

AZ. CORP. COMMISSION  
FILED

SEP 03 1998

APPR: Lottie Hawkins  
TERM \_\_\_\_\_  
DATE 9-3-98  
0844468-6

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SUMMERFIELD AT LITCHFIELDS SUBDIVISION  
HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Section 10-2361, et seq., Arizona Revised statutes, the undersigned nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMMERFIELD AT LITCHFIELDS SUBDIVISION HOMEOWNERS ASSOCIATION.

SECOND: The document attached hereto as Exhibit "A" sets forth the amendment to the Articles of Incorporation.

THIRD: The amendment to the Articles of Incorporation attached hereto as Exhibit "A" was adopted on the 26th day of June 1998.

FOURTH: The amendment to the Articles of Incorporation was duly adopted by act of the Board of the Directors of the Corporation. There were no members entitled to vote on the proposed amendment.

Dated: August 19, 1998

Summerfield at Litchfields  
Subdivision Homeowners Association

BY: [Signature]  
Michael Nicholas, President

BY: [Signature]  
Jim Carlson, Secretary

Exhibit "A"

The Articles of Incorporation of Summerfield at Litchfields Subdivision Homeowners Association, an Arizona nonprofit corporation, are amended as follows:

1. The following language is added to the Article XIV and made a part thereof:

"Notwithstanding the foregoing, it is specifically provided that so long as the developer of the property which is the subject of the Declaration shall be in control of the Association, approval in writing of the Department of Housing and Urban Development (FHA) or the Veterans Administration is required prior to annexation of additional properties, mergers and consolidations, mortgaging of Common Area (as defined in the Declaration), dedication of a Common Area, dissolution of the Association or amendment of these Articles of Incorporation."

EXPEDITED  
AZ CORP COMMISSION  
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JUN 24 4 19 PM '98

APPR *Sonia*  
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DATE \_\_\_\_\_

0844468-6

ARTICLES OF INCORPORATION  
OF  
SUMMERFIELD AT LITCHFIELDS SUBDIVISION  
HOMEOWNERS ASSOCIATION

ARTICLE I

NAME

The name of the Corporation is SUMMERFIELD AT LITCHFIELDS SUBDIVISION HOMEOWNERS ASSOCIATION (the "Association").

ARTICLE II

DURATION

The Association shall exist perpetually.

ARTICLE III

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to perform the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Summerfield at Litchfields Subdivision, dated the 12th day of May, 19 98, recorded May 14, 19 98 as Document No. 98-0404254 in the office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time (the "Declaration"). All capitalized terms not defined herein shall have the meaning ascribed thereto in the Declaration. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Chapter 22 of Title 10, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation Law").

ARTICLE IV

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to fulfill the duties and obligations of the Association as set forth in the Declaration.

ARTICLE V

STATUTORY AGENT

Smith & Feola, P.C., whose address is 2800 N. Central, #1400, Phoenix, Arizona 85004, is hereby appointed the initial statutory agent of the Association.

ARTICLE VI

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 the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Michael Nicholas	8130 N. 86th Place Scottsdale, Arizona 85258
Jim Carlson	8130 N. 86th Place Scottsdale, Arizona 85258
Kay M. Raber	8130 N. 86th Place Scottsdale, Arizona 85258

ARTICLE VII

INCORPORATOR

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

Michael Nicholas  
8130 N. 86th Place  
Scottsdale, Arizona 85258

ARTICLE VIII

LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent allowable under the General Nonprofit Corporation Law, including without limitation Arizona Revised Statutes § 10-2305.A.18 and 10-2342.A.8, no Director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a Director, except for liability for any of the following:

(a) Any breach of the Director's duty of loyalty to the Association or its members;

(b) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;

(c) A violation of Arizona Revised Statutes § 10-2326;

(d) Any transaction from which the Director derived an improper personal benefit;

(e) A violation of Arizona Revised Statutes § 10-2550.

#### ARTICLE IX

##### PRINCIPAL OFFICE

The principal office of the Association shall be located at 8130 N. 86th Place, Scottsdale, Arizona 85258.

#### ARTICLE X

##### MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration.

#### ARTICLE XI

##### BYLAWS

The Board of Directors 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 the Project, the Plat or the Declaration is required by law or requested by the Declarant.

#### ARTICLE XII

##### OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association or until their successors have been elected and qualified:

Michael Nicolas	President
Jim Carlson	Vice President/ Secretary/Treasurer

ARTICLE XIII

DISSOLUTION

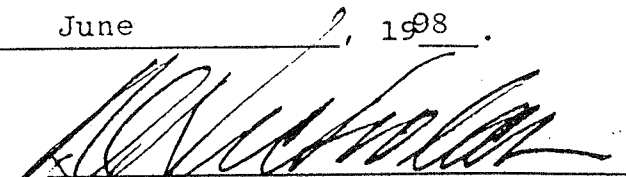
The Association may be dissolved with the assent given in writing and signed by the Owners representing not less than seventy-five percent (75%) of the authorized votes of the Association membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, as the Board of Directors shall determine. 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 as the Board of Directors shall determine.

ARTICLE XIV

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 the Project, the Plat or the Declaration is required by law or requested by the Declarant.

DATED this 9th day of June, 1998.



MICHAEL NICHOLAS,  
Incorporator