") is guaranteeing or the U. S. Department of Housing and Urban Development ("HUD") is insuring the Mortgage on any Residential Property, any assets remaining after providing for all debts and liabilities shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes unless either VA or HUD approves an alternative disposition.

**Article 9. Directors.**

(a) Subject to the terms of the Covenant and the By-Laws, the affairs of the Assembly shall be governed by its Board of Directors. The initial Board shall consist of three (3) directors. The number of directors shall be increased in accordance with the By-Laws.

(b) The names and addresses of the initial members of the Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Eric Tune  
14646 N. Kierland Boulevard, Suite 165  
Scottsdale, Arizona 8524

Paul Lillis  
14646 N. Kierland Boulevard, Suite 165  
Scottsdale, Arizona 8524

Kim Duffy  
14646 N. Kierland Boulevard, Suite 165  
Scottsdale, Arizona 8524

Each of the foregoing persons has consented to be a director.

(c) The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of each director shall be as set forth in the By-Laws.

(d) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine, as set forth in the Covenant and the By-Laws.

**Article 10. By-Laws.** The By-Laws of the Assembly shall be adopted by the Board of Directors and may be amended only in the manner provided in the By-Laws.

**Article 11. Liability of Directors, Officers and Committee Members.** To the fullest extent permitted by Applicable Law, the Alliance shall indemnify, defend and hold harmless all Board Representatives as set forth in Section 3.3 of the Covenant. No amendment to or repeal of this Article shall apply to or have any effect on the liability or entitlement to indemnification and defense of any Board Representative with respect to any acts or omissions of such Board Representative occurring prior to such amendment or repeal.

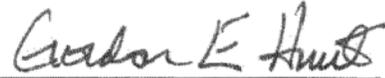
**Article 12. Amendments.** These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by a vote of Owners holding at least two-thirds (2/3) of the total number of Memberships; provided that, until the expiration of the Development and Sale Period, the written consent of Community Declarant shall also be required; provided, further that such a vote of Owners shall not be required with respect to any amendment to these Articles of Incorporation adopted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or any institutional lender authorized to fund, insure or guarantee mortgages on individual Properties, which amendments may be adopted by the Board of Directors without a vote of the Owners.

**Article 13. VA/HUD Approval.** Until the expiration of the Development and Sale Period, the following actions shall require the prior approval of the U. S. Department of Veterans Affairs, if such agency is guaranteeing or insuring the Mortgage on any Residential Property, or the U. S. Department of Housing and Urban Development, if such agency is guaranteeing or insuring the Mortgage on any Residential Property: (i) annexation of additional property to the Community, except for annexation by Community Declarant in accordance with the Covenant pursuant to a plan of annexation previously approved by either such agency; (ii) mortgaging, conveyance, or dedication of Areas of Community Responsibility; and (iii) amendment of these Articles of Incorporation.

**Article 14. Incorporator.** The name of the Incorporator of the Assembly is Gordon E. Hunt, and such Incorporator's address is 8901 E. Pima Center Parkway, Suite 225, Scottsdale, Arizona 85258. All powers and duties of the Incorporator, as Incorporator, shall cease at the time these Articles of Incorporation are delivered to the Arizona Corporation Commission. To the fullest extent permitted by Arizona law as the same exists or may be hereafter amended, Incorporator shall be not liable to the Assembly or its members for monetary damages for any action taken or any failure to take any action as Incorporator. No amendment to or repeal of this Article shall apply to or have any effect on the liability or entitlement to indemnification and defense of the Incorporator with respect to any acts or omissions of the Incorporator occurring prior to such amendment or repeal.

**Article 15. Statutory Agent.** The Assembly hereby appoints Chad P. Miesen, whose address is 1400 East Southern Avenue, Suite 400, Tempe, Arizona 85282 (who is now and has been for more than three 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 the Assembly. The Assembly 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.

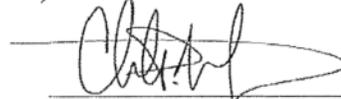
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of October, 2022.



Gordon E. Hunt, Incorporator

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 28th day of October, 2022.



Chad P. Miesen, Statutory Agent

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:

BLOSSOM ROCK COMMUNITY ASSEMBLY, 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 percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

<b>2.1</b>	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>2.2</b>	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>2.3</b>	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-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
<b>2.4</b>	If any of the answers to numbers 2.1, 2.2, or 2.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**3. BANKRUPTCY QUESTION:**

<b>3.1</b>	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership <b>of the other corporation</b> ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>3.2</b>	If the answer to number 3.1 is <b>YES</b> , you <b>MUST</b> 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 percent of the issued and outstanding shares or ten percent 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.

Name  
Gordon E. Hunt

Address 1  
8901 E. Pima Center Parkway

Address 2  
Suite 225

City State Zip  
Scottsdale AZ 85258

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

*Gordon E. Hunt*

Signature

Gordon E. Hunt

Printed Name

10/28/22

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.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: None All fees are nonrefundable – see Instructions	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Bearcat or Expedite Service ONLY): 602-542-4000
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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.