



To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT **STRAWBERRY HILL VILLAGE AND RACQUET CLUB IMPROVEMENT ASSOCIATION** HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES AS BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

In Witness Whereof,

ERNEST GARFIELD,
THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS
DAY OF **April,** **15th** A.D. **1976.**

CHAIRMAN

ATTEST

BY

SECRETARY

NO

104485

ASSISTANT SECRETARY

Strawberry Hill Village and Racquet
Club Improvement Association

104485

APR 2 1976

4:05 P.M.

James McNahon

Suite 405--1st Federal Savings
P. O. Box 2265--Phoenix, Ar. 85002

Daphene Long

Donald T. Vance,

SECRETARY

STATE OF ARIZONA }
County of Maricopa } 38

I hereby certify that the with-
in instrument was filed and re-
corded at request of

First Service Corp

APR 2 1976 - 2 15

in Docket 11619

on page 347 - 355

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

Tom Ivestone

County Recorder

By [Signature]
Deputy Recorder

300

A.R.S. 10-100
General Order 13

For knowledge of incorporators
upon with approval report

If officers not filed at time
of incorporation, file one
for them twenty days after
organizational meeting

MAR 26 1978

17/31

Check A or B, whichever is appropriate:

A. There are no persons serving either by election or appointment as an officer, director or incorporator of the above named corporation who have:

1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within the ten year period immediately preceding his election or appointment, or
3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.

B. The following persons serving either by election or appointment as an officer, director or incorporator of the above named corporation are the only such officers, directors or incorporators who have:

1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within the ten year period immediately preceding his election or appointment, or
3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.

If "B" is checked, insert a list of the names and corporate position of such persons together with concise statement of the nature of the offense or transaction, the caption of the proceeding, the cause number, the name of the tribunal, the judgment or sentence imposed, whether the judgment or sentence has been satisfied or carried out, and the nature of any injunctions, orders, judgments or decrees in effect at the time of the making of the certification:

and

do solemnly swear that to the best of our knowledge and belief, the foregoing is a true, complete and correct statement, and have therefore caused same to be prepared and delivered to the Arizona Corporation Commission

(NOTE: THIS CERTIFICATE SHALL BE EXECUTED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION OR COMBINATION THEREOF.)

(Signature) (Title)

(Signature) (Title)

Subscribed and sworn to before me this _____ day of _____, 19____.

My Commission Expires: _____
(Signature)

(NOTARY SEAL)

(CORPORATE SEAL)

(ALTERNATE FORM OF OATH TO BE USED BY INCORPORATORS FILING A CERTIFICATE OF PERFORMANCE PURSUANT TO A.R.S. 10-199.)

State Of ARIZONA }
County Of MARICOPA } ss.

We, Dr. Ronald A. Frost, Stanton V. Weckerly, and George A. Wheat, Esq., the incorporators of STRAWBERRY HILL VILLAGE & RACQUET CLUB IMPROVMENT ASSOC do solemnly swear that to the best of our knowledge and belief, the foregoing is a true, complete and correct statement, and have therefore caused same to be prepared and delivered to the ARIZONA CORPORATION COMMISSION.

Dr. Ronald A. Frost
Incorporator
Stanton V. Weckerly
Incorporator
George A. Wheat
Incorporator

Subscribed and sworn to before me this _____ day of _____, 19____.

My Commission Expires: _____
Signature Ray D. [unclear]

(NOTARY SEAL)

(CORPORATE SEAL)

1 KNOW ALL MEN BY THESE PRESENTS

MAR 26 1978

2 That in compliance with the requirements of the Arizona General Corporation
3 Law, Article 16, 3 Arizona Revised Statutes 451 to 458, the undersigned, all of
4 whom are residents of Arizona and all of whom are of full age, have this day
5 voluntarily associated themselves together for the purpose of forming a corpora-
6 tion not for profit and do hereby adopt the following Articles of Incorporation:

7 ARTICLE I

8 The name of the Corporation is STRAWBERRY HILL VILLAGE AND RACQUET CLUB
9 IMPROVEMENT ASSOCIATION, hereinafter called the ASSOCIATION.

10 ARTICLE II

11 The principal office of the ASSOCIATION is located at 8101 North Central
12 Avenue, Unit 13, Phoenix, Arizona 85020.

13 ARTICLE III

14 Mr. George A. Wheat, whose address is 8101 North Central Avenue, Unit 9,
15 Phoenix, Arizona 85020, who has been a bona fide resident of the State of
16 Arizona for at least three years, is hereby appointed the initial registered
17 agent of this ASSOCIATION.

18 ARTICLE IV

19 PURPOSE AND POWERS OF THE ASSOCIATION

20 This ASSOCIATION does not contemplate pecuniary gain or profit to the mem-
21 bers thereof, and the specific purposes for which it is formed are to provide
22 for maintenance, preservation and architectural control of the residence Lots
23 and Common Area within that certain tract of property situated within the County
24 of Maricopa, State of Arizona, described as follows:

25 Lots 24 and 25 of Cahall Manor, according to the plat of record
26 in the office of the Maricopa County Recorder in Book 54 of Maps,
27 Page 34, also being part of the N 1/2 of the S. W. 1/4 of S. E. 1/4
28 of Section 32, T3N, R3E, G & SRB & M, Situated within the County of
29 Maricopa, State of Arizona. Said property has been subdivided into
30 fourteen (14) separate lots, numbers one (1) through (14), and eight
31 (8) tracts, designated Tracts, A, B, C, D, E, F, G, and H. Said
32 property may hereinafter be referred to as Strawberry Hill Village
and Racquet Club, a Planned Area Development recorded in Book 165 of
Maps, Page 48, 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 hereafter be brought within
the jurisdiction of this ASSOCIATION for this purpose to:

1 (a) exercise all of the powers and privileges and to perform all of
2 the duties and obligations of the ASSOCIATION as set forth in that certain
3 Declaration of Covenants, Conditions and Restrictions, hereinafter called
4 the "Declaration", applicable to the property recorded in the Office of the
5 Maricopa County Recorder, Docket 10325, Pages 1528-1545, and as the same
6 may be amended from time to time as therein provided;

7 (b) fix, levy, collect and enforce payment by any lawful means, all
8 charges or assessments pursuant to the terms of the Declaration; to pay all
9 expenses in connection therewith and all office and other expenses incident
10 to the conduct of the business of the ASSOCIATION, including all licenses,
11 taxes or governmental charges levied or imposed against the property of the
12 ASSOCIATION;

13 (c) acquire (by gift, purchase or otherwise), own, hold, improve,
14 build upon, operate, maintain, convey, sell, lease, transfer, dedicate for
15 public use or otherwise dispose of real or personal property in connection
16 with the affairs of the ASSOCIATION;

17 (d) borrow money, and with the assent of nine (9) of the members,
18 mortgage, pledge, deed in trust, or hypothecate any or all of its real or
19 personal property as security for money borrowed or debts incurred;

20 (e) dedicate, sell or transfer all or any part of the Common Area to
21 any public agency, authority, or utility for such purposes and subject to
22 such conditions as may be agreed to by the members. No such dedication or
23 transfer shall be effective unless an instrument has been signed by nine (9)
24 of the members, agreeing to such dedication, sale or transfer;

25 (f) participate in mergers and consolidations with other nonprofit cor-
26 porations organized for the same purposes or annex additional residential
27 property and Common Area, provided that any such merger, consolidation or
28 annexation shall have the assent of nine (9) of the members;

29 (g) have and to exercise any and all powers, rights and privileges
30 which a corporation organized under the Non-Profit Corporation Law of the
31 State of Arizona by law may now or hereafter have or exercise.
32

1 ARTICLE V

2 MEMBERSHIP

3 Every person or entity who is a record owner of a fee or undivided fee
4 interest in any Lot which is subject by covenants of record to assessment by the
5 ASSOCIATION, including contract sellers, shall be a member of the ASSOCIATION.
6 The foregoing is not intended to include persons or entities who hold an interest
7 merely as security for the performance of an obligation. Membership shall be
8 appurtenant to and may not be separated from ownership of any Lot which is sub-
9 ject to assessment by the ASSOCIATION.

10 ARTICLE VI

11 VOTING RIGHTS

12 Every member of the ASSOCIATION shall be entitled to one vote for each Lot
13 owned. When more than one person holds an interest in any Lot, all such persons
14 shall be members. The vote for such Lot shall be exercised as they among them-
15 selves determine, but in no event shall more than one vote be cast with respect
16 to any Lot.

17 ARTICLE VII

18 BOARD OF DIRECTORS

19 The affairs of this ASSOCIATION shall be managed by a Board of three (3)
20 Directors, one of whom need not be a member of the ASSOCIATION. The number of
21 directors may be changed by amendment of the By-Laws of the ASSOCIATION. Said
22 Board shall annually elect from its membership a President, and shall also elect
23 a Vice-President and Secretary-Treasurer who may, but need not be members of the
24 Board of Directors or of the ASSOCIATION.

25 The organizational meeting of the Corporation was held at 8101 North Central
26 Avenue, Unit 9, Phoenix, Arizona 85020, Maricopa County, on the 16th day of
27 February, 1976, at the hour of 6 o'clock p.m. *2-31FD*

28 And the following Directors were elected to serve for the year 1976, or
29 until their successors are duly selected and qualified

<u>NAME</u>	<u>ADDRESS</u>
Dr. Ronald A. Frost	Unit 14, 8101 N. Central Ave., Phoenix, AZ
Stanton V. Weckerly	5037 1/2 N. 7th Ave., Phoenix, AZ
George A. Wheat, Esq.	Unit 9, 8101 N. Central Ave., Phoenix, AZ

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ARTICLE VIII

DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than nine (9) of the 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, or granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The time for commencement of this ASSOCIATION shall be the date of the filing of the Articles of Incorporation as required by law, and the term of its corporate existence shall be twenty-five (25) years thereafter with the privilege of renewal as provided by law.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of nine (9) of the members.

ARTICLE XI

EXEMPTION FROM CORPORATE DEBTS OR LIABILITIES

No present or former officer, director, agent, employee, or member of the corporation shall be personally liable for its debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE XII

ANNUAL MEETING

The annual meeting of the members shall be held on the fourth Tuesday in January of each year at Phoenix, Arizona. On the same day and at the same place, the Board of Directors shall hold an annual meeting and shall elect the officers for the following year.

1 IN WITNESS WHEREOF, for the purpose of forming this corporation under the
2 laws of the State of Arizona, we, the undersigned, constituting the incorporators
3 of this ASSOCIATION, have executed these Articles of Incorporation this 19th
4 day of February, 1976.

Dr. Ronald A. Frost
Dr. Ronald A. Frost, Unit 14,
8101 N. Central Ave., Phoenix, AZ

Stanton V. Weckerly
Stanton V. Weckerly
5037 1/2 N. 7th Ave., Phoenix, AZ

George A. Wheat
George A. Wheat, Esq., Unit 9
8101 N. Central Ave., Phoenix, AZ

13 STATE OF ARIZONA)
14) ss.
14 COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this 19th day of February, 1976, by Dr. Ronald A. Frost.

15 My Commission expires:
16 March 2, 1979

Dean C. Seaman
Notary Public

17 STATE OF ARIZONA)
18) ss.
18 COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this 19th day of February, 1976, by Stanton V. Weckerly.

19 My commission expires:
20 March 2, 1979

Dean C. Seaman
Notary Public

22 STATE OF ARIZONA)
23) ss.
23 COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this 19th day of February, 1976, by George A. Wheat, Esq.

24 My commission expires:
25 March 2, 1979

Dean C. Seaman
Notary Public

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104485

ARIZONA CELEBRATION COMMISSION
OF THE STATE OF ARIZONA

APR 2 1976

At 4:05 P.M.

~~James McMahon~~ ...ONE OF

~~Suite 405 - 1st Federal Building~~

~~P.O. Box 3363 - Phoenix, Az. 85003~~

~~Stephen Long~~

Donald E Vance, J SECRET

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