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Scottsdale, AZ 85258

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Scottsdale, AZ 85258

Eldon J. Hoppeaworth 7975 N. Hayden Rd., Suite D-350  
Scottsdale, AZ 85258

The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors consisting of four members. The number of directors may be changed from time to time by the members of the Association, but shall always consist of not less than three (3) nor more than nine (9) persons, as established in the Association's Bylaws from time to time.

#### ARTICLE V

The principal place of business of the corporation shall be in the City of Scottsdale, County of Maricopa, State of Arizona, but the corporation may establish other offices and engage in business elsewhere within and without the State of Arizona and hold its meetings at such places as the Bylaws may provide.

#### ARTICLE VI

A. This corporation is organized for any and all lawful purposes not specifically prohibited to nonprofit corporations under the laws of the State of Arizona and to conduct any and all lawful business. It shall have and exercise all powers necessary or convenient to effects its purposes, including those set forth in A.R.S. Section 10-1001 et seq. and the corporation's Bylaws.

B. The corporation shall initially engage in the business of a homeowner's association, including but not limited to managing the common areas and the restricted common areas and carrying out its duties and powers pursuant to the recorded Declaration of Restrictive Covenants, these Articles and its Bylaws.

#### ARTICLE VII

The corporation shall be a non-stock corporation and shall be owned equally by its members, and no dividends or pecuniary profits shall be paid to its members. Membership in this corporation shall be regulated by the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of any lot within the Rancho Mirada subdivision, which is subject to assessment by the corporation.

The Association shall have three classes of voting membership as follows:

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

Class B. The Class B member(s) shall be the Declarant and it shall be entitled to thirty-three (33) votes. The Class B membership shall cease on the happening of either of the following events, whichever occurs earlier:

(a) When the Declarant has sold the last of the thirty-three (33) available lots; or

(b) January 1, 1990.

Class C. The Class C member(s) shall be those Class A members who pursuant to Article XI hereof has elected to obtain rights to use the Restricted Common Areas. Class C membership shall be separate from and in addition to the Class A membership. Class C is and shall remain a non-voting membership, except on such matters as uniquely affect only Class C members.

#### ARTICLE VIII

The time of commencement of this corporation shall be the date upon which the Articles of Incorporation are filed with the Arizona Corporation Commission and the life of the corporation shall be perpetual to the extent permitted by the laws of the State of Arizona.

#### ARTICLE IX

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and to the extent required by the laws of the State of Arizona, be approved by the Arizona Corporation Commission.

#### ARTICLE X

The private property of each and every officer, director and member of the corporation shall at all times be exempt from all debts and liabilities of the corporation.

## ARTICLE XI

This corporation hereby appoints LARS O. LAGERMAN, 6900 East Camelback Road, Suite 800 Scottsdale, Arizona, 85251, who is now and has been for more than three years last part, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notice and processes, including service of summons, may be served, and which, when so served, shall be Lawful, personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filing of such other appointment shall revoke this or any other previous appointment of such agent.

## ARTICLE XII

The first annual meeting of the members of the corporation shall be held within one (1) year from the sale of the last of the original thirty-three (33) lots by the Declarant. The exact date, time and place of the first annual meeting shall be as established by the Board of Directors. Thereafter, the annual meetings of the members of the corporation shall be held each year on the anniversary date of the first annual meeting, or as specified by the Bylaws of this corporation, duly adopted or amended which date shall take precedence over the date mentioned herein without: the necessity of the amendment of the Articles. The annual meetings of the Board of Directors and the members of the corporation shall be held at the office of the corporation or such other office or offices at such other places as may be designated by the Board of Directors.

## ARTICLE XIII

These Articles of Incorporation may be amended by the affirmative vote of three-fourths ( $3/4$ ) of the votes of the entire membership of the corporation. However, no amendment shall be made which would in any manner be deemed to be in conflict with or contrary to the terms of any promissory note, mortgage, regulatory agreement, document and/or instrument executed by the corporation in obtaining insurance under the National Housing Act, or contrary to any terms or provisions of any recorded covenants, conditions and restrictions applicable to the premises described in Article VI hereof.

## ARTICLE XIV

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. 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 and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

195002 0021

IN WITNESS  
hereunto set their hands this 2<sup>nd</sup> day of Nov., 1986. the undersigned incorporators have

Richard D. Curtis  
Richard D. Curtis, Director

Mark Curtis  
Mark Curtis, Director

Todd Curtis  
Todd Curtis, Director


Eldon J. Hoppenworth  
Eldon J. Hoppenworth, Director

1 9 5 0 0 2 0 0 2 1

November 8, 1985

Arizona Corporation Commission  
Incorporating Division  
P. O. Box 6019  
Phoenix, Arizona 85005

I, LARS O. LAGERMAN, having been designated to act  
as Statutory Agent of RANCHO MIRADA HOMEOWNERS ASSOCIATION,  
hereby consent to act *in* that capacity until renewal or  
resignation is submitted in accordance with the Arizona  
Revised Statutes.

  
\_\_\_\_\_  
Lars O. Lagerman

195002 0021

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-125 & 10-1064

RANCHO MIRADA HOMEOWNERS  
ASSOCIATION

EXACT CORPORATE NAME

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A No persons serving either by elections 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 the 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 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 name(s) 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, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1063

- C Has any person serving (a) 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, 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 \_\_\_

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, titles and address of each person involved
- 3 State(s) in which the corporation
  - (a) Has transacted business
- 4 Dates of corporate operation
- 5 A description of the bankruptcy, receivership, or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/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:

State of Arizona  
County of Maricopa

Subscribed, sworn to and acknowledged before me this  
15 DAY of November, 1985,  
by RICHARD D. CURTIS.

*[Signature]*  
NOTARY PUBLIC

My Commission expires My Commission Expires Mar 6, 1987

BY Richard D Curtis DATE 11-15-85  
TITLE Incorporator/Director

BY Mark Curtis DATE 11-15-85  
TITLE Incorporator/Director  
FISCAL DATE: 12-31

DEC 05 1985

11/15

By Todd A. Curtis Date 11-15-85  
Title Incorporator/Director

By Eldon J. Hoppenworth Date \_\_\_\_\_  
Title Incorporator/Director

STATE OF ARIZONA )  
                                  ) ss  
County of Maricopa )

Subscribed, sworn to and acknowledged before me this 15th day of November, 1985, by MARK CURTIS.

My Commission Expires:  
My Commission Expires Mar. 6, 1988

[Signature]  
Notary Public

STATE OF ARIZONA )  
                                  ) ss  
county of Maricopa )

Subscribed, sworn to and acknowledged before me this 15th day of \_\_\_\_\_, 1985, by TODD CURTIS.

My Commission Expires:  
My Commission Expires Mar. 6, 1988

[Signature]  
Notary Public

STATE OF ARIZONA )  
                                  ) ss  
County of Maricopa )

Subscribed, sworn to and acknowledged before me this 15th day of November, 1985, by ELDON J. HOPPENWORTH.

My Commission Expires:  
My Commission Expires Mar. 6, 1988

[Signature]  
Notary Public



**CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION OF  
RANCHO MIRADA HOMEOWNERS ASSOCIATION**

The undersigned, being the President and Secretary of Rancho Mirada Homeowners Association, an Arizona nonprofit corporation (the "Association") do hereby certify:

1. The name of the Association is Rancho Mirada Homeowners Association.

2. The Following amendments **shall** be made to **the** Association's Certificate of Incorporation:

(i) Article IV shall be amended by deleting the first sentence of Article IV in its entirety and by replacing it with the following:

The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors consisting of three members.

The remainder **of** Article IV shall not be amended and shall remain in full force and effect.

(ii) Article VII shall be amended by deleting the reference to January 1, 1990 under the discussion of Class B membership and by replacing it with January 1, 1995, and by deleting the paragraph discussion, Class C membership in its entirety. The remainder of Article VII shall not be amended and shall remain in full force and effect.

3, The foregoing amendments to the Certificate of Incorporation were adopted by the affirmative vote of more than two-thirds of the members at a Special Meeting of Members held April 25, 1909, at 11:00 A.M., for the purpose of considering and passing such amendments.

Dated: 4-26-89

RANCHO MIRADA HOMEOWNERS ASSOCIATION

By: Judy Joker  
Judy Joker  
President

By: John W. Rosso  
John W. Rosso  
Vice President/Secretary