

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## ARTICLES OF INCORPORATION NONPROFIT CORPORATION

Read the Instructions C011i

1. **ENTITY NAME** – see Instructions C011i for naming requirements – give the exact name of the corporation:

Ponderosa Springs Community Association

2. **CHARACTER OF AFFAIRS** - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

Non profit community organization for the benefit of Ponderosa Springs and Ponderosa Spings Esta

3. **MEMBERS – check one:**  The corporation WILL have members.  
 The corporation WILL NOT have members.

4. **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:**

- 4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- Yes – go to number 5 and continue  
 No – go to number 4.2 and continue

- 4.2 If you answered “**No**” to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

<b>5. DIRECTORS</b> - list the <b>name and business address</b> of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment form C082</u> .					
Kaja-Anne Jezycki			Susan G Keown		
Name			Name		
184 Greystone Circle			396 S Leisure Lane		
Address 1			Address 1		
Address 2 (optional)		AZ	85541	Address 2 (optional)	
Payson		State or Province	Zip	Payson	
City	UNITED STATES	State or Province	Zip	City	UNITED STATES
Country				Country	
David S Duprest			Thomas Orne Hiscox		
Name			Name		
169 S Leisure Lane			101 S Leisure Lane		
Address 1			Address 1		
Address 2 (optional)		AZ	85541	Address 2 (optional)	
Payson		State or Province	Zip	Payson	
City	UNITED STATES	State or Province	Zip	City	UNITED STATES
Country				Country	
Name			Name		
Address 1			Address 1		
Address 2 (optional)				Address 2 (optional)	
City		State or Province	Zip	City	
Country				Country	

<b>6. STATUTORY AGENT – see Instructions C0111</b>					
<b>6.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) <b>and physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:			<b>6.2 OPTIONAL</b> – mailing address in Arizona of statutory agent (can be a P.O. Box):		
David S Duprest					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
169 S Leisure Lane					
Address 1			Address 1		
Address 2 (optional)		AZ	85541	Address 2 (optional)	
City Payson		State	Zip	City	
				State	
				Zip	
<b>6.3 REQUIRED</b> - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.					

7. **REQUIRED** - you must complete and submit with the Articles a **Certificate of Disclosure**. The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.

8. **INCORPORATORS** - list the **name and address**, and the **signature**, of each and every incorporator - minimum of one is required. If more space is needed, check this box  and complete and attach the Incorporator Attachment form C084.

Kaja-Anne Jezycki  
Name

184 Greystone Circle  
Address 1

Address 2 (optional)

Payson AZ 85541  
City State Zip

Country

**SIGNATURE** - see Instructions C011i:

By 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]  
Signature

Kaja-Anne Jezycki 8/16/2021  
Printed Name Date

Susan Keown  
Name

396 S Leisure Lane  
Address 1

Address 2 (optional)

Payson AZ 85541  
City State Zip

Country

**SIGNATURE** - see Instructions C011i:

By 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]  
Signature

Susan Keown 8/16/2021  
Printed Name Date

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

Filing Fee: \$40.00 (regular processing)	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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.

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## INCORPORATOR ATTACHMENT

**1. ENTITY NAME as listed on the Articles of Incorporation:**

Ponderosa Springs Community Association

**2. INCORPORATORS** - List the **name and address**, and provide the **signature**, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.

David S Duprest

Name

169 S Leisure Lane

Address 1

Address 2 (optional)

Payson

AZ

85541

City

State

Zip

UNITED STATES

Country

**SIGNATURE:** see Instructions C010I or C011I:

By 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

Thomas Orne Hiscox

Name

101 S Leisure Lane

Address 1

Address 2 (optional)

Payson

AZ

85541

City

State

Zip

UNITED STATES

Country

**SIGNATURE:** see Instructions C010I or C011I:

By 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



DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

# STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

- 1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Ponderosa Springs Community Association

- 2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

David S Duprest

### 3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

*David S Duprest*  
Signature

David S Duprest  
Printed Name

10-16-2021  
Date

#### REQUIRED – check only one:

<input checked="" type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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**Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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**CERTIFICATE OF DISCLOSURE**Read the Instructions C003i**1. ENTITY NAME** – give the exact name of the corporation in Arizona:Ponderosa Springs Community Association**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.

**THOMAS O. HISCOX**  
 Name  
**101 S. Leisure Rd**  
 Address 1  
 Address 2  
**PAYSON** **AZ** **85541**  
 City State Zip  
**USA**   
 Country

**DAVID DUPREST**  
 Name  
**163 S Leisure Rd**  
 Address 1  
 Address 2  
**PAYSON** **AZ** **85541**  
 City State Zip  
**USA**   
 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

**Thomas O. Hiscox**  
 Signature  
**THOMAS O. HISCOX** **10/16/2021**  
 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.

**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

**David Duprest**  
 Signature  
**DAVID DUPREST** **10-16-2021**  
 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 Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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**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: Kate Anne Jerycki

Address 1: 101 Stephanie Circle

Address 2: Payson AZ 85541

City: Gila State: AZ Zip: 85541

Country: Gila

Name: Susan Keown

Address 1: 396 S. Leisure Rd

Address 2: Payson AZ 85541

City: Gila State: AZ Zip: 85541

Country: Gila

**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: Kate Anne Jerycki Date: 10/16/2021

**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.

**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: Susan Keown Date: 10/16/2021

**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.**

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**ARTICLES OF INCORPORATION  
OF  
PONDEROSA SPRINGS COMMUNITY ASSOCIATION**

Pursuant to Section 10-3201 of the Arizona Revised Statutes, the undersigned Association hereby adopts the following Articles of Incorporation with the Arizona Corporation Commission on October 16, 2021.

**ARTICLE I**

The name of this Association is and shall be **PONDEROSA SPRINGS COMMUNITY ASSOCIATION**.

**ARTICLE II**

The known place of business of the Ponderosa Springs Community Association, hereinafter called the "Association", shall initially be in the subdivision of Ponderosa Springs, at 163 Leisure Road, Payson, AZ 85541, in Gila County, Arizona, but it may establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

**ARTICLE III**

This Association is organized under Internal Revenue Code §501(c)(4) and shall be operated as a nonprofit Association solely and exclusively for charitable, educational, scientific, and community welfare purposes, and specifically for enhancing the property of the Association and protecting the rights of the owners of the property in the area known as Ponderosa Springs, including any further additions thereto. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the Association in the future, the Association shall conduct the following business: providing for the maintenance, and preservation of the Association property and/or common areas within that certain tract of property described as PONDEROSA SPRINGS and PONDEROSA SPRINGS ESTATES in Gila County, AZ (collectively "Ponderosa Springs"), including any further additions thereto, and to do all things the same as any reasonable and competent person would do. The Association is established to inform and represent its membership in regards to community and county decisions that affect Ponderosa Springs; to lend support to other Ponderosa Springs organizations, such as fire department, US Forest Service, etc.; to coordinate and sponsor special events that involve community participation; and to interface with other organizations affecting Ponderosa Springs, in order to develop and implement short and long range plans that protect and enhance area value. Consistent with the foregoing purposes and subject to all other limitations, restrictions, and prohibitions set forth in these Articles, the Association shall have all the powers specified in Section 10-3302 of the Arizona Revised Statutes, as amended from time to time, and to do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objectives herein above set forth either alone or in association with other individuals, Associations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objectives not inconsistent with law; provided, however, that the Association shall not perform any act or transact any business that will jeopardize the tax exempt status of the Association under Section 501(c), if applicable, of the Internal Revenue Code and its

Regulations as such Section and Regulations now exist or may hereafter be amended or under corresponding laws and Regulations hereafter adopted.

#### **ARTICLE IV**

No substantial part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the Association participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE V**

The corporate existence of Ponderosa Springs Community Association shall be perpetual as long as all State requirements regarding corporate reporting are followed, unless dissolved as detailed in the Articles of Incorporation.

#### **ARTICLE VI**

The Association shall be a nonprofit Association and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the Association shall be used to further the purposes and objectives of the Association as set forth in Article III. Nothing contained herein, however, shall prohibit payments by the Association to directors or members as reasonable compensation for services rendered to the Association.

#### **ARTICLE VII**

The directors, officers and members of the Association shall not be individually liable for the Association's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. To the fullest extent permitted by Arizona law and in accordance with and within the limits of Section 10-3612 of the Arizona Revised Statutes, no director or person who serves on a board or council of the Association in a voluntary capacity shall be liable to the Association or its members for monetary damages for breach of fiduciary duty as a director or as a member of a board or council in an advisory capacity. To the fullest extent permitted by Arizona law and in accordance with Section 10-3851 of the Arizona Revised Statutes, any director or person who serves on a board or council of the Association in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the Association is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association 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 Association existing at the time of such repeal or modification.

#### **ARTICLE VIII**

The control and management of the affairs of the Association shall be vested in an Executive Board of Directors of not less than four (4) persons or more than seven (7) persons. In addition, there shall be At

Large Board Members of not less than one (1) or more than (3) persons. The At Large Board Members shall be consulted about any capital expenditures of more than \$1,500.00 and shall each have one vote on each such capital expenditure.

The following incorporators met and voted to incorporate and elected said incorporators as Executive Board Members on October 16, 2021. The names of said incorporators/Executive Directors are as follows:

Kaja-Anne Jezycki, 184 Greystone Circle, Payson, AZ 85541

Susan Keown, 396 S. Leisure Road, Payson, AZ 85541

David S. Duprest, 169 S. Leisure Road, Payson, AZ 85541

Thomas Orne Hiscox, 101 S Leisure Road, Payson, AZ 85541

The Bylaws of the Association shall prescribe the terms of the office and manner of election of directors.

#### **ARTICLE IX**

The qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the Bylaws of the Association.

#### **ARTICLE X**

No person shall possess any property right in or to the property or assets of the Association. Upon dissolution of the Association as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as such Section and Regulations now exist or may hereafter be amended, or under corresponding laws and Regulations hereafter adopted and which organizations have purposes and objects similar to those of the Association, all determined in accordance with the Bylaws.

#### **ARTICLE XI**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Executive Board of Directors and ratified by a two-thirds vote of the Association Members present at the annual meeting or a special meeting as set forth in the Bylaws.

#### **ARTICLE XII**

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$2,000.00 or such additional amount or amounts as may be authorized by three-fourths (3/4) of the Executive and Members at Large of the Board at a lawfully held meeting of the Board of Directors of the Association.

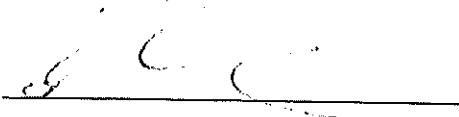
#### **ARTICLE XIII**

The Association shall indemnify each of its past, present and future members, directors, officers, employees and agents, which includes uncompensated or volunteer members of advisory boards and councils of the Association, against all expenses they incur, including but not limited to legal fees, costs,

judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members of advisory boards or councils, or agents of the Association. Whenever any person reports to the President of the Association that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the Association, members of the board of directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, shall determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board of Directors determines that the person did not act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided that the Association shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit the Association, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in the manner which the person reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The Association shall provide for indemnification in accordance with this Article and Section 10-3251 of the Arizona Revised Statutes and to the fullest extent permitted by Arizona law.

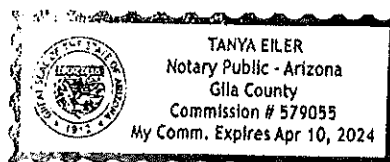
#### ARTICLE XIV

This Association hereby appoints David S. Duprest, at 163 Leisure Road, Payson, AZ 85541, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The Executive Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

  
On this, the 14<sup>th</sup> day of October, 2021, the undersigned officer, Kaja-Anne Jezycki, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Tanya Eiler  
Notary Public



My Commission Expires:

4/10/2024

STATE OF ARIZONA (ss. County of Gila)

Susan Keown

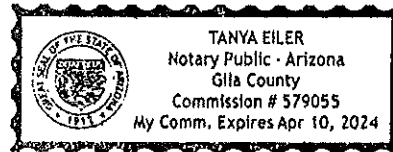
On this, the 16<sup>th</sup> day of October, 2021, the undersigned officer, Susan G. Keown, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Tanya Eiler

Notary Public

My Commission Expires: 4/10/2024



STATE OF ARIZONA (ss. County of Gila)

David Duprest

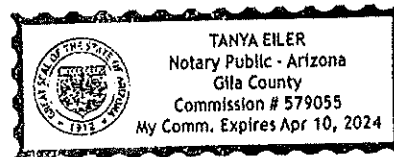
On this, the 16<sup>th</sup> day of October, 2021, the undersigned officer, David S. Duprest, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Tanya Eiler

Notary Public

My Commission Expires: 4/10/2024



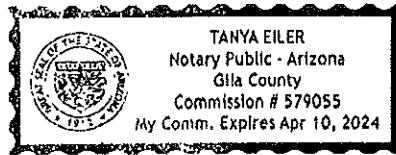
STATE OF ARIZONA (ss. County of Gila)

Thomas Orne Hiscox

On this, the 16<sup>th</sup> day of October, 2021, the undersigned officer, Thomas Orne Hiscox, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Tanya Eiler  
Notary Public  
My Commission Expires: 4/10/2024



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STATE OF ARIZONA (ss. County of Gila)

**BYLAWS OF THE  
PONDEROSA SPRINGS COMMUNITY ASSOCIATION**

**ARTICLE I  
OFFICES**

The principal office of the Association in the State of Arizona shall be located in Gila County and the unincorporated subdivision in the community of Ponderosa Springs. The Association may have such other offices, within the State of Arizona, as the Executive Board of Directors (as defined below) may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Arizona a registered office at 163 Leisure Road, Payson, AZ 85541, which initially shall be the registered office in the State of Arizona, and the address of the registered office may be, but need not be, identical with the principal office, and may be changed from time to time by the Executive Board of Directors.

**ARTICLE II  
MEMBERS**

**SECTION 1. Classes of Members.** The members of the Association shall be those individuals owning one or more lots (evidenced by name of the title of the lot(s) and recorded in the Office of the County Recorder of Gila County) within the boundaries of Ponderosa Springs and Ponderosa Springs Estates as recorded in the office of the County recorder of Gila County and have paid the current year's annual dues for each such lot (each lot of which is considered a "Household" or "Member").

**SECTION 2. Balloting.** Only one ballot per Household shall be cast in voting in an election of members to the Board of Directors and for other matters. (If a member owns more than one (1) lot, upon payment of dues for each lot, such member may cast one (1) vote for each lot. In the event a member merges two or more lots into one lot, such member may cast one (1) vote for the newly created lot.) Nominees/candidates must be part of a Household eligible to be on the election ballot. There shall be no absentee ballots for the election of the members of the Board of Directors. Nominees/candidates shall submit nomination forms to the Executive Board of Directors prior to the annually scheduled election. Those nominees/candidates must be present to accept/decline the nomination.

**SECTION 3. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those members present at any regularly constituted meeting, terminate the membership of any member. Any member that is being considered for termination for cause will be provided with formal notification giving the reasons for said termination. The member will then have thirty-five (35) calendar days to correct/rebuttal the reason being considered as cause for termination.

**ARTICLE III  
MEETINGS OF MEMBERSHIP**

**SECTION 1. Annual Meeting.** An annual meeting of the membership shall be held in conjunction with the regular September meeting of each year for the purpose of electing Directors and for the

transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the membership, no less than ten (10) days and no more than twenty-one (21) days after the original designated date.

**SECTION 2. Special Meetings.** Special meetings of the membership may be called by the President, a majority of the Executive Board of Directors, or by petitioning of not less than fifty percent (50%) of the membership having voting rights.

**SECTION 3. Place of Meetings.** The Executive Board of Directors may designate any place within the State of Arizona as the place of the annual meeting or special meeting. If no designation is made, it shall be the Christopher Kohls Fire Station at the entrance of Ponderosa Springs, Payson, AZ; but, if all of the members shall meet at any time and place within the State of Arizona and consent to the holding of a meeting, such meeting shall be valid, and any corporate action may be taken at such meeting.

**SECTION 4. Action of Executive Directors Without a Meeting.** Any action required by law to be taken at the annual meeting may be taken without a meeting if a consent in writing or email setting forth the action so taken shall be signed by all of the Executive Directors.

**SECTION 5. Quorum.** A quorum at an annual meeting consists of the Households in attendance.

**SECTION 6. Proxies.** At the annual meeting or any Board meeting, voting by proxy shall not be permitted.

#### **ARTICLE IV BOARD OF DIRECTORS**

**SECTION 1. General Powers.** The affairs of the Association shall be managed by its Executive Board of Directors. The Directors at Large shall be consulted on any capital expenditure over \$2,000.00 and shall be available in an advisory capacity to the Executive Directors. All Directors must be members of the Association.

- The Board is indemnified, to the fullest extent as stated by Arizona laws and future compliance or regulated changes to the fullest extent permitted by state law.
- Directors and Officers liability coverage and other insurance policies shall be determined by the Board. The Association is organized under Internal Revenue Code §501(c)(4) and shall be operated as a nonprofit Association solely and exclusively for charitable, educational, scientific, and community welfare purposes, and specifically for managing the property of the Association.
- The currently elected Board shall remain in place, when the annual meeting cannot be conducted, due to regulatory compliance guidance published by Federal, State or County governing authorities. The annual meeting shall be accomplished immediately or as soon as possible when regulated changes have been revised to allow the meeting to be conducted.

**SECTION 2. Number, Tenure and Qualifications.** The number of Executive Directors shall be at least four (4), and no more than seven (7). (In the event of a tie vote, the President shall cast the deciding vote.) The number of At Large Directors shall be at least one (1) and no more than three (3). All members of the Executive Board of Directors shall be elected for three (3) year terms; At Large Directors shall be



elected for one (1) year terms. The term of all such members of the Board of Directors elected at the regular annual meeting of the members shall commence immediately after their election, with former Board members being available in an advisory capacity for a thirty-one (31) calendar day period. A Board member must be a member of the Association. Only one member of the Association in a single household shall serve on the Board at a time.

**SECTION 3. Quarterly Board Meetings.** There shall be four (4) regular Board meetings each year, held once a quarter (March, June, September and December) and shall be held on the third Saturday of the month, unless otherwise agreed to by the Executive Board of Directors. A budgetary work session can be conducted during the last calendar quarter of the year for the next fiscal year. Notice shall be given to the Board of Directors not less than eight (8) days before the date of such meetings. Board meeting's may also be conducted through common virtual system processes. e.g.: iCloud, Google, Facetime, Zoom or any professionally established wireless website or software application. When Virtual or actual in-person work sessions are conducted by the Executive Board, this activity does not require a formal notification.

**SECTION 4. Quorum.** A quorum for any Quarterly Board Meeting or Special Meetings shall the  $\frac{3}{4}$  of the Executive Board (three (3) of the four (4) Executive Board members.) At Large Board members are not counted toward the quorum. If less than a quorum of the Executive Directors is present at said meeting, Directors present will adjourn the meeting and a working session may follow.

**SECTION 5. Vacancies.** Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled at the next annual meeting of the membership. A Director may be appointed to fill a vacancy by the President for the unexpired term of his/her predecessor in office.

**SECTION 6. Compensation.** Directors as such shall not receive any stated salaries for their services; but, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Any expense incurred by a Board member in the interest of the Association is subject to reimbursement with Board approval. Any project, event or item not delineated in the annual budget that exceeds \$300 shall have formal Board approval prior to said expenditure (email approval sufficient.) Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation, therefore.

**SECTION 7. Informal Action of the Executive Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or email setting forth the action so taken shall be signed by all of the Executive Directors. Board members that perform as event/project managers associated with Association operations, ie; sales events, entertainment functions, facility maintenance, routine activities, etc., are authorized project procurement functions, for those efforts, can expend \$300 annually without Board approval. Those procurement functions shall be presented at the next Board meeting with receipts that become a matter of record and reimbursement by the Board Treasurer.

**SECTION 8. Resignation.** Any Board member may resign by filing a written resignation with the Secretary. When a Board member is not able/available to submit a written resignation, the Board may act on his/her behalf at a formal Board meeting and those reasons formally recorded.

**ARTICLE V**  
**OFFICERS FUNCTIONS**

**SECTION 1. Officers.** The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Such officers shall be the Executive Board of Directors. The Executive Board of Directors may elect or appoint such other officers, including one (1) or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Executive Board of Directors. Only one (1) office may be held by any one (1) Executive Board Member. Only one (1) household member may serve on the Board at any one time.

**SECTION 2. Election and Term of Office.** The Executive Board/Officers of the Association shall be elected at the regular annual meeting for a three (3) year term. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified.

**SECTION 3. Removal.** Any removal shall be in accordance with Article II, Section 3 above.

**SECTION 4. President.** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or another proper officer of the Association authorized by the Board of Directors, any contracts, or other instruments that the Executive Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws or by statute, to some other officer or agent of the Association; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Two (2) Executive Board members shall be named on the signature card at the Association's bank. Legal concerns shall be coordinated with the Association registered Statutory Agent.

**SECTION 5. Vice President.** In the absence of the President, or in event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors. The Vice President may call for and perform, with or without a committee, a cursory review of the corporate books at any time. Said corporate books shall be subject to a periodic review by an Accountant designated by the President.

**SECTION 6. Treasurer.** The Association may require and provide bonding for the Treasurer, for the faithful discharge of his/her duties, in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all the duties incident to the office of Treasurer, and such other duties as may be assigned to him/her by the President. The Treasurer shall keep the books in good order and make them available at the discretion of the Executive Board. The Treasurer shall submit quarterly financial statements from the Association financial institution and submit government financial documents as

required by compliance regulations. Such quarterly financial statements shall include the names of those Households that have paid their dues. When a recurring business activity has been planned as a budgeted expense in the yearly financial document, said expense can be paid by the Treasurer. Said expense, when paid, shall be formally reported at the next formal Board meeting. The Association may use necessary professional book-keeping services as the Board of Directors may deem appropriate and/or necessary. The Executive Board of Directors may elect to have a formal financial review conducted at its discretion.

**SECTION 7. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or required by law; shall be the custodian of the corporate records of the Association; and in general perform all duties incident to the office of Secretary, and such other duties as may be assigned to him/her by the President or by the Board of Directors. The Secretary, from the annual election, shall prepare minutes, and maintain the membership list.

**SECTION 8. Assistant Treasurer and Assistant Secretary.** If required by the Executive Board of Directors, the Assistant Treasurer and Assistant Secretary, as non-voting entities, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively.

**SECTION 9. Conflicts of Interest.** A Board member should not be allowed to vote on a matter in which that Director may have a direct financial interest. If a conflict may occur, the Board effected member shall disclose this conflict immediately in order to be removed from voting on that Board decision.

## **ARTICLE VI COMMITTEES**

**SECTION 1. Committees of Directors.** The Executive Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; amending or restating the Articles of Incorporation ; adopting a plan of merger or a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

**SECTION 2. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed, unless the committee shall be terminated earlier prior thereto by the Executive Board of Directors.

**ARTICLE VII  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. Contracts.** The Executive Board of Directors shall authorize any officers or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances either of which shall be in writing

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by either the Treasurer or President. No recipient of a check issued by this Association may sign such check for his/her own benefit.

**SECTION 3. Deposits.** All funds of the Association shall be deposited in a timely manner. All debts of the Association shall to be paid in a timely manner.

**SECTION 4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, for the general purposes or for any special purpose of the Association.

**ARTICLE VIII  
PROOF OF MEMBERSHIP**

The Board of Directors shall refer to the membership list maintained by the Secretary for information evidencing membership in the Association. The membership list shall be in such form as may be determined by the Board, and shall include name and address of each member, the date of payment of membership dues, and such other information as the Board may deem appropriate.

**ARTICLE IX  
BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall maintain minutes of the proceedings of its members, the Board of Directors, and committees having any of the authority of the Board of Directors. It shall also keep, at its registered or principal office, a record of the names and addresses of the members entitled to vote.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XI  
ANNUAL DUES**

The Board of Directors shall determine the amount of annual dues payable to the Association by members. Dues are currently \$25 per year per Household. Dues shall be due and payable on or about

January 1 of each year for the current year. Persons wishing to vote in the current year's election must have their membership dues paid at least thirty (30) days prior to the Association annual meeting.

**ARTICLE XII  
AMENDMENTS TO BYLAWS**

Any proposed changes to the Articles of Incorporation and/or Bylaws must be presented to the membership at least thirty (30) days prior to the annual meeting by being posted on the organizational website and mailed to each Household. The final approval of any changes lies with the Executive Board of Directors, by a two-thirds (2/3) vote of the full Executive Board.

**ARTICLE XIII  
ASSOCIATION DISSOLUTION**

When the Association Executive Board of Directors determines that said organization needs to be dissolved, it, in coordination with their registered Statutory Agent shall determine the legal / efficient process to perform this action in accordance with the Articles of Incorporation.

**ARTICLE XIV  
NO POLITICAL INVOLVEMENT OR SUPPORT**

No substantial part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the Association participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Approved by the Executive Board of Directors on October 16, 2021.

PSCA President \_\_\_\_\_

Kaja-Anne Jezycki

PSCA Vice-President \_\_\_\_\_

Susan G. Keown

PSCA Treasurer \_\_\_\_\_

David S. Duprest

PSCA Secretary \_\_\_\_\_

Thomas Orne Hiscox