

## ARTICLES OF INCORPORATION

OF

## VILLA OAK HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

In compliance with the requirements of A.R.S. §10-1002, et seq., Arizona Revised Statutes as Amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and do hereby certify:

## I

Name. The name of the corporation is VILLA OAK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "Association".

## II

Principal Office. The principal office of the Association is located at 4410 North Saddlebag Trail, Scottsdale, Arizona 85251, but the corporation may establish other offices in the State of Arizona and hold its meetings at such places as the Bylaws may provide.

## III

Statutory Agent. Sam Nocifera whose address is 4410 North Saddlebag Trail, Scottsdale, Arizona 85251, and who has been a bonafide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated Statutory Agent for the corporation, for the State of Arizona, upon whom service of process may be had. ~~This appointment may be revoked at any time by the filing of the appointment of another agent.~~

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## IV

Purpose of the Association. The object and purpose for which this Association is organized is to act as a tax exempt homeowner's association in accordance with §528 of the Internal Revenue Code of 1954 as the same may be amended from time to time, and as such, it is to be operated to provide for the acquisition, construction, management, maintenance and care of the Association's property. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as the same be amended from time to time.

## V

The Character of the Business. The character of the business which the Association intends to conduct in Arizona is to provide for the acquisition, construction, management, maintenance and care of the Association's property, and to promote and protect the common good and general welfare of the people of the community encompassed within the Association, including the ownership, operation and maintenance of certain property and improvements to be used in common, by and for the benefit of the owners of the condominium units in the horizontal property regime known as VILLA OAK TOWNHOMES, and to accept such property and improvements as may be conveyed to the Association and to maintain and otherwise manage landscaping, guest parking areas, walk areas, common elements, recreational areas and facilities upon such property.

## VI

Powers. The Association shall have all of those powers provided by law, including those set forth in the Arizona Non-profit Corporation Act, A.R.S. §10-1002, et seq., as the same may be amended from time to time, and the Arizona Horizontal Property Regime Act, A.R.S. 33-551, et seq., 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, and including but without limitation, the power to exercise all the rights and privileges and to perform all the duties of the Association, as set forth in that certain Declaration of Restrictions recorded in Docket 15961, Page 626 through 668, records of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration of Restrictions being incorporated herein by this reference.

#### VII

Membership. The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or legal title if equitable title has merged) of condominiums constructed or planned to be constructed on the property described above, and any additions thereto. An owner of the condominium shall automatically, upon becoming the owner of a condominium, be a member of the Association, and shall remain a member of the Association until such time as his ownership ceases

for any reason, at which time his membership in said Association shall automatically cease. Nothing herein is intended to include as members of the Association persons or entities who hold an interest merely as security for the performance of an obligation.

~~No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept by the secretary of the Association.~~ No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any lot.

In the event any such condominium is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each condominium unit shall be joint and a single membership for such condominiums shall be issued in the names of all, and they shall designate to the Association in writing at the time of issuance one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board or Directors of the Association shall make such designation.

#### VIII

Voting Rights. The Association shall have two classes of voting membership.

Class A. Class A members shall be all those owners as defined in Article VII. A Class A member shall be entitled to one

vote for each unit owned by said member, as provided above.

Class B. Class B members shall be the declarant as defined in Article II of the Declaration. The Class B members shall be entitled to 3 votes for each unit in which it holds the interest required for membership by Article VII, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

b. On January 1, 1987.

IX

Term of Association. The time of commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall issue its Certificate of Incorporation, and the corporation shall have perpetual existence.

X

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 not be fewer than three (3) nor more than nine (9). The number of directors may be changed by amendment of the Bylaws of the Association. The number of directors constituting the original Board of Directors shall be three (3), the names, residences and post office addresses of the first directors of the

Association are as follows, the election of directors having been held at the principal office of the Association on the 11th day of May, 1982, at 10:00 a.m.

Sam Nocifera  
4410 North Saddlebag  
Scottsdale, Arizona 85251

~~Shawn Ostland~~ Steven Reed  
4410 North Saddlebag  
Scottsdale, Arizona 85251

Joyce Pullen  
4410 North Saddlebag  
Scottsdale, Arizona 85251

The election of the members of the Board of Directors is hereby ratified and 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 first Monday in February of each year, beginning in 1983. A director shall hold office for one (1) year, or until his successor is 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 director'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.

#### XI

Dissolution. The Association may be dissolved with the

assent given in writing and signed by not less than three-fourths (3/4) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar use.

## XII

Amendments. Amendment ~~to 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, ~~at a~~ meeting duly called for that purpose.

## XIII

Assessment. For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid there shall be levied against each unit, and each unit owner, certain assessments, which shall be determined in accordance with, and shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

## XIV

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

Sam Nocifera  
4410 North Saddlebag  
Scottsdale, Arizona 85251

~~Shawn Ostland~~ *Steve Reid*  
4410 North Saddlebag

Scottsdale, Arizona 85251

Joyce Pullen  
4410 North Saddlebag  
Scottsdale, Arizona 85251

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 on the 11th day of May, 1982.

/s/ Sam Nocifera  
SAM NOCIFERA

/s/ Shawn A. Ostland S.R.  
SHAWN OSTLAND

/s/ Joyce Pullen  
JOYCE PULLEN

STATE OF ARIZONA            )  
                                  ) ss.  
County of Maricopa         )

This instrument was acknowledged before me this 11th day of May, 1982, by SAM NOCIFERA, ~~SHAWN OSTLAND~~ and JOYCE PULLEN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



/s/ Margaret A. Hamburger  
Notary Public

My Commission Expires:

12/17/84

## CONSENT TO ACT OF STATUTORY AGENT

I, SAM NOCIFERA, having been designated to act as Statutory Agent for VILLA OAK HOMEOWNERS ASSOCIATION, INC., do hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

/s/ Sam Nocifera  
SAM NOCIFERA  
4410 North Saddlebag  
Scottsdale, Arizona 85251