

good and general welfare of the people of the community encompassed within the Association, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the common area, and the lots included within that certain property, all of which are described in Exhibit "A" attached hereto and any additions hereto as may hereafter be brought within the jurisdiction of the Association, hereinafter referred to as the "Property".

ARTICLE VI POWERS

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the corporation's purposes as set forth above, including, but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association, as set forth in the certain Declaration of Covenants, Conditions, and Restrictions (hereinafter referred to as the "Declaration"), applicable to the Property and recorded or to be recorded in the Office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference.

No part of the net earning 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 furtherance of the purposes set forth in Article IV.

No substantial part of the activities of the corporation shall be 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(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or; (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII MEMBERSHIP

Every person or entity who is a record owner in any lot shall be a member of the Association, subject to and in accordance with the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors and such officers as the directors may elect and appoint. Neither the directors nor the officers need be members of the Association. The number of directors shall be not fewer than two (2) nor more than eleven (11). The number of directors may be changed by amendment of the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be two (2). The names, residences, and post office addresses of the first directors of the Association are as follows, the election of directors of the Association are as follows:

Peter Workum
1530 West 10th Place
Tempe, Arizona 85281

Dana Schneider
1530 West 10th Place
Tempe, Arizona 85281

The directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.

Directors shall be elected by the members of the Association at the annual meeting thereof, to be held on the second Saturday in January, beginning in 2001. Directors shall hold office for one (1) year, or until their successors are elected and qualified. Any vacancy occurring on the Board of Directors by reason of death, resignation, or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior directors's term. The Board is expressly authorized to adopt, amend, and rescind Bylaws for the Association, by a majority vote of the members of the Board, at a regular or special meeting called therefor.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members; provided, however, that no dissolution of the association may be made without the prior written approval of The Creative Classics Company, an Arizona corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 510(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.

**ARTICLE XI
AMENDMENTS**

Amendment of these Articles shall require the assent of sixty-six and two-thirds (66-2/3%) per cent of the votes entitled to be cast by the members of the Association.

**ARTICLE XII
ASSESSMENT**

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of this Association, there shall be levied against each lot owner (other than Declarant), an annual assessment and other assessments, in the amounts and by the procedures set forth in the Declaration, which assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

**ARTICLE XIII
INCORPORATORS**

The names and addresses of the incorporators of this Association are:

Peter Workum
1530 West 10th Place
Tempe, Arizona 85281

Dana Schneider
1530 West 10th Place
Tempe, Arizona 85281

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30 day of APRIL, 2001.


PETER WORKUM


DANA SCHNEIDER

EXHIBIT "A"

That portion of the South half of the Southwest quarter of Section 15, Township 1 North, Range 1 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

BEGINNING at the Southwest corner of the Southwest quarter of said Section 15;

thence North 00 degrees 00 minutes 08 seconds East along the West line of the Southwest quarter of said Section 15, a distance of 1322.15 feet to the Northwest corner of the South half of the Southwest quarter of said Section 15;

thence South 88 degrees 16 minutes 24 seconds East along the North line of the South half of the Southwest quarter of said Section 15, a distance of 1158.02 feet;

thence South a distance of 1320.73 feet to the South line of the Southwest quarter of said Section 15;

thence North 88 degrees 20 minutes 37 seconds West along the South line of the Southwest quarter of said Section 15, a distance of 1158.03 feet to the Southwest corner of said Section 15 and the POINT OF BEGINNING.

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**ARTICLES OF AMENDMENT
OF
LITCHFIELD MOUNTAIN VIEW HOMEOWNERS' ASSOCIATION, INC.,
an Arizona corporation**

1. The name of the corporation is Litchfield Mountain View Homeowners' Association, Inc., an Arizona corporation.
2. The Amendment adopted adds the following Article:

**ARTICLE XIV
HUD/VA Prior Approval**

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is Class B membership.

3. The Amendment adopted by unanimous vote of all outstanding Members on November 27, 2001, being all the Members entitled to vote.

IN WITNESS WHEREOF, the undersigned parties have executed these Articles of Amendment on this 27th day of November, 2001.



PETER WORKUM, President

ATTEST:



DANA SCHNEIDER, Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of November, 2001, by **PETER WORKUM**.



Notary Public

Notary Expiration Date

