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ARTICLES OF INCORPORATION OF

BIG PARK REGIONAL COORDINATING COUNCIL, INC.

(Hereafter referred to as "Corporation")

08007105

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves for the purpose of forming a non-profit Corporation under the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The names and addresses of the incorporators are as follows:

- Robert E. Brandin 193 Ridge Trail Drive, Sedona, AZ 86351
- W. Richard Byrnes 160 Quartz Drive, Sedona, AZ 86351
- Dorothy E. Lucas 170 Blackjack Drive, Sedona, AZ 86351
- Phyllis K. Medley 375 Deer Pass Drive, Sedona, AZ 86351
- Ronald F. Tanner 55 Cathedral Rock Drive, Sedona, AZ 86351

ARTICLE II

The name of the Corporation shall be BIG PARK REGIONAL COORDINATING COUNCIL, INC.

ARTICLE III

The principal place of business of the Corporation shall be Village of Oak Creek Community Center, 690 Bell Rock Boulevard, Yavapai County, Arizona.

ARTICLE IV

The term of existence of this Corporation shall be perpetual.

ARTICLE V

The general nature of the business of the Corporation and its objects shall be:

1. To promote the best interests of the residents of the Big Park Regional Community, the property owners and investors therein and thereof, by virtue of their membership in representative associations of the Council, but at no time shall this Council supercede the legal rights or the authority of any individual member association.

2. To conduct studies of the problems affecting the community and to seek their solutions.

3. To give expression to the thoughts and interests of the members of the Corporation and to make known publically any consensus thereof.

4. To represent the interests of the Community to County, State and Federal bodies and agencies and to any persons, firms or organizations affecting the community.

5. To hold meetings in the Big Park Regional Community, Yavapai County, Arizona and to carry on any other lawful business whatsoever and to do all and everything necessary and advantageous to the interests of the Corporation.

6. The foregoing paragraphs shall be construed as the objects, purposes and powers of the Corporation and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by any reference or inference from the terms of any other clause, term, paragraph or Article herein contained.

7. The Big Park Regional Community, as referred to herein and in these Articles, shall mean the residents, property owners and investors within the boundaries of the Big Park Community Plan adopted by the Yavapai County Board of Supervisors on April 11, 1988, including any subsequent amendments thereto, and with such other adjacent areas as may be approved by the Corporation for inclusion from time to time.

ARTICLE VI

Barbara Benson, 56 West Cortez Drive, Suite A, Sedona, Arizona, 86351 who has been a bona fide resident of the State of Arizona for the last three years, is appointed as the lawful agent of the Corporation.

ARTICLE VII

No capital stock or shares in this Corporation shall be issued but certificates of membership may be issued as may be provided in the Bylaws of the Corporation.

ARTICLE VIII

The Corporation is not organized for pecuniary profit and no member thereof shall have any individual or separate interest in any of the property, assets or profits of the Corporation. However, nothing herein contained shall deny the

Corporation the power to compensate reasonably its officers, agents and employees for services rendered or expenses incurred.

ARTICLE IX

1. The affairs of the Corporation shall be conducted by a Council of not less than thirteen representatives and by such other officers as may be provided in the Bylaws of the Corporation. The officers shall be elected annually at the time and in the manner provided in the Bylaws of the Corporation.

2. This section lists the names and affiliations of the members of the original Council.

3. Annual meetings of the Corporation shall be held at the regular meeting in January of each year hereafter unless such meeting time be changed by the Bylaws of the Corporation.

ARTICLE X

Private property, as well as property holdings of the individual homeowners associations herein represented of the Council, shall be forever exempt from debts and obligations of the Corporation.

ARTICLE XI

The number and qualifications of members and the terms and conditions of admission and termination of members, the contributions and voting rights of members and all matters affecting members and membership shall be as set forth in the Bylaws.

ARTICLE XII

Upon recommendation of the Council officers and approval of the Council for dissolution of the Corporation, and after payment of all debts of the Corporation, the remaining assets shall be distributed as follows:

1. Amounts of funded reserves will be distributed to those homeowners associations originally assessed in the ratio of the assessments;

2. The portion of the fund allocated to unexpended members' assessments for operations will be returned in the ratio of the assessments applicable; and

3. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE XIII

Bylaws of the Corporation shall be adopted by the Council named in these Articles and may thereafter be amended by any means provided in the Bylaws.

ARTICLE XIV

A volunteer acting on behalf of the Corporation shall be exempt from liability of the Corporation or its members for monetary damages for breach of fiduciary duties as a volunteer representative, except upon the occurrence of any of the following:

1. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.

2. A violation of A. R. S. Title 10-1026.
3. Any transaction from which the volunteer derived an improper personal benefit.
4. A violation of A. R. S. Title 10-1097.

ARTICLE XV

These Articles of Incorporation may be amended at any meeting of the Council provided:

- (1) that the proposed amendment is introduced at a meeting at least one month previous;
- (2) that notice of the meeting to consider the amendment was provided to all Council members not fewer than ten nor more than fifty days prior to the meeting at which it will be considered and;
- (3) that the amendment receives a favorable vote equal to two-thirds of the Council members.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of December, 1996.

Robert E. Brandin
 W. Richard Byrnes
 Dorothy E. Lucas
 Phyllis K. Medley
 Ronald F. Tanner

(Addresses shown in Article I of this document)

Robert E. Brandin

W. Richard Byrnes

Dorothy E. Lucas

Phyllis K. Medley

Ronald F. Tanner
