

EXPEDITED
AZ CORP COMMISSION
FILED
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ARTICLES OF INCORPORATION

OF

APPR. Mary Baines ARTEMINA COMMUNITY ASSOCIATION

DATE APPR. 7-27-00

TERM _____

DATE _____ In compliance with the requirements of § 10-2301, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I
NAME

The name of the corporation is **ARTEMINA COMMUNITY 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 and Restrictions for **Artemina** recorded in the records of **Maricopa** County, Arizona, as such Declaration may be amended from time to time.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association shall be located at **6607 North Scottsdale Road, Suite H-100, Scottsdale, Arizona 85250**.

ARTICLE IV
STATUTORY AGENT

Dan G. Curtis, whose address is **6750 East Camelback Road, Suite 104, Scottsdale, Arizona, 85251**, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

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 Areas of Association Responsibility 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 Association Documents. 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 Areas of Association Responsibility and to

exercise and perform such other powers and duties as are imposed on or granted to the Association by the Association Documents.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Association Documents. The provisions of the Declaration **pertaining** to classes of membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE VIII
BOARD OF DIRECTORS'

The number of directors constituting the initial Board of Directors shall be two (2). The **names** and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Mark Hancock	6607 North Scottsdale Road, H-100 Scottsdale, Arizona 85250
Pat Moroney	6613 North Scottsdale Road, #200 Scottsdale, Arizona 85250

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 so long as a Class B Member owns **any** Lot, the then Class B Members, and thereafter, 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 governmental agency whose approval of the Project, the Plat or the **Association** Documents is required by law or requested by the Class B Members or the Association.

ARTICLE IX
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

Mark Hancock	President'
Pat Moroney	Secretary/Treasurer

ARTICLE X
LIMITATION ON LIABILITY OF DJRECTORS

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. Any repeal or modification of this Article X shall be prospective **only** and shall not adversely affect the

personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE XI **INDIFICATION**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other **than** an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association or is or was serving at the request **of** the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in **a manner** he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, **had no** reasonable cause to believe his conduct was unlawful. **Any** indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or **modification**.

ARTICLE XII **AMENDMENTS**

These Articles may be amended by Members holding at least seventy-five percent (75%) of the total votes in the Association; provided, however, that so long as a Class B **Member** owns any Lot, the then Class B Members, and thereafter, the Board, without a vote of 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 Association Documents is required by law or requested by the then Class B Members or the Association. So long as a Class B Member owns **any** Lot, any amendment to these Articles must be approved in writing by the then Class B Members.

ARTICLE XIII **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by Members representing not **less** than two-thirds (2/3) of the authorized votes in 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. So long as a Class B Member owns any Lot, any dissolution of the Association must be approved in writing by the then Class B Members.

ARTICLE XIV **DURATION**

The corporation shall exist perpetually.

ARTICLE XV ..
VA/FHA APPROVAL

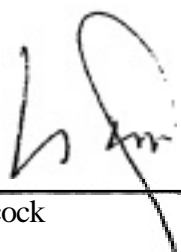
As long as there is a Class B membership in the Association, if the approval of either of the **following governmental** agencies has been previously obtained, the following actions will require the prior approval of the Federal **Housing** Administration or the Veterans Administration: annexation of additional properties; mergers or consolidations, mortgaging of Common Area, dedication of Common Area, or the Association and dissolution or amendment of these Articles of Incorporation.

ARTICLE XVI
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Mark Hancock	6607 North Scottsdale Road, H-100 Scottsdale, Arizona 85250

Dated this 13 day of July, **2000**.



Mark Hancock