

APR 29 2 19 PM '98

ARTICLES OF INCORPORATION
OF
THE COOPER COMMONS COMMUNITY ASSOCIATION

APPR. M. Baines
DATE APPR. 4-29-98
TERM _____
DATE _____
0839172-8

In compliance with the requirements of Section 10-1002, et seq., Arizona Revised Statutes, as amended, the undersigned, for the purpose of forming a nonprofit corporation, does hereby state:

ARTICLE I
NAME

The name of the corporation is The Cooper Commons Community Association (hereafter sometimes called the "Association").

ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Cooper Commons Recorded with the Maricopa County Recorder, as Instrument No. 98-0346533

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association shall be located at 11411 N. Tatum, Phoenix, AZ 85028.

ARTICLE IV
STATUTORY AGENT

Mark A. Vander Stoep, whose address is 6303 S. Rural Rd, Suite 7, Tempe, Arizona, is hereby appointed and designated as the Statutory Agent for the corporation. ⁸⁵²⁵³

ARTICLE V
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance and care of the Common Area and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration, Articles and Bylaws. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or 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.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Declaration, Articles and Bylaws.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

The Declarant and every Owner of a Lot, Parcel or any part of the Covered Property which is subject to Assessment shall be a Member of the Association. The Declarant and each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration, Articles and Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualified are as follows:

| <u>Name</u> | <u>Mailing Address</u> |
|-------------------|--|
| Russell E. Ewers | 11411 North Tatum Boulevard Phoenix, Arizona 85028-2399 |
| Douglas S. Monroe | 11411 North Tatum Boulevard Phoenix, Arizona 85028-2399 |
| Cristine L. Davis | 11411 North Tatum Boulevard Phoenix, Arizona 85028-2399 |

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local government agency whose approval of Cooper Commons, the plat, or the Declaration, Articles and Bylaws is required by law or requested by the Declarant. So long as there is a Class B Membership in the Association, any amendment of the Bylaws must be approved by the Veterans Administration or the Federal Housing Administration, if applicable.

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of each class of Membership. 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, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XI
AMENDMENTS

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of Cooper Commons, the plat, or the Declaration, Articles and Bylaws is required by law or requested by the Declarant. So long as there is a Class B Membership in the Association, any amendment of these Articles must be approved by the Veterans Administration or the Federal Housing Administration, if applicable.

ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
FHA/VA APPROVAL

As long as there is a Class B Membership, and if such approval has been requested by Declarant, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

ARTICLE XIV
INCORPORATION

The name and address of the incorporator of the Association is:

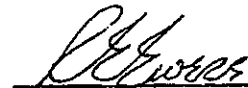
Name

Address

Russell E. Ewers

11411 N. Tatum Boulevard, Phoenix, AZ 85028-2399

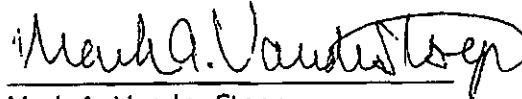
Dated this 28th day of April, 1998.



Incorporator

**ACCEPTANCE OF APPOINTMENT
BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts appointment as Statutory Agent of the above named corporation, effective this 28th day of April, 1998.


Mark A. Vander Stoep