

APPROVED FOR THE STATE OF ARIZONA
AUG 28 4 34 PM '91
APPR Katherine Butler
DATE APPROVED FILE # _____
DATE _____ TIME _____

ARTICLES OF INCORPORATION
OF
MOUNTAIN VIEW ESTATES HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

In compliance with the requirements of Article XVI, Title 10, Arizona Revised Statutes, the undersigned, all of whom are residents of the State of Arizona and all of whom are of full age, have this date voluntarily associated themselves together for the purposes of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is MOUNTAIN VIEW ESTATES HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located in the County of Maricopa, State of Arizona, and more specifically, 4828 East Cheryl Drive, Paradise Valley, Arizona 85253, and such other places as the Association may, from time to time, elect.

ARTICLE III

The names and addresses of the incorporators are as follows:

John G. Beinert
4835 East Onyx Avenue
Paradise Valley, Arizona 85253

Roger I. Lindus
4842 East Cheryl Drive
Paradise Valley, Arizona 85253

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purpose for which it is formed is to provide for maintenance, preservation, and architectural control of the residences, lots, and common area on the following real property located in the County of Maricopa, State of Arizona, and all structures and improvements thereon, more particularly described as:

Lots one (1) through fifty-six (56) inclusive and tract A, Mountain View Estates replat according to Book 164 of Maps, page 41, records of Maricopa County, Arizona.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and for this purpose to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded, in the office of the County Recorder of Maricopa County, State of Arizona, as the same may be amended from time to time as therein provided, said Declaration being

incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money and with the assent of two-thirds (2/3) of each class of members pledge, deed and trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Have and to exercise any and all powers, rights and privileges which corporations organized as a non-profit corporation of the State of Arizona, by law, may now or hereafter have or exercise, and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out of the business purposes of the corporation;

F. Act in the capacity of principal agent, a joint venture or partner or otherwise;

G. Make contracts of all kinds and descriptions

with third parties, firms and corporation;

H. Enter into, perform and carry out contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the purposes of the corporation;

I. Dedicate, sell, or transfer all or any part of the common area to any public agency, authority, or utility, for such purposes and subject to such conditions which may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to said dedications, sale or transfer;

J. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area provided that any such merger, consolidation or annexation, except such annexation as provided for in Article XV of the Declaration of Covenants, Conditions and Restrictions shall have the assent of two-thirds (2/3) of each class of members.

The foregoing statement of purchases shall be construed as a statement both of purposes and of power in each clause and shall be in no ways limited or restricted by reference to or inference from the terms and provisions of any other clauses, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements or powers and purposes, the Association shall not except to an insubstantial degree, engage in any activity or

exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

This Association is organized pursuant to the laws of the State of Arizona governing non-profit corporations.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who merely hold an interest as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

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 the equitable title has merged) of the dwellings constructed or planned to be constructed and fee title on the properties described above, and any addition thereto, as may hereafter be brought within the jurisdiction of this Association by

annexation. An owner of a dwelling shall automatically, upon becoming an owner of the dwelling, 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. 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 abstaining memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged).

In the event said dwelling is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each dwelling unit shall be joint and a single membership for said dwelling 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 of Directors of the Association shall make such designation.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A: The Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each lot owned. When more than one person owns an interest in any lot, all such persons shall be members. The votes for such lots shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: The Class B membership shall be the Declarant as defined in the Declaration or its successors in interest, and it shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

A. When the total vote outstanding in the Class A membership equals the total vote outstanding in the Class B membership, or

B. Three years from the date of the Declaration of Covenants, Conditions and Restrictions.

ARTICLE VIII

Amendment of these Articles shall require the assent of the members representing at least seventy-five percent (75%) of the voting interest then entitled to vote as provided in the Bylaws. The Board of Directors, by majority vote, shall adopt, amend or repeal Bylaws of the corporation.

ARTICLE IX

The affairs of the corporation shall be conducted

by the Board of Directors consisting of an odd number of not less than five (5) nor more than nine (9) members, except for the initial Directors, as provided above, and such other Officers as the Board of Directors may select from time to time, including a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to the Bylaws of the organization.

A meeting was held at 7:30 P.M. on August 25, 1981, at 4835 East Onyx Avenue, Paradise Valley, Arizona, by the incorporators and an election of Officers was held; said Officers to serve until such time as there is an election by the members of the Association at the first annual meeting of the corporation as provided for in the Bylaws. The following persons were elected and shall serve as Directors of the corporation:

MOVED
Roger I. Lindus
4842 East Cheryl Drive
Paradise Valley, Arizona 85253

MOVED
Richard Willden
4828 East Cheryl Drive
Paradise Valley, Arizona 85253

MOVED
Charles Baldner
9853 North 48th Place
Paradise Valley, Arizona 85253

MOVED
John G. Beinert
4835 East Onyx
Paradise Valley, Arizona 85253

MOVED
Shirley Brysacz
9829 North 49th Place
Paradise Valley, Arizona 85253

Howard Lastar
4825 East Onyx
Paradise Valley, Arizona 85253

MOVED
John M. Randolph
4824 East Onyx
Paradise Valley, Arizona 85253

MOVED
Jerrold Hansbro
9833 North 48th Place
Paradise Valley, Arizona 85253

MOVED
Carol Davis
4856 East Mountain View
Paradise Valley, Arizona 85253

The Directors, other than those named above, must be members of the Association. In addition to those eligible to be a Director as indicated above, any Director, Officer or employee of the corporation which is a member of the Association shall be eligible to be a Director of the corporation upon being so authorized as said member of the corporation.

ARTICLE X

The private property of each and every Officer, Director and member of the Association of this corporation shall, at all times, be exempt from all debts and liabilities of the corporation.

ARTICLE XI

The corporation hereby appoints Mohr, Hackett, Pederson & Blakley, P.C., 3443 North Central Avenue, Suite 1010, Phoenix, Arizona 85012, as its lawful Statutory

Agent upon whom all notices and processes, including service of summons may be served, in which, when served, shall be lawful personal service upon this corporation. The Directors may, at any time, appoint another Agent for such purpose after filing of such other appointments shall revoke this or any other previous appointment of such Agent.

ARTICLE XII

The corporation shall not execute, file or record any documents which may impose a restriction upon the sale, lease or occupancy of the property solely on the basis of race, color or creed.

ARTICLE XIII

The Association may be dissolved with the assent, given in writing, and signed by not less than seventy-five percent (75%) of the membership of the Association. Upon dissolution of the Association, assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly practicable to which they were required to be devoted by the Association. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, Association or trust or other organization devoted to the purposes and uses which would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. Should the Assoc-

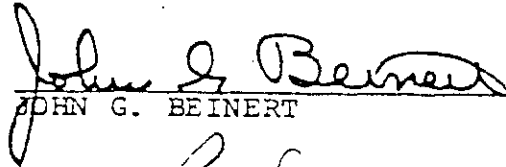
iation be dissolved, any easements held by the Association will be granted to the lot owner upon which easement rests.

ARTICLE XIV


Should the Association wish to annex additional properties, merge or consolidate with other associations or corporations, mortgage any of the common area, dedicate any of the common area, dissolve or amend these Articles, there shall be a vote of the members of the Association upon a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all members not less than thirty (30) nor more than sixty (60) days in advance of the meeting. The presence of the members or of proxies entitled to cast sixty percent (60%) of the votes of each class of members shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present, in person or by proxy, members not present may give their written assent to the action taken thereat.

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 26th day of August, 1981.



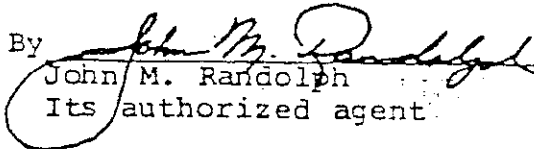
JOHN G. BEINERT



ROGER V. LINDUS

We, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

MOHR, HACKETT, PEDERSON & BLAKLEY, P.C.

By 

John M. Randolph
Its authorized agent

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 2222 West Encanto Blvd.
Phoenix, Arizona 85009

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-128.01

Tucson Address: 403 West Congress Street
Tucson, Arizona 85701

MOUNTAIN VIEW ESTATES HOMEOWNERS ASSOCIATION
EXACT CORPORATE NAME

Check Appropriate Boxes "A" or "B"
THE UNDERSIGNED CERTIFY THAT:

- A. No person serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have been 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 execution of this certificate.
 - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or Federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
 - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or Federal court entered within the seven year period immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information "MUST" be attached.
- 1. Full name and prior names used.
 - 2. Full birth name.
 - 3. Present home address.
 - 4. Prior addresses (for immediate preceding 7 year period).
 - 5. Date and location of birth.
 - 6. Social Security number.
 - 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved and the file or cause number of the case.

- C. Has any person (a) serving either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, has served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES NO X
- If your answer to the above question is "Yes", you "MUST" attach the following information, for each corporation:
- 1. Name and address of the corporation.
 - 2. Full name, including alias and address of each person involved.
 - 3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
 - 4. Dates of corporate operation.
 - 5. A description of the bankruptcy, receivership or charter revocation, including the date, the court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned officers declare that we have examined this certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY John G. Beinert DATE: 8/26/81 BY Roger I. Lindus DATE: 8-26-81

TITLE: Incorporator TITLE: Incorporator

John G. Beinert Roger I. Lindus
THE LAST DAY OF THE FISCAL YEAR OF THE

Revised 2/79)