

ARTICLES OF INCORPORATION

OF

VILLA ALEGRE

ASSOCIATION

In compliance with the requirements of Articles 16, Title 10, Arizona Revised Statutes, the undersigned, all of whom are residents of the State of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is VILLA ALEGRE ASSOCIATION, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at Phoenix, Maricopa County, Arizona.

ARTICLE III

Harvey E. Minkler, whose address is 7033 North 6th Avenue, Phoenix, Arizona 85021, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit.

to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Amended 10/2/70

The West one-half of the Northwest one-quarter of Section 33, Township 2 North, Range 3 East, of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Maricopa County Recorder, Phoenix, Maricopa County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication sale or transfer;

(f) participate in mergers and consolidations with other

nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote

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for each Lot owned. When more than one person holds 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. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on July 1, 1972.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who were elected in Phoenix, Arizona, on January 15, 1970 to act in the capacity of

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Directors until the election of their successors are:

Douglas E. Frank
303 W. Orangewood
Phoenix, Arizona 85021

Milton H. Corwin
301 E. Wagon Wheel Drive
Phoenix, Arizona 85020

Guy C. Hayden, Jr.
3434 N. 49th Street
Phoenix, Arizona 85018

John A. Pizer
509 W. Coolidge
Phoenix, Arizona 85013

Walter P. Siders
8502 E. Laredo Lane
Scottsdale, Arizona 85251

Bertha L. Larson
5504 N. 10th Street
Phoenix, Arizona 85014

Rose Marie Ward
3741 W. Griswold Road
Phoenix, Arizona 85021

Jory R. Savitt
2862 E. Clarendon
Phoenix, Arizona 85016

Michael H. Folb
100 W. Maryland
Phoenix, Arizona 85013

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The time of the commencement of this corporation shall be the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years from and after said date with the privilege of renewal as provided by law.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

LIABILITIES

The highest amount of indebtedness, direct or contingent, to which this Association shall be subject at any one time shall be as determined and limited by the laws of Arizona. The private property of each and every officer, director and member of this Association shall at all times be exempt from all debts and liabilities of the Association.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 16th day of September, 1970.

DOUG FRANK DEVELOPMENT CORP.,
an Arizona corporation

By 
Douglas E. Frank - President

By 
Milton H. Corwin - Secretary

STATE OF ARIZONA)
County of Maricopa) ss.

On this, the 16th day of Sept, 1970, before me, the undersigned Notary Public, personally appeared DOUGLAS E. FRANK and MILTON H. CORWIN, who acknowledged themselves to be the President and Secretary, respectively, of DOUG FRANK DEVELOPMENT CORP. and that they as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Beth L. Larson
Notary Public

My Commission Expires:

My Commission Expires July 8, 1974

STATE OF ARIZONA)
County of Maricopa) ss.

On this, the _____ day of _____, 19____, before me, the undersigned Notary Public, in and for said County and State, personally appeared

known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

Notary Public

My Commission Expires:

DKT 8319 784

80453

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

SEP 21 1970

At 12:20 P. M. of
Doug Frank Development Corp.
3443 North Central Avenue
Phoenix, Arizona 85012
May S. Ostes

STATE OF ARIZONA }
County of Maricopa } ss

CHARLES D. HADLEY

I hereby certify that the with-
in instrument was filed and re-
corded at request of

Doug Frank Development Corp.

in Docket 8319
on page 774-784

Witness my hand and official
seal the day and year aforesaid.

Paul N. Marston

County Recorder

By *[Signature]*
County Recorder 2