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ARTICLES OF INCORPORATION
OF

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

BEAVER CREEK PRESERVE HOMEOWNERS ASSOCIATION
(A Non-Profit Corporation)

1. Name.

The name of the Corporation is Beaver Creek Preserve Homeowners Association.

2. Initial Business.

The Corporation is not organized for the purpose of gaining pecuniary profit. No part of the net earnings of the Corporation, if any, shall inure to the benefit of any member, director or officer or to any other person or entity. The Corporation is formed and its initial business will be to serve as the governing body for all of the Owners and the members of the Corporation, for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the Common Areas at Beaver Creek Preserve, a subdivision located in Yavapai County, Arizona, for the assessment of expenses, for the payment of losses, for the disposition of casualty insurance proceeds and for other matters as provided in the Declaration, these Articles of Incorporation, the By-Laws of the Corporation or the Design Guidelines.

3. Known Place of Business.

The street address of the known place of business of the Corporation is:

Beaver Creek Preserve Homeowners Association
c/o Reginald Owens
55 Devils Kitchen Drive
Sedona, AZ 86351

4. Statutory Agent.

The name and address of the statutory agent of the Corporation is:

Dale A. Head
825 East Rowlands Lane
Phoenix, AZ 85022

5. Board of Directors.

The initial board of directors shall consist of 1 director. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualifies is:

Donald R. Head
14648 North Scottsdale Road, #125
Scottsdale, AZ 85254

Articles of Incorporation
Beaver Creek Preserve Homeowners Association

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

6. Incorporators.

The name and address of the incorporator is:

Donald R. Head
14648 North Scottsdale Road, #125
Scottsdale, AZ 85254

7. Members.

The Corporation will have members.

8. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 17 day of January, 2006 by all of the incorporators:

Signed: _____

Donald R. Head

Phone: (480) 624-4200

Fax: (480) 624-4201

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 17 day of January, 2006.

Signed: _____

Dale A. Head