

AZ CORPORATION COMMISSION
FILED

DEC 15 2004

FILE NO. 1170561-0

ARTICLES OF INCORPORATION

OF

ROESER PARK HOMEOWNERS' ASSOCIATION, INC.

The undersigned, whose names and addresses appear below, do hereby associate ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this non-profit corporation shall be ROESER PARK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Roeser Park Homeowners' Association, Inc., in the official records of the County Recorder of Maricopa County, Arizona as such Declaration may be amended from time to time. As used in these Articles of Incorporation, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent.

ARTICLE III

KNOWN PLACE OF BUSINESS

The principal place of business shall be in Maricopa County, Arizona, with its mailing address at 5803 S. 27th Street, Phoenix, AZ 85040; but it may have and maintain other places of business within the State of Arizona and elsewhere as its Board of Directors may, from time to time, determine necessary.

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ARTICLE IV**STATUTORY AGENT**

Matthew R. Berens, whose address is 7047 East Greenway Parkway, Suite 140, Scottsdale, Arizona 85254, and who is a resident of the State of Arizona, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V**PURPOSE OF THE ASSOCIATION**

This non-profit corporation is organized and established to act as a Homeowners' Association for the residential neighborhood known as "Hoeser Park" located in the City of Peoria, County of Maricopa, State of Arizona (the "Project") for the benefit of all owners of property within the Project and to do all things and exercise all the power and rights of a corporation which are lawful and consistent with the foregoing purposes and the non-profit character of this corporation. Without limiting the generality of the foregoing, the corporation is organized for the following purposes: (i) to manage, maintain and administer the areas within the Project which are for the common use and enjoyment of the owners of the real property within the Project, (ii) to administer and enforce the covenants, conditions and restrictions to which the Project is subject; (iii) to collect and disburse assessments lawfully charged against the owners of property within the Project, and (iv) to perform such other acts which generally benefit its members, the Project, and the owners of any interest therein.

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 Community Documents.

ARTICLE VII**MEMBERSHIP AND VOTING RIGHTS**

The members of the Association shall be the Owners of the Lots. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. 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 Community 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 three (3). 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>
Martin Holec	5803 S. 27 th Street Phoenix, Arizona 85040
Vlado Nahalka	5803 S. 27 th Street Phoenix, Arizona 85040
Richard Harris	5803 S. 27 th Street Phoenix, Arizona 85040

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members.

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.

Martin Holec	•	President
Vlado Nahalka	-	Vice President
Richard Harris	-	Secretary/Treasurer

ARTICLE X

LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest 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

INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal administrative or investigative action, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action to the greatest extent allowed by law. 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 Nonprofit Corporation Act. 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 of Incorporation may be amended by Members holding at least two-thirds (2/3) of the Eligible Votes. Any amendment to these Articles of Incorporation must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment is approved by the Members.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved by the affirmative vote of Members holding not less than two-thirds (2/3) of the Eligible Votes. 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. Any dissolution of the Association must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the dissolution is approved by the Members.

ARTICLE XIV

DURATION

The Association shall exist perpetually.

ARTICLE XV

ASSESSMENTS AND FEES

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Community Documents.

ARTICLE XVI

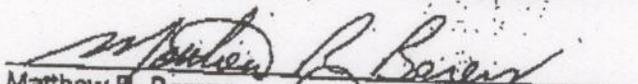
INCORPORATOR

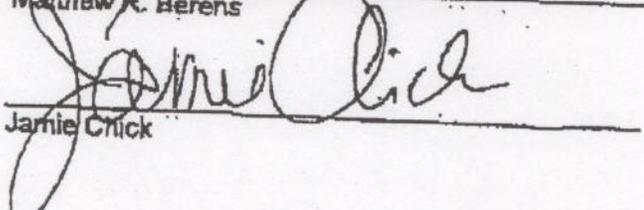
The names and addresses of the incorporators of the Association are:

Mathew R. Berens
Berens, Kozub, Lord & Kloberdanz, PLC
7047 East Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

Jamie Chick
Berens, Kozub, Lord & Kloberdanz, PLC
7047 East Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

Dated this 15th day of December, 2004

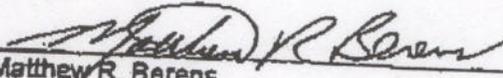

Matthew R. Berens


Jamie Chick

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 15th day of December, 2004.


Matthew R. Berens