

ARTICLES OF INCORPORATION
OF
LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION.

ARTICLE II

The incorporators of the corporation are those persons who have executed these Articles and their names and addresses are set forth immediately opposite their signatures.

ARTICLE III

The purpose for which the corporation is organized is to act as a tax-exempt homeowners' association ("the association:") in accordance with Section 528 of the Internal Revenue Code of 1954, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501 (c)(4) of the Internal Revenue Code, as the same may be amended from time to time, and as such, shall serve as a homeowner's association for the owners of lots under Declaration of Covenants, Conditions and Restrictions for LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION ("the Declaration"), recorded in the office of the County Recorder

ARTICLE VI

The corporation shall have two classes of voting membership as follows:

CLASS A: Class A members shall be all of the owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person hold an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B: Class B members shall be the Declarant and shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership, without further act or deed, upon the happening of any of the following events:

- (a) When the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B members; or
- (b) On December 31, 1985.

ARTICLE VII

The affairs of the corporation shall be conducted by a board of directors which shall have at least three (3) but not more than twenty-one (21) members, the number of which, the qualifications of which and the manner of election, appointment and term of office shall be determined by the By-Laws of the corporation, except that each director shall be a member or the spouse of a member (or if the member is a corporation, partnership or trust,

a director may be an officer, authorized agent, partner or beneficiary of such member). The initial board of directors of the corporation shall be the incorporators who shall serve until their successors have been duly elected and qualified, and their names and addresses are as follows:

Kenneth R. Mannell, Jr.
6935 West Devonshire #1
Phoenix, Arizona 85033

Nancy S. Krempel
6935 West Monterose Circle #2
Phoenix, Arizona 85033

Nancy S. Starr
4125 North Monterosa Circle #1
Phoenix, Arizona 85033

ARTICLE VIII

The private property of the members, directors and officers of the corporation shall be forever exempt from the corporation's debts and obligations, except as otherwise provided herein.

ARTICLE IX

The corporation shall indemnify and hold harmless each of its directors and officers, each member of any committee appointed pursuant to the Bylaws of the corporation, and Declarant pursuant to the Declaration, and each of Declarant's directors and officers (collectively "Declarant") against all contractual and other liabilities to others arising out of contracts made by, or other acts of such director(s), officer(s), committee member(s), or Declarant, including but not limited to, judgments paid and satisfied and

amount paid in compromise and settlement, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses, including but not limited to, attorney's fees reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such director, officer, committee member of Declarant may be involved by virtue of such person(s) being or having been director, officer, committee member of Declarant.

ARTICLE X

The name and address of the initial statutory agent of the corporation is:

Robert L. Hungerford, Jr., Esquire
7337 East Thomas Road, Suite #1
Scottsdale, Arizona 85251

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of this _____ day of _____, 1985.

Kenneth R. Mannell, Jr., Incorporator
6935 W. Devonshire #1
Phoenix, AZ 85033

Nancy S. Krempel, Incorporator
6935 W. Monterosa Circle #2
Phoenix, AZ 85033

Nancy S. Starr, Incorporator
4125 N. Monterosa Circle #1
Phoenix, AZ 85033

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this
_____ day of _____, 1985, by _____,
an Incorporator of LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION, an
Arizona nonprofit corporation.

Notary Public

My Commission Expires:

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this
_____ day of _____, 1985, by _____,
an Incorporator of LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION, an
Arizona nonprofit corporation.

Notary Public

My Commission Expires:

STATE OF ARIZONA)
)ss:
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this
_____ day of _____, 1985, by _____,
an Incorporator of LEGEND VILLAS WEST TOWNHOUSE ASSOCIATION, an
Arizona nonprofit corporation.

Notary Public

My Commission Expires:
