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ARTICLES OF INCORPORATION  
OF NINA VILLA HOMEOWNERS ASSOCIATION, INC.

- I. The name of the corporation shall be: NINA VILLA HOMEOWNERS ASSOCIATION, INC.
- II. The duration of the corporation shall be perpetual.
- III. The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Title 10, Article 5, of Arizona Revised Statutes. The initial business of the corporation shall be to act as the council of owners for Nina Villa located in Phoenix, Maricopa County, Arizona, and to engage in such other activities as may be necessary or helpful to the transaction of such business.
- IV. The corporation is a non-profit corporation and shall have members, but no shares. The members of the corporation shall be those persons eligible for membership as provided by the bylaws of the corporation as they shall exist from time to time. Each member shall have one vote on any matter submitted to a vote of the members. No part of the net earnings of the corporation shall ever inure to or for the benefit of or be distributable to its officers, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.
- V. V. L. Schiliro, c/o Dan Schwartz Realty, 201 East Camelback Road, Suite C, Phoenix, Arizona 85012 is hereby appointed the initial Statutory Agent for the corporation for the State of Arizona.
- VI. The affairs of the corporation shall be initially managed by a board of directors of one (1) member. The name of the person who shall serve as director until the first annual meeting of the members or until successors shall be elected and qualified, is Michael Schiliro, and his address as set forth in Article VIII below. Hereafter, the board of directors shall be elected annually by the members in accordance with the bylaws of the corporation. The board of directors shall have the right to increase and decrease the number of directors of the corporation, provided that the number of directors shall not be less than three (3) nor more than nine (9), and shall have the right to fill any vacancy in the board of directors in the manner provided by the bylaws. The board of directors shall have full power to adopt, alter, and amend the bylaws and to make rules and regulations for the transaction of the affairs of the corporation.
- VII. These articles of incorporation or any part hereof may be amended by either the affirmative vote of 100% of the members at any regular meeting of the members or at any meeting called for that purpose provided that notice of the proposed amendment or amendments shall be given by written notice to the members at least ten (10) days prior to the meeting wherein the amendments are to be considered, or the unanimous written consent of all the duly qualified directors of the corporation.
- VIII. The name and address of the Incorporator is: Michael Schiliro, 7035 North 23rd Place, Phoenix, AZ 85020. All powers, duties and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.
- IX. The power of the indemnification granted under the Arizona Revised Statutes, as they may be amended from time to time, shall not be limited by the bylaws of the corporation.
- X. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit directly or indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his/her official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it was organized), unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Directors. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provision of A.R.S. 10-1016(D) and 10-1029(A)(8), as the same may be expanded or modified in the future.
- XI. The corporation's known place of business shall be Nina Villa, 2762 East Schiliro Circle, Phoenix, Arizona 85032.
- XII. The Board of Directors shall adopt the original Bylaws and shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws subject to repeal or change by action of the members.


EXECUTED this 17 day of January, 2002 by the incorporator.

Signed: Michael Schiliro  
MICHAEL SCHILIRO

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 17th day of January, 2002.

Signed

  
V.L. SCHILIRO