

Law Office of John C. Churchill

John C. Churchill

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October 27, 2020

Scott Goodman
17032 Palmdale Lane, Unit C
Huntington Beach, CA 92647

Re: RIVERS EDGE HOA, INC. - Corporate File No. 23135509
Incorporation Date: 10/21/2020
Corporate formation and maintenance

Dear Scott:

Congratulations, you've successfully formed River Edge HOA, INC.. Enclosed, please find the Arizona Corporation Commission's cover letter and a conformed copy of your Articles of Organization. We've taken the liberty of forwarding a copy of your Articles of Organization to the newspaper for publication. The Articles of Organization will be published in the Parker Pioneer for three consecutive weeks starting on November 4, 2020.

Please consider this communication a notice that you will need to secure the services of an accountant to assure that the association is properly filed and taxed as a non-profit corporation (IRS Code 501(3)(C), I believe).

Your accountant can also advise you whether or not you need to obtain an employer identification number for the new entity, when and if tax returns are due, and the like. This office does not do any tax work and therefore I cannot advise you regarding these matters.

Respectfully,


John C. Churchill

Enclosures
JCC/yc

Email: jchurchill@johnchurchill.com



Corporations Division

COMMISSIONERS
Chairman, Robert "Bob" Burns
Boyd Dunn
Sandra D. Kennedy
Justin Olson
Lea Márquez Peterson

Date: 10/21/2020

Delivered via: Email

Carla Perez

RE: Entity Name: RIVERS EDGE HOA, INC.
ACC File Number: 23135509
ACC Order Number: 202010140982432
Document Received Date: 10/14/2020

We are pleased to notify you that the Articles of Incorporation - Nonprofit submitted for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 10/21/2020, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 10/21/2020, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>.

IMPORTANT: Corporations are required by statute to file an Annual Report with the ACC once each year. Your Annual Report is due on 09/29/2021 and on the anniversary of that date each subsequent year. Annual Reports can be submitted electronically through the ACC website. It is the corporation's sole responsibility to file its Annual Report on or before the due date each year. If the corporation provided an entity email address, it will receive an email reminder at that email address to file the annual report. Individual users who have created user accounts on our website and who have associated the corporation to that account through the "My Entities" section will also receive an email reminder. Whether or not the corporation or any individual user requests or receives any email reminder, however, if the corporation fails to file its Annual Report by the due date, penalties will accrue and the corporation will be subject to being administratively dissolved.

Corporations are required by statute to notify the ACC immediately, in writing, of any change in address or statutory agent information. Forms are available on the ACC website to make address and statutory agent changes. Failure to notify the ACC of such changes may subject the corporation to being administratively dissolved. A forwarding order placed with the U.S. Postal Service is not sufficient to change addresses on file with the ACC. (Foreign corporations have additional filing requirements under A.R.S. § 10-1504 or § 10-11504 for other types of changes – see the statute for details.)

The Corporations Division strongly recommends that you periodically monitor your corporation's public record, which can be viewed at ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

**ARTICLES OF INCORPORATION
OF
RIVERS EDGE HOA, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and specifically A.R.S. 33-1801, et. seq. and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be RIVERS EDGE HOA, INC. (the "Association").

ARTICLE II

The location of its principal office in the State of Arizona shall be at 1300 S. Joshua Avenue, Parker, AZ 85344, La Paz County, Arizona. The corporation may have such other offices or places of business within or without the State of Arizona as may from time to time be established by the Board of Directors of the corporation.

ARTICLE III

The purpose of this corporation is to serve as the governing body of and to manage the Rivers Edge Estates, and to otherwise administer, enforce and comply with the purposes of the covenants, conditions, and restrictions associated with said subdivision. This corporation is not organized for the purpose of gaining pecuniary profit. No part of the earnings, if any, of this corporation shall inure to the benefits of any earnings, if any, of this corporation shall inure to the benefit of any person or member. This corporation is organized without and shall not have or issue capital stock. This corporation is organized, as well, to establish a nonprofit corporation within the meaning of Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United States Internal Revenue Laws).

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in compliance with Arizona law. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986, (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE V

In the furtherance of the aforesaid purposes and not otherwise, and subject to the aforesaid limitations, this corporation shall have the following rights and powers:

(1) To limit its regular members to persons who are owners of parcels or lots of real property within the subdivision.

(2) To approve or disapprove the design, type of construction and location of any and all improvements, residences, buildings, structures, fences, walls, sea walls, docks, etc., erected, installed or maintained upon parcels or lots now or at any time erected or conditions and restrictions and adopt standards and specifications in connection therewith and to approve any and all changes or alterations and to act as is otherwise set forth in the covenants, conditions and restrictions.

(3) To provide and maintain recreational and common facilities for the use and enjoyment of all members of the corporation, their guests and tenants and to establish and impose rules and regulations governing the use and maintenance of said facilities and the subdivision; to assess members of the corporation such dues, fees or assessments as are reasonable and necessary to maintain and support said facilities and to otherwise manage and administer to the needs of the subdivision as is contemplated in the covenants, conditions and restrictions.

(4) To file liens upon real property to secure the payment of obligations owed to the corporation by its members and to collect, foreclose or otherwise enforce, compromise, release, satisfy, and discharge said liens, and to do all other things necessary to the filing, maintenance, enforcement, and discharge of liens.

(5) To take any action necessary to enforce those covenants, restrictions, reservations, and conditions, as amended, which at present affect or in the future will affect real property described in the covenants conditions and restrictions and, in general, to do any and all lawful things and acts which the Association at any time may, from time to time, and in its discretion, deems to be in the best interests of its members and to pay all costs and expenses in connection therewith and in connection with any and all purposes of the Association.

(6) To have the power: To lease, rent, purchase, hold, have, use or take possession of, and enjoy in fee simple or otherwise any and all personal or real property necessary or appropriate for the uses, purposes and objects of the corporation; to sell, lease, rent, deed in trust, alienate, mortgage, borrow against or otherwise pledge, hypothecate and dispose of

or use and manage the same at the pleasure of the corporation for the aforesaid uses, purposes and objects for which the corporation is formed; to receive and distribute property of any kind or description.

(7) To purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of goods, wares, merchandise, supplies, and personal property of every class and description.

(8) To borrow money and to mortgage or pledge any or all of its real or personal property to secure payment thereof.

(9) To have, use, and enjoy any and all rights, powers, and privileges, and obligations and to enlarge in or perform any and all activities which may be incidental to or appropriate with the attainment of the above purposes and objects of the corporation or to otherwise enforce and fulfill the purposes set out in the covenants, conditions and restrictions for the subdivision.

ARTICLE VI

In the event of the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for such non-profit purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Laws) as the Board of Directors shall determine in compliance with Arizona law. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located.

ARTICLE VII

The corporation shall have the powers necessary and proper for the governance and operation of the association including, but not limited to, those powers set forth in A.R.S. §33-1801 et. seq. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VII

Membership in the Association shall be limited to owners of real property identified in the Declaration of Restrictions filed in the Records of the La Paz County Recorder's Office, as amended. Qualifications of membership and provisions for termination of membership and any and all privileges and obligations of membership shall be as provided in the covenants, conditions and restrictions and as is otherwise set forth in the Bylaws of this corporation. The Association members shall meet at least once each year. Notice of meetings of

the members shall be as set forth in the bylaws and in compliance with A.R.S. 33-1804(B)(C)(D) and (E), as applicable. The annual meeting of the members shall be held at a place within the state of Arizona and as fixed by the bylaws.

ARTICLE VIII

The management of this corporation and the conduct of its affairs shall be vested in a Board of Directors who are active members of the corporation in good standing, who shall be elected by the members at the annual meeting of the members of the corporation, which meeting shall be held annually at such date, time and place as is set forth by the Board of Directors, commencing with the year 2020. The Directors elected at the annual meeting of the corporation shall hold office until their successors have been elected and qualified. The election for the Board of Directors shall, in the discretion of the Board of Directors, be held by secret ballot. Any and all vacancies in the Board of Directors or in any office may be filled by the remaining Directors, and the person so chosen to fill a vacancy shall serve during the unexpired term of his predecessor and until his successor is elected and qualified.

Meetings of the Board of Directors may be held at such times deemed reasonable and necessary by the board of directors and notice of such meetings shall be made as set forth in the bylaws or, in the absence of such a provision in the bylaws, in compliance with A.R.S. 33-1804(D) and (E), as amended. There shall be no less than one (1) nor more than three (3) Directors. The name and address of the incorporator and the initial Board of Directors who are to serve as Director until the annual meeting of the Directors or until their successors are elected and qualified are:

Scott Goodman, Managing Member of Parker Properties, LLC,
an Arizona Limited Liability Company
17032 Palmdale Lane, Unit C
Huntington Beach, CA 92647

ARTICLE IX

1. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by the action of the members, shall be vested and reserved to the board of directors and the Board of Directors shall have the power to change or amend the same as may be expedient.

2. In addition to those powers granted in the Arizona Revised Statutes, a special meeting of the members may be called by: (a) the President, (b) a majority of the board of directors, (c) in accordance with a provision in the bylaws approved and adopted by a majority of the membership, or: (d) members having at least 25% of the votes of the association.

3. The right of members, or classes of members, to vote may be limited, enlarged or denied to the extent provided in the bylaws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.

4. Subject to the limitations fixed in the Arizona Revised Statutes relative to the persons constituting the initial Board of Directors, the bylaws shall fix the number of

directors, the manner of the election and term of office, all to be approved by a majority of the membership.

5. A member of the Board of Directors (other than Declarant, its successors and assigns) may be removed from office, with or without cause, by a two thirds vote of all lot owners present and entitled to vote at any meeting of owners at which a quorum is present.

ARTICLE X

The private property of the incorporators, directors, officers and agents of the corporation, (whether such property be real, personal, mixed, or fixtures, tangible or intangible and whether individual or community or otherwise) shall, without further act of this corporation, its directors or officers, be forever exempt from the debts and obligations of the corporation and the corporation shall indemnify and hold harmless same from any such debts.

ARTICLE XI

The officers of the corporation shall consist of a President, Vice President, and Secretary-Treasurer and such other officers as the Board Of Directors may from time to time elect, and said officers shall hold office for one year and until their successors have been elected and qualified. The first officers of the corporation shall be:

President: Scott Goodman
Secretary: John C. Churchill, Esq.

ARTICLE XII

The time of commencement of this corporation shall be the day these articles are filed in the office of the Arizona Corporation Commission in accordance with law and the corporate life shall be perpetual.

ARTICLE XIV

The highest amount of indebtedness or liability, direct or contingent, to which the corporation shall at any time subject itself shall not exceed Five Hundred Thousand Dollars (\$500,000.00) except as otherwise provided by law.

ARTICLE XV

The corporation does hereby appoint John C. Churchill, whose address is 1300 S. Joshua Avenue, Parker, AZ 85344, as the statutory agent of the corporation.

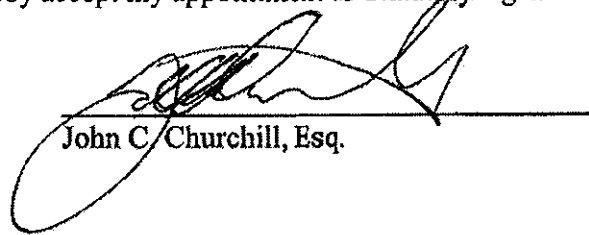
Dated this 27th day of Sept, 2020.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed and acknowledged by the incorporators and initial Board of Directors named above.



Scott Goodman, Managing Member of Parker Properties, LLC,
an Arizona Limited Liability Company

I, John C. Churchill, hereby accept my appointment as Statutory Agent for the Rivers Edge HOA, Inc.



John C. Churchill, Esq.