

# **ARTICLES OF INCORPORATION**

EXPEDITED  
AZ CORP COMMISSION  
FILED

MAR 2 2 04 PM '99

APPR Louis Bree  
DATE APPR 3/2/99  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

0867926-0

The Greater Granville Homeowner's Association, Inc.

**ARTICLES OF INCORPORATION  
OF  
THE GREATER GRANVILLE HOMEOWNER'S ASSOCIATION, INC.**

Pursuant to Title 10, Chapter 22 of the Arizona Revised Statutes, as the same may be amended or revised, the undersigned hereby adopt the following Articles of Incorporation. This also constitutes an election on the part of the Association to subject itself to the provisions of Title 33, Chapter 16, of the Arizona Revised Statutes (hereinafter referred to as the "Planned Communities Act"), as the same may be amended or revised, assuming the Association otherwise qualifies.

**ARTICLE I - NAME**

The name of the Association shall be **THE GREATER GRANVILLE HOMEOWNER'S ASSOCIATION, INC.** (herein referred to as the "Association").

**ARTICLE II - NONPROFIT CORPORATION**

The Association is organized as a nonprofit corporation pursuant to Title 10, Chapter 22, of the Arizona Revised Statutes. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its Members. All income and earnings of the Association shall be used to further the purposes and objectives of the Association as set forth in ARTICLE IV. The corporation shall be tax-exempt as permitted by the Internal Revenue Code. Nothing contained herein, however, shall prohibit payments by the Association to Members, Directors or officers as reasonable compensation or reimbursement for services rendered to the Association.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS**

The Association's principal place of business is located at the offices of AMCOR Property Professionals, 15757 North 78<sup>th</sup> Street, Suite A, Scottsdale, Maricopa County, Arizona, 85260, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE IV - PURPOSE, POWERS AND DUTIES**

The primary business and purpose of the Association is to serve as an "Association" as that term is defined and used in the Planned Communities Act and as the "Association" as that term is defined and used in the Declaration of Covenants, Conditions and Restrictions for Granville recorded at No. 83-479172, Official records of Maricopa County, Arizona, as amended (the "Declaration"). In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the Declaration, the Bylaws and the Planned Communities Act. In addition, subject to the provisions of the Declaration, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapter 22, of the Arizona Revised Statutes, as the same may be amended or revised.

## ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

The corporation/Association shall have members. The membership of the Association shall consist exclusively of all of the Owners of Lots, as those terms are defined in the Declaration, or their heirs, successors or assigns. The property, voting and other rights and privileges of Members, and their liability for assessments and other charges, shall be as set forth in the Declaration, the Bylaws, Title 10, Chapter 22 and the Planned Communities Act.

## ARTICLE VI - BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors of not less than three (3) nor more than nine (9) persons, each of whom shall be a Member or spouse of a Member (or if a Member is a corporation, partnership or trust, a director may be an officer, authorized agent, partner or beneficiary of such Member). If a director shall cease to meet such qualifications during his term he will thereupon cease to be a director, and his place on the Board shall be deemed vacant. The initial Directors shall be the persons duly elected or appointed and serving as the directors of the Granville Townhome Homeowner's Association, Inc. The names and addresses of the initial Directors are follows:

Richard Schmude	3416 W. Julie Dr. #1	Phoenix, AZ 85027
Eric Young	6296 W. Monona Dr.	Glendale, AZ 85308
Neena Bulger	3335 W. Morrow Dr.	Phoenix, AZ 85027
Chris Lee	3416 W. Julie Dr. #5	Phoenix, AZ 85027
Ronald Hedrick	18625 N. 33 <sup>rd</sup> Dr.	Phoenix, AZ 85027

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

## ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by officers elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Association, or at another meeting called for such purpose.

## ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators are:

Richard Schmude	3416 W. Julie Dr. #1	Phoenix, AZ 85027
Eric Young	6296 W. Monona Dr.	Glendale, AZ 85308
Neena Bulger	3335 W. Morrow Dr.	Phoenix, AZ 85027
Chris Lee	3416 W. Julie Dr. #5	Phoenix, AZ 85027
Ronald Hedrick	18625 N. 33 <sup>rd</sup> Dr.	Phoenix, AZ 85027

## ARTICLE IX - NO PERSONAL LIABILITY

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. A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Association or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 10-2531 or Section 10-2532 of the Arizona Revised Statutes, or (iv) for any transaction from which the Director derived any improper personal benefit. 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 X - INDEMNIFICATION

The Association shall indemnify any past or present Director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a Director, officer, committee member, employee or agent of the Association; provided that the Board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.

## ARTICLE XI - DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. Upon termination of the Declaration in accordance with its provisions, the Association may be dissolved as provided in the Bylaws or Arizona law. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided by Arizona law.

## ARTICLE XII - FISCAL YEAR END

The Association shall have its fiscal year end on December 31st.

## ARTICLE XIII - AMENDMENTS

Amendment of these Articles shall require sixty-seven percent (67%) of the votes entitled to be cast at an annual meeting or special meeting called for that purpose.

ARTICLE XIV - BYLAWS

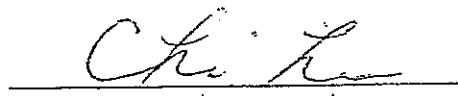
The initial Board of Directors shall adopt the Bylaws of the Association. The Bylaws may thereafter be amended by a majority of the votes entitled to be cast at an annual meeting or a special meeting called for the purpose.

ARTICLE XV - STATUTORY AGENT

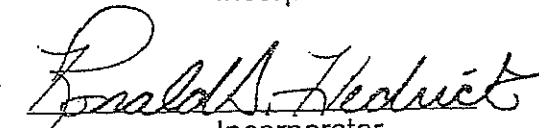
This Association hereby appoints James H. Hazlewood, c/o Zemp, Kapsal, Carpenter & Hazlewood, P.L.L.C. 7500 E. McDonald Drive, Suite 100A, Scottsdale, Arizona 85250, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The 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.

IN WITNESS WHEREOF, we, have executed these Articles of Incorporation this 23 day of NOVEMBER, 1998.

  
Incorporator

  
Incorporator

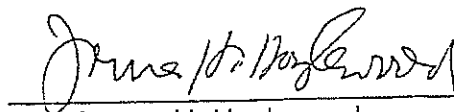
  
Incorporator

  
Incorporator

  
Incorporator

CONSENT OF STATUTORY AGENT

The undersigned hereby certifies that consent is given to act as statutory agent for this Association.

  
James H. Hazlewood