

Unofficial Document

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STATE OF AR

Corporation Commission



Full to whom these presents shall Com. Goetting

I, DONALD E. VANCE, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION OF EIGHTH STREET SQUARE TOWNHOUSE ASSOCIATION

which were filed in the office of the Arizona Corporation Commission on the 30th day of April, 1976 as provided by law.

IN WITNESS WHEREOF, I HAVE HERETO

SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITAL, IN THE CITY OF PHOENIX, THIS 30th DAY OF April, 1976

Signature of Donald E. Vance, SECRETARY, ASSISTANT SECRETARY

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ARTICLES OF INCORPORATION  
OF  
EIGHTH STREET SQUARE TOWNHOUSE ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all residents of the State of Arizona, and citizens of the United States, having voluntarily associated ourselves together for the purpose of forming a corporation not for profit under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

The names and addresses of all the incorporators are:

Richard C. Thomas  
1130 East Missouri Avenue  
Phoenix, Arizona 85014

Robert S. Child  
1130 East Missouri Avenue  
Phoenix, Arizona 85014

ARTICLE II  
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The name of the corporation shall be EIGHTH STREET SQUARE TOWNHOUSE ASSOCIATION hereafter referred to as the "Association."

ARTICLE III

The principal place of business of the Association shall be Phoenix, Maricopa County, Arizona, but other offices may be maintained in the State of Arizona, or at such other place or places within or without the State of Arizona as may be established from time to time by the Board of Directors.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and common areas within that certain tract of property described as:

Lots 1 through 12, inclusive; lots 14 through 49, inclusive, and Tracts A, B, C, D, E, F, G, H and J, EIGHTH STREET

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SQUARE, according to the plat thereof recorded in the office of the County Recorder of Maricopa County, Arizona in Book 168 of Maps, page 48 thereof.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter 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, recorded in the office of the County Recorder of Maricopa County, Arizona, in Docket 10447 commencing at page 59, and that certain Amended Declaration of Covenants, Conditions and Restrictions recorded in the office of the County Recorder of Maricopa County, Arizona in Docket 10568 commencing at page 34, records of Maricopa County, Arizona (which Declarations may herein be referred to collectively as "Declaration") as the same may be amended from time to time as therein provided, and the Declaration, as amended, being incorporated herein as if set forth at length;

(b) Enforce all covenants, conditions, restrictions, liens, assessments, easements and other rights provided or established in the Declaration; to fix, assess, levy, collect and enforce by all lawful means, all assessments, charges and funds provided for under the Declaration, these Articles of Incorporation, and the By-Laws; and to disburse and use the proceeds of any and all such charges and any other funds <sup>financial documents</sup> payment of taxes, assessments, insurance, and for the maintenance of the commonly owned areas, and to improve, repair, replace, maintain, rehabilitate and restore any real and personal property, and for the promotion of any and all purposes herein mentioned in any lawful manner deemed desirable by the Board of Directors pursuant to the provisions hereof and of the Declaration and the By-Laws, with the expenses and costs of all of the foregoing to be paid out of the general funds of this Association;

(c) Act as an architectural committee and exercise such powers in furtherance thereof as set forth in the Declaration;

(d) To promulgate and enforce rules and regulations; to implement and enforce any matters set forth in the Declaration or affecting the development as a whole.

(e) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise

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dispose of real or personal property in connection with the affairs of the Association;

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

(g) 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, and further subject to the limitations contained in the Declaration, as may be agreed to by the members, and 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 such dedication, sale or transfer; and further, no such dedication, sale or transfer shall be effective unless adequate provision has been made for the maintenance, repair and replacement of the common areas, which areas are described in the Declaration.

(h) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(i) Make contracts with third parties, firms and corporations and to perform work thereunder, and to make contracts with any of the officers, directors, stockholders or employees of these corporations, individually and without limitations, restrictions or prejudice, which contracts, when and if made, shall be considered and construed on the same basis as contracts with third parties, all in furtherance of the management, operation, objects and purposes of this corporation;

(j) Operate without profit so that no part of its net earnings or assets shall ever be distributed as a dividend or insure to the benefit of any member, director or individual;

(k) Establish terms and conditions applicable to membership in the Association which are not inconsistent with the provisions of the Declaration;

(l) Create any boards, committees or councils deemed to be convenient by the Board of Directors for supervising, implementing, enforcing and/or carrying out its powers, privileges, duties and obligations herein set forth; including but not limited to an architectural committee.

(m) Do all other things necessary and appropriate in furtherance of any of the foregoing.

## ARTICLE V

Every owner of a lot within the properties (as those terms are defined in the Declaration), which lot is subject by the Declaration to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely 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.

## ARTICLE VI

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners with the exception of declarant (as defined in the Declaration) and such owners 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, and pursuant to the By-Laws, but in no event shall more than one vote be cast with respect to any lot.

Class B. Class B member shall be declarant (as defined in the Declaration), and shall be entitled to three (3) 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 votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Within two (2) years from the date of the Declaration.

## ARTICLE VII

The control and management of this Association shall be vested in a board of directors. The board of directors shall be composed of not less than three (3) nor more than seven (7) persons, as provided in the By-Laws, but the number of directors may be changed by amendment of the By-Laws of the Association. During the period between the date of incorporating this corporation and the first meeting of the members of the corporation, or until their successors are elected, the following individuals, who were elected at a meeting held in Phoenix, Arizona, on the first day of April, 1976, shall serve as directors of the corporation:

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Richard C. Thomas  
Robert S. Child  
Marjorie Edlis

After the first meeting of the members, all directors shall be elected at the annual meeting of the members of the Association for a term of one year, or until their successors shall have been elected and qualified; and in accordance with Section 10 of Article XIV of the Constitution of the State of Arizona cumulative voting shall be allowed. The annual meeting of the members of the Association shall be as provided in the By-laws, on the second Tuesday in June.

#### ARTICLE VIII

The Association may be dissolved at a special meeting called for that purpose and only with the vote of not less than two-thirds (2/3) of the vote of each class of members and only after adequate provision has been made for the maintenance, repair and replacement of the common areas which areas are described in the Declaration. 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.

#### ARTICLE IX

The board of directors <sup>(Official Document)</sup> elect a President, one or more Vice President, Secretary and Treasurer and assistants thereto. The offices to be created, the time and method of electing the officers filling such offices, and the length of their term shall be fixed in the By-Laws. Any vacancies in the board of directors or in any office may be filled by the remaining directors and the person so chosen to fill a vacancy shall serve during the unexpired term of his predecessor and until his successor is duly elected and qualified.

#### ARTICLE X

The board of directors shall have the power to adopt the original By-Laws of the Association, which By-Laws may be changed or amended by the directors, together with the concurrence of a majority of a quorum of the members present at any meeting called for that purpose. The By-Laws may prescribe, among other things, the date of the annual meeting, the method of electing officers, the liability of the members for dues or assessments, the terms and conditions upon which a membership may be transferred, and such other regulations and rules as may be required, provided the same are not contrary to law or inconsistent with the objectives or purposes of the corporation.

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## ARTICLE XI

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

## ARTICLE XII

The time of the commencement of this corporation shall be the date of issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, unless renewed in the manner provided by law.

## ARTICLE XIII

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of the majority of the votes cast by the members of the board of directors at a lawfully held meeting, and approved by the Arizona Corporation Commission, to the extent required by the laws of the State of Arizona. The maximum amount of indebtedness or liability, direct or contingent, to which this Association may be subjected at any one time shall not exceed the amount of \$50,000.00, or an amount represented by two hundred percent (200%) of its income for the previous fiscal year (whichever amount is greater), except that additional amounts may be authorized by an affirmative vote of three-fourths (3/4) of the members of the Association at a lawfully held meeting.

## ARTICLE XIV

The members, officers and directors, and members of the executive committee, shall not <sup>be</sup> individually or personally liable for the Association's debts or other liabilities, and the private property of such individuals shall be exempt from any Association debts or liabilities.

## ARTICLE XV

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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## ARTICLE XVI

This corporation does hereby appoint RICHARD C. THOMAS, 1130 East Missouri Avenue, Phoenix, Arizona 85014, who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of whom may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation, in any of the courts in said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation. The foregoing appointment or any successor appointment may be revoked at any time by filing an appointment of a successor agent.

## ARTICLE XVII

Upon the dissolution of this corporation, whether resulting from voluntary action on the part of the Board of Directors, court orders, lapse of time, or otherwise, no part of the remaining assets of the corporation, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past member, director or officer, but the whole of such remaining assets shall be distributed by the directors in cash or in kind absolutely and without possibility of reversion, as absolute gifts without return consideration, direct or indirect, in such amounts and proportions as the directors shall determine, to such corporations, clubs or associations which by reason of their recreational or social purposes are exempt from taxation under the provisions of Section 501(c)(7) of the Internal Revenue Code of 1954 as now or hereafter amended. The determination of the directors with respect to all such distributions shall be final.

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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 28<sup>th</sup> day of April, 1976.

  
RICHARD C. THOMAS

  
ROBERT S. CHILD



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STATE OF ARIZONA )  
County of Maricopa ) ss.

On this the 28<sup>th</sup> day of April, 1976, before me, the undersigned Notary Public, personally appeared RICHARD C. THOMAS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

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

*Richard C. Thomas*  
Notary Public  
*Richard C. Thomas*

My commission expires:

My Commission Expires April 8, 1979

STATE OF ARIZONA )  
County of Maricopa ) ss.

On this the 27<sup>th</sup> day <sup>Official Document</sup> of April, 1976, before me, the undersigned Notary Public, personally appeared ROBERT S. CHILD, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

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

*Richard C. Thomas*  
Notary Public  
*Richard C. Thomas*

My commission expires:

My Commission Expires April 8, 1979

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ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

APR 30 1976

8:47 a.m.

At \_\_\_\_\_ of request of  
Leibsohn, Eaton, <sup>Official Document</sup> Quiring et al  
Address: 3443 N. Central Ave., Ste 1111  
Phoenix, AZ. 85012  
By P. Quiring  
Donald E. Vance SECRETARY

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STATE OF ARIZONA }  
County of Maricopa } ss

I hereby certify that the within instrument was filed and recorded at request of

*Leibsohn Eaton et al*

in Docket 11655  
on page 157-166

Witness my hand and official seal the day and year aforesaid.

*Tara Flestone*  
County Recorder  
By *Jessie King*  
Deputy Recorder

4.50