STATE OF ARIZONA

Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 11/17/1998

consisting of 5 pages, is a true and complete copy of the original of said document on file with this office for:

B.R. VILLAS HOMEOWNERS ASSOCIATION, INC.
ACC file number: 0857547-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: March 13, 2018.

Ted Vogt, Executive Director

By: _____
JORGE MOYA

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

B.R. VILLAS
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

[XX]
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
   (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
   (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
   (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

[ ]
1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ____ NO XX

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY _____ DATE 4/10/98
TITLE MARC ARCHER, PRESIDENT

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

FISCAL DATE: _____

Inc. 0001 - Domestic

EXAMINED
AZ CORP COMMISSION
FILED

Nov 17 10 28 AM '98
ARTI Jackie Aiken
DATE 11/17
TERM
DATE
-0857547-0
FB 11-8-98

ARTICLES OF INCORPORATION
OF
B.R. VILLAS HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators have this day associated themselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

I
Name of Corporation

The name of the Corporation is the B.R.Villas Homeowners Association, Inc. OK 4H

II
Duration of Corporation

The duration of the Corporation is perpetual.

III
Purpose of the Corporation

The purpose for which this Corporation is organized is to carry on any or all lawful activities for which owners' associations may be incorporated under the laws of the State of Arizona , as they be amended from time to time. The Corporation does not contemplate pecuniary gain or profits to the members.

IV
Specific Purpose

The Corporation intends to manage and control the common areas of the B.R.Villas, a subdivision of Coconino County, under the terms and conditions of the Declaration of Covenants, Conditions, and Restrictions ("Declaration") for B.R.Villas, which were recorded at Docket 2158, Page 467, and to promote the health, safety, and welfare for the residents within the property brought within the jurisdiction of the Corporation. The Corporation intends to perform all of the duties and obligations of the Corporation set forth in the Declarations, as amended from time to time, for the mutual benefit of the residents and the preservation of their respective properties' value and beauty.

V
Membership Shares in Corporation

The Corporation has the authority to issue membership shares without par value, equal to one membership certificate for each lot a person or persons own within B.R.Villas. No profits or dividends shall ever be declared by the Corporation.

VI
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to assessment by the Corporation under the terms of its recorded Declaration, including a buyer under contract for sale, shall be a member of the Corporation. 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 Corporation.

VII
Voting

Each owner shall be entitled to one vote for each lot which that person owns in B.R.Villas as more fully set forth in Article 2 of the Declaration. When more that one person holds the interest required for membership, all such persons shall be members but the vote for such lot shall be exercised as they among themselves determine.

VIII
Initial Statutory Agent

The name and address of the initial statutory agent is Marc Archer, 8619N. 17th Place, Phoenix, Arizona 85020.

IX
Initial Board of Directors

The initial Board of Directors will consist of three directors. The persons will serve until the first annual meeting of members or until successors are elected and qualified are:

NAME	ADDRESS
Allen Ginsberg	1515 E. Cedar Ave. Suite D-1 Flagstaff, Az 86004
Marc Archer	8619 N. 17th Place Phoenix, Az 85020

Mark Caro

1555 E. Cedar Ave.
Flagstaff, Az 86004

X
Incorporators

The name and addresse(s) of the incorporator(s) are/is:

NAME	ADDRESS
Marc Archer	8619 N. 17th Place Phoenix, Az 85020

XI
Assessments

Annual assessments levied in accordance with the Declaration are due and payable in annual installments. The Corporation shall have the right and obligation to enforce payment as provided for in the Declaration.

XII
Amendment

Amendment of these Articles of Incorporation may be made only by a vote of a majority of the owners entitled to vote at any annual meeting or a special meeting called for that purpose after written notice of the meeting is given to all of the members.

XIII
Indemnification of Directors

A. Any person who serves as an officer or a member of the Board of Directors shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such a person was acting in good faith and within the scope of his/her official capacity, unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such person. Official capacity is any decision, act, or event undertaken by the Corporation in furtherance of the purposes for which such organization was organized.

B. The liability of a director shall not in any way be eliminated for any breach of the director's duty of loyalty to the Corporation or its members, if any, for acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, for any transaction from which the director derived an improper personal benefit, or for any conduct under Section 10-1026 or 10-1097 of the Arizona Revised Statutes. If the Arizona Revised Statutes are hereby amended to

authorize corporate action further eliminating or limiting the personal liability of directors , then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

XIV
Dissolution

The Corporation may be dissolved with written consent of not less than sixty-seven percent (67%) of the members entitled to vote. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Corporation.

DATED this 9 day of November 1998.

Marc Archer, Incorporator

CONSENT OF STATUTORY AGENT

I, Marc Archer , of 8619 N. 17th Place, Phoenix, Arizona 85020, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

DATED this 9 day of November 1998.

Marc Archer