

RECORDED
AT COUNTY COMMISSION
FILE

ARTICLES OF INCORPORATION

OF

SKYLINE VISTA RANCH

PROPERTY OWNERS ASSOCIATION, INC.

JUN 28 12 50 PM '99

APPROVED
DATE 6/28/99
TERM
BY

0880006-6

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons whose residences are set forth hereinbelow, do hereby adopt these Articles of Incorporation of and for SKYLINE VISTA RANCH PROPERTY OWNERS ASSOCIATION, INC., a non-profit corporation.

ARTICLE I

The name of this corporation is Skyline Vista Ranch Property Owners Association, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and specifically, but not in limitation thereof, for those purposes as set forth in the Declaration of Covenants, Conditions and Restrictions for Skyline Vista Ranch ("Declaration"), as recorded in the Pinal County, Arizona Recorder's office, together with any amendments thereto, and do all other things necessary, appropriate, or convenient in furtherance of its operation as an owners

association, and in accordance with these Articles, the Bylaws, and any adopted rules and regulations.

ARTICLE IV

The corporation initially intends to conduct the business of an owners association.

ARTICLE V

The name and address of the initial statutory agent of the corporation shall be Augusto Meoli, 3901 East San Miguel, Paradise Valley, Arizona 85253.

ARTICLE VI

The number of Directors constituting the initial Board of Directors is 3 and their names and addresses are set forth below; said initial Directors shall serve as Directors until the first annual election of Directors or until their successors are elected and qualified. Excepting for the initial Board of Directors, the affairs of the corporation shall be managed by a Board of not less than 1 or more than 7 Directors as set by the Bylaws.

Augusto Meoli 3901 East San Miguel Paradise Valley, AZ 85253	Brett Marchant 525 N. Val Vista Drive Mesa, AZ 85213
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Russell E. Brandt
625 N. Gilbert Road, #103
Gilbert, AZ 85234

ARTICLE VII

The names and addresses of the initial incorporator is as set forth below.

Augusto Meoli
3901 East San Miguel
Paradise Valley, AZ 85253

ARTICLE VIII

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more parcels within Skyline Vista Ranch. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each parcel within the above-described property. In the event any parcel within the above-described property is owned or is being purchased by two or more persons, a single certificate shall be issued in the names of the multiple owners, who shall all be members. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as provided by the Declaration, Bylaws and Rules as may be amended from time to time. Failure to issue the certificate shall not abridge the provisions of this Article.

The corporation shall have two classes of voting, with each lot owner, other than Skyline Vista Ranch, L.L.C., entitled to one vote for each lot owned. Skyline Vista Ranch shall have three (3) votes for each lot which it owns. When there is more than one owner of a lot, all such persons shall be members, but the vote for such lot shall be exercised as they among themselves unanimously determine. In the event of non-agreement among the owners, the vote for the lot shall not be accepted. Unless otherwise provided for herein, all action shall be by a majority vote. Membership voting shall be on a cumulative vote basis.

ARTICLE IX

These Articles of Incorporation may be amended by the vote or written assent of members representing sixty-six and 2/3rds percent (66 2.3%) of the total voting power of the Association, provided, however, that as to particular matters as set forth in the Declaration, the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

ARTICLE X

Except for those matters which cannot be eliminated or limited pursuant to the Arizona Statutes, a Director shall not be liability to the corporation or its members for monetary damages for breach of fiduciary duty as a Director. The corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director employee, or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law and shall be effective whether a legal action is brought or threatened by or against the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on the 22nd day of June, 1999.



Incorporator