

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

ARTICLES OF INCORPORATION
FOR-PROFIT or PROFESSIONAL CORPORATION

Read the Instructions C010i

1. ENTITY TYPE – check only one to indicate the type of entity being formed:

☒ FOR-PROFIT (BUSINESS) CORPORATION ☐ PROFESSIONAL CORPORATION

2. ENTITY NAME – see Instructions C010i for naming requirements – give the exact name of the corporation:

Torrey Land Company

3. PROFESSIONAL CORPORATION SERVICES – if professional corporation is checked in number 1, briefly describe the professional service or services that the professional corporation will provide (examples: law firm, accounting, medical):

4. CHARACTER OF BUSINESS – briefly describe the character of business the corporation initially intends to conduct in Arizona. **NOTE** that the character of business that the corporation ultimately conducts is not limited by the description provided.

Real Estate Investment

5. SHARES – see Instructions C010i – list the class (common, preferred, etc.) and total number of shares of each class that the corporation is **AUTHORIZED** to issue – the total must be greater than zero. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 100

Class: _____ Series: _____ Total: _____

6. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

6.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent? ☒ Yes – go to number 7 and continue

☐ No – go to number 6.2 and continue

6.2 If you answered "**No**" to number 6.1, 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		

7. DIRECTORS - list the **name and business address** of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the Director Attachment form C082.

James L. Breitenstein							
Name				Name			
1001 Marshall Street				Address 1			
Address 1				Address 1			
#500				Address 2 (optional)			
Address 2 (optional)		CA	94063	Address 2 (optional)			
City	Redwood City	State or Province	Zip	City		State or Province	Zip
Country	UNITED STATES			Country			
Leila S. Yousif							
Name				Name			
1001 Marshall Street				Address 1			
Address 1				Address 1			
#500				Address 2 (optional)			
Address 2 (optional)		CA	94063	Address 2 (optional)			
City	Redwood City	State or Province	Zip	City		State or Province	Zip
Country	UNITED STATES			Country			
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			

8. STATUTORY AGENT – see Instructions C010i:

8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:				8.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box):			
Resirelo, LLC							
Statutory Agent Name (required)							
Agent							
Attention (optional)				Attention (optional)			
7047 E. Greenway Parkway				Address 1			
Address 1				Address 1			
Suite 250				Address 2 (optional)			
Address 2 (optional)		AZ	85254	Address 2 (optional)			
City	Scottsdale	State	Zip	City		State	Zip
8.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.							

9. **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.

10. **INCORPORATORS** - list the **name and address**, and provide 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.

James L. Breitenstein

Name

1001 Marshall Street

Address 1

#500

Address 2 (optional)

Redwood City

CA

94063

City

UNITED STATES

State

Zip

Country

SIGNATURE - *see Instructions C010i:*

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

James L. Breitenstein

09-09-2019

Printed Name

Date

Leila S. Yousif

Name

1001 Marshall Street

Address 1

#500

Address 2 (optional)

Redwood City

CA

94063

City

UNITED STATES

State

Zip

Country

SIGNATURE - *see Instructions C010i:*

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

Leila S. Yousif

09-09-2019

Printed Name

Date

Filing Fee: \$60.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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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CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Torrey Land Company**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 per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	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 seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-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
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST 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 per cent of the issued and outstanding shares or ten per cent 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.

James L. Breitenstein

Name James L. Breitenstein		
Address 1 1001 Marshall Street		
#500		
Address 2		
City Redwood City	State CA	Zip 94063
Country UNITED STATES		

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
James L. Breitenstein
Printed Name

09-09-2019
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.

Leila S. Yousif

Name Leila S. Yousif		
Address 1 1001 Marshall Street		
#500		
Address 2		
City Redwood City	State CA	Zip 94063
Country UNITED STATES		

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
Leila S. Yousif
Printed Name

09-09-2019
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.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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Clear Form

Print Form

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SHAREHOLDER ATTACHMENT**1. ENTITY NAME – give the exact name of the corporation as currently shown in A.C.C. records:**Torrey Land Company**2. SHAREHOLDER CHANGE (CHANGE IN SHAREHOLDERS) – Use one block per person -**

To REMOVE a shareholder - list the name only of the shareholder being removed and check "Remove shareholder."

To ADD a shareholder - list the name and address of the shareholder being added and check "Add shareholder."

To CHANGE NAME of existing shareholder - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Shareholder Attachment form.

Name currently shown in ACC records James L. Breitenstein, Separate Trust	Name currently shown in ACC records
New Name <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder	New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder
Name currently shown in ACC records Leila S. Yousif	Name currently shown in ACC records
New Name <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder	New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder
Name currently shown in ACC records	Name currently shown in ACC records
New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder	New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder
Name currently shown in ACC records	Name currently shown in ACC records
New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder	New Name <input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder <input type="checkbox"/> Remove shareholder

Clear Form

Print Form

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SHARES ISSUED ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation:

Torrey Land Company

2. Additional classes and total number of shares **ISSUED**:

Class: Common	Series:	Total: 10
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

Clear Form

Print Form

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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):

Torrey Land Company

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:

RESIRELO, LLC

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.

Signature

James L. Breitenstein

Printed Name

09-09-2019

Date

REQUIRED – check only one:



Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.



Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
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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