

**ARTICLES OF INCORPORATION
OF
ROSE CREEK RANCH
HOMEOWNER'S ASSOCIATION, INC.**

ARTICLE I

Name

The name of this corporation is **ROSE CREEK RANCH HOMEOWNER'S ASSOCIATION, INC.** (hereinafter called the "Association")

ARTICLE II

Definitions

The capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, Restrictions and Easements for Rose Creek Ranch, as now or hereafter amended (the "Declaration"), now or hereafter recorded in the Official Records of Gila County, Arizona.

ARTICLE III

Duration

The Association shall exist perpetually.

ARTICLE IV

Purposes

The Association shall act as a homeowner's association for the owners of unimproved and improved lots and parcels, as more fully set forth in the Declaration, in accordance with Section 528 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or if the Association so elects, pursuant to Section 501(c)(4) of the Internal Revenue code, as the same may be amended from time to time. The Association shall provide for the management, maintenance and care of the Common Areas and any other property owned by the Association, and of property placed under the jurisdiction of the Association and to perform all duties and to exercise all rights imposed upon, granted to, or permitted to the Association by these Articles of Incorporation, the Bylaws or the Declaration, as amended from time to time. In furtherance of, and in order to accomplish the foregoing purposes, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time ("Arizona Law"). The Association does not contemplate pecuniary gain or profit to its members.

ARTICLE V

Nonprofit Status

The Association is formed as a nonstock, nonprofit corporation under Arizona Law. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE VI

Membership and Voting Rights/Declarant Control

Every person or entity who is the owner of record of any Lot in Rose Creek Ranch ("Owner") shall be a member of the Association ("Member"), subject to, and in accordance with, the Declaration. Each Member shall have such rights, privileges and votes in the Association as are set forth in the Declaration and Bylaws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association. Membership shall automatically be transferred to the new Owner upon transfer of the Lot.

ARTICLE VII

Statutory Agent

The name and street address of the initial statutory agent of the Association is W. David Thompson, Suite 5, 2020 W. Guadalupe Road, Gilbert, AZ 85233.

ARTICLE VIII

Board of Directors and Officers

The business and affairs of the Association shall be conducted by a Board of Directors (the "Board") of no less than three (3) nor more than seven (7) Directors, and such Officers as the Directors may elect and appoint. Each Director shall be a Member or Owner (or if a Member is a corporation, partnership, limited liability company or trust, a Director may be an officer, authorized agent, partner, member or trustee of such Member). The Board shall have the power to adopt and amend Bylaws. The Officers of the Association shall have the powers, duties and responsibilities as provided in the Bylaws.

The names and addresses of the initial Board of Directors, who shall serve until the first annual meeting of the Members, or until their successors have been duly elected and qualified, are as follows:

W. David Thompson
Suite 5
2020 W. Guadalupe Road
Gilbert AZ 85233

Jeanette Leitner
Suite 5
2020 W. Guadalupe Road
Gilbert AZ 85233

Rose Roy
Suite 5
2020 W. Guadalupe Road
Gilbert AZ 85233

ARTICLE IX

Incorporator

The name and address of the Incorporator is: W. David Thompson, Suite 5, 2020 W. Guadalupe Road, Gilbert, AZ 85233.

ARTICLE X

Private Property

The Members, Directors and Officers of the Association shall not be individually or personally liable for the debts or other liabilities of the Association, and the private property of the Members, Directors and Officers of the Association shall forever be exempt from the Association's debts, obligations and liabilities of every kind whatsoever.

ARTICLE XI

Indemnification

The Association shall indemnify each of its committee members, Directors and Officers, and former committee members, Directors and Officers, to the fullest extent permitted by Arizona Law. If Arizona Law is amended to authorize corporate action broadening the Association's ability to indemnify its committee members, Directors and Officers, directors and officers, and former committee members, Directors and Officers, the Association shall indemnify its existing and former committee members, Directors and Officers to the fullest extent permitted by Arizona Law, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of any

existing or former committee members, Directors and Officers of the Association existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XII

Limitation of Director Liability

The liability of a Director or former Director of the Association shall be eliminated to the fullest extent permitted by Arizona Law. If Arizona Law is amended to authorize corporate action further eliminating the liability of directors, the liability of a Director or a former Director of the Association shall be eliminated or limited to the fullest extent permitted by Arizona Law, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director or former Director of the Association existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XIII

Known Place of Business

The known place of business of the Association shall initially be located at 2020 W. Guadalupe Road, Suite 5, Gilbert, AZ 85233. The Association may establish such different or other offices or locations, both within and outside the State of Arizona, as the Board may from time to time designate.

ARTICLE XIV

Amendments

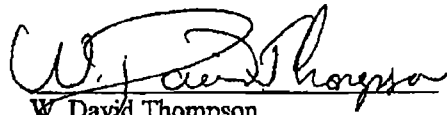
These Articles of Incorporation may be amended only with the approval of both (a) the Owners of at least two-thirds of the Lots, and (b) Declarant, so long as there is a Class B Membership; except that Declarant, without approval of the Owners, may amend these Articles of Incorporation as may be required by government agencies such as HUD(FHA), VA, FHLMC, FNMA or any other government agency whose approval is required or requested, or any government agency which requests such amendment as a condition of approving the Articles of Incorporation, or any federally chartered lending institution which requires such amendment as a condition to lend funds upon the security of the Lots, or as may be appropriate in the event of any such requested amendment required to permit the Declarant to retain control of the Association and its activities until the Declarant's Class B Membership ceases.

ARTICLE XV

Conflicts

In the event of any conflict or inconsistency between the Declaration, and these Articles of Incorporation, as may be amended, the Declaration shall govern and control. In the event of any conflict or inconsistency between these Articles of Incorporation, as may be amended, and the Bylaws, as may be amended, these Articles of Incorporation shall govern and control.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 10th day of October 2007.


W. David Thompson
Incorporator

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above Association and hereby consents to act in that capacity until removed or resignation is submitted.


W. David Thompson