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**ARIZONA CORPORATION COMMISSION**

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 Interim Executive Secretary  
**JOANNE C. MACDONNELL**  
 Director, Corporations Division

August 23, 2003

**BRYAN CAVE LLP**  
**2 NORTH CENTRAL AVE #2200**  
**PHOENIX, AZ 85004-4406**

**RE: ABRAHAM MEADOW COMMUNITY ASSOCIATION**  
**File Number: -1091220-0**

We are pleased to notify you that your Articles of Incorporation were filed on August 19, 2003.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3139 in Phoenix, (520) 628-6960 in Tucson, or Toll Free (Arizona residents only) at 1-800-343-5819.

Sincerely,  
**BLANCA ESPINOSA**  
 Examiner  
 Corporations Division

CF:04, Rev:01/2003

STATE OF ARIZONA  
ACC/FAX  
DATE FILED

AUG 19 2003

DATE APPR 08-19-03  
TERM

BY Blanca Espino

-1091220-0

ARTICLES OF INCORPORATION  
OF  
ABRALEE MEADOW COMMUNITY ASSOCIATION

In compliance with the requirements of §10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE 1

NAME

The name of the corporation is Abralee Meadow Community Association (the "Association").

ARTICLE 2

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, Restrictions and Easements for Abralee Meadow to be recorded in the Official Records of Maricopa County Recorder, Maricopa County, Arizona (the "Declaration"), as such Declaration may be amended from time to time.

ARTICLE 3

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 8777 Gainey Center Drive, Suite 152, Scottsdale, Arizona 85258.

ARTICLE 4

STATUTORY AGENT

Luis O. Logerman, whose address is Two North Central Avenue, Suite 2200, Phoenix, Arizona, 85004-4406, 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 5**

**PURPOSE OF THE ASSOCIATION**

The object and purpose for which this Association is organized is to own the Common Area and 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 Project Documents. In furtherance thereof, 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 6**

**CHARACTER OF BUSINESS**

The character of the business which the Association intends to conduct in Arizona is to own the Common Area and 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 Project Documents.

**ARTICLE 7**

**MEMBERSHIP AND VOTING RIGHTS**

The Members of the Association shall be the Owners of Lots. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a Member of the Association. An Owner of a Lot shall remain a Member of the Association. An Owner of a Lot shall remain a Member of the Association until such time as such Owner's Ownership ceases for any reason, at which time such Owner's Membership in the Association shall automatically cease. 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 Project 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 8**

**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:

190213  
109573

| <u>Name</u>     | <u>Mailing Address</u>  |
|-----------------|---|
| Billy Littleton | 8777 North Galney Center Drive, Suite 152<br>Scottsdale, AZ 85258 |
| Quantin Thomson | 8777 North Galney Center Drive, Suite 152<br>Scottsdale, AZ 85258 |
| Nan Craig       | 8777 North Galney Center Drive, Suite 152<br>Scottsdale, AZ 85258 |

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 the Declarant, so long as the Declarant owns any Lot, 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 Project Documents is required by law or requested by the Declarant or the Association.

#### ARTICLE 9

##### 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:

|                     |   |                 |
|---------------------|---|-----------------|
| President           | - | Quantin Thomson |
| Vice President      | - | Billy Littleton |
| Secretary/Treasurer | - | Nan Craig       |

#### ARTICLE 10

##### LIMITATION ON LIABILITY OF DIRECTORS

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 10 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 11**

**INDEMNIFICATION**

The Association shall indemnify any Person made a party to any civil suit or criminal, administrative or investigative action, 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 against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the 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 11 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 12**

**AMENDMENTS**

These Articles may be amended by Members who own not less than two-thirds (2/3) of the Lots; provided, however, that so long as the Declarant owns any Lot, the Declarant, 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 Plan or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot, any amendment to these Articles must be approved in writing by the Declarant.

**ARTICLE 13**

**DISSOLUTION**

The Association may be dissolved by the affirmative vote or written consent, or any combination thereof, of the Members representing not less than ninety percent (90%) of the authorized votes in each class of membership and by the holders of First Mortgages, the Owners of which have seventy-five percent (75%) or more of the votes in the Association. 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 the Declarant owns any property within the Project, any dissolution of the Association must be approved in writing by the Declarant.

**ARTICLE 14**

**DURATION**

The corporation shall exist perpetually unless earlier dissolved in accordance with Article 13 herein.

**ARTICLE 15**

**ASSESSMENTS AND FEES**

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

**ARTICLE 16**

**VA/FHA APPROVAL**

As long as there is a Class B membership in the Association, 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 and dissolution and amendment of these Articles of Incorporation.

**ARTICLE 17**

**INCORPORATOR**

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

| <u>Name</u>     | <u>Address</u>  |
|-----------------|---|
| Billy Littleton | 8777 North Galney Center Drive, Suite 152<br>Scottsdale, AZ 85258 |


Dated this 18 day of August, 2003.

  
Billy Littleton  
Incorporator

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 17<sup>th</sup> day of August, 2003.

  
Larry O. Lagerman

THE RECORD REPORTER

- SINCE 1914 -

1505 N. Central Avenue, Suite 200, Phoenix, Arizona 85004-1723  
Telephone (602) 417-9900 / Fax (602) 417-9910

RECEIVED

SEP 1 0 2003

ARIZONA CORR COMMISSION  
CORPORATIONS DIVISION

PATRICIA H. STEINER  
BRYAN CAVE  
2 N. CENTRAL AVE., #2200  
PHOENIX, AZ 85004-4406

RR#: 679456

ARTICLES OF INCORPORATION  
OF  
ABRALICE MEADOW COMMUNITY  
ASSOCIATION

In compliance with the requirements of §10-0301, et seq., Arizona Revised Statutes, we amended the articles of incorporation as follows:

ARTICLE 1

NAME  
The name of the corporation is ABRALICE MEADOW COMMUNITY ASSOCIATION (the "Association").

ARTICLE 2

DEVELOPED RESIDUAL CAPITALIZATION  
Capitalization never exceed in these Articles without action which have the authority provided for such action in the Declaration of Covenants, Conditions, Restrictions and Easements for ABRALICE MEADOW COMMUNITY ASSOCIATION, Maricopa County Recorder, Maricopa County, Arizona (the "Declaration"), as such Declaration may be amended from time to time.

KNOWN PLACE OF BUSINESS  
The office of the Association is located at 8777 North Gateway Center Drive, Suite 100, Scottsdale, Arizona 85258.

ARTICLE 3

STATUTORY AGENT  
Lara O. Lindquist, 10000 North Central Avenue, Suite 200, Phoenix, Arizona, 85024-4105, and who has been a Justice of the Peace in the State of Arizona for more than three (3) years has, next, is hereby appointed and designated as the statutory agent for the Association.

PURPOSE OF THE ASSOCIATION  
The object and purpose of the Association 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 to exercise all rights imposed on or granted to the Association by the Project Documents, in accordance therewith, and in order to accomplish the foregoing object and purpose, the Association may exercise any of its 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.

CHARACTER OF BUSINESS  
The character of the business which the Association intends to conduct in Arizona is to own the Common Area and to provide for the management, maintenance and care of the Areas of Association Responsibility, and in addition, and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

MEMBERSHIP  
The Members of the Association shall be the Owners of Lots, by acquiring the right to an interest in a lot, or becoming a Member of the

Association. An Owner of a Lot shall remain a Member of the Association. An Owner of a Lot shall remain a Member of the Association until such time as such Owner's Ownership interest in any parcel, in which the Owner's Membership in the Association then automatically ceases. As provided in the Declaration, there shall be no 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 Project Documents. The provisions of the Declaration pertaining in respect of Membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE 4

BOARD OF DIRECTORS  
The Board of Directors constituting the initial Board of Directors shall be those (1) the names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:  
Gary Thomson, President  
8777 North Gateway Center Drive, Suite 100, Scottsdale, AZ 85258  
Cynthia Thomson, Secretary  
8777 North Gateway Center Drive, Suite 100, Scottsdale, AZ 85258  
Lara O. Lindquist, Treasurer  
8777 North Gateway Center Drive, Suite 100, Scottsdale, AZ 85258

The Board shall select the initial Officers of the Association. The power to alter, amend or replace the Officers is reserved to the Members inasmuch as the Declaration, in and on its face, vests the Board, without a vote of the Members, may amend the Bylaws in order to determine the Officers in the resolution or resolutions of the Board. The 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, its Plan or the Project Documents is required by law or requested by the Declaration or the Association.

ARTICLE 5

OFFICERS  
The following Officers shall be the initial Officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:  
Gary Thomson, President  
Lara O. Lindquist, Vice President  
Lara O. Lindquist, Treasurer

ARTICLE 6

LIABILITY OF LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duty as a director is hereby eliminated to the extent permitted by the Arizona Uniform Commercial Code, as it may be amended from time to time. Any repeal or modification of this Article to restore provisions any and shall not adversely affect the personal liability of a director or prior director for any act of omission occurring prior to the effective date of such repeal or modification.

AFFIDAVIT OF PUBLICATION

Reference #: AI Articles of Incorporation  
Notice Type: AI Articles of Incorporation  
Ad Description: ABRALICE MEADOW COMMUNITY ASSOCIATION

I, LEONA GIBSON, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

09/05/03, 09/06/03, 09/10/03

*Leona Gibson*  
Subscribed and sworn to before me on the 10th day of September, 2003

*Diane M Heuel*





**ARTICLE 11**  
**PROHIBITION**  
The Association shall not knowingly or intentionally make a party to any civil suit or criminal administrative or investigative action other than an action by or in the name of the Association, by reason of the fact that he is or was a Member, director, officer, employee or agent of the Association against his person, including attorney fees and judgments fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted or failed to act, in good faith and he reasonably believed (1) in the case of conflict of an official capacity with the Association, that the conduct was in his best interests, (2) in all other cases, that the conduct was at least not opposed to its best interests and (3) in the case of any criminal action or proceedings, that he had no reasonable cause to believe the conduct was unlawful. Any communication of the Association, director, officer, employee or agent of the Association shall be governed by and made in accordance with the provisions of the relevant Federal Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article is shall be prospective only and shall not adversely affect, either in law or in fact, the right of any Person to prosecute for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

**ARTICLE 12**  
**PROHIBITIONS**  
These Articles shall not be amended by Members who own not less than two-thirds (2/3) of the vote provided, however, that so long as the following conditions exist, the directors, 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 proposed amendment or change is required by law or requested by the Director of the Association. So long as the Director complies with any law, any amendments to these Articles shall be approved in writing by the Director.

**ARTICLE 13**  
**DISSEMINATION**  
The Association shall be deemed to be in violation of any contract, or of the provisions pertaining to the use of any personal property, or of the authorized rules in each class of membership and by the holder of First Mortgages, the Owner of units under membership agreement (PDA) or more of the units in the Association, upon disposition of the Association, other than transfer to a member or contributor, the assets of the Association shall be disclosed in an appropriate public agency to be used for purposes similar to those for which the Association was created, in the event that such disclosure is required accordance, such assets shall be granted, conveyed or assigned in any respect, cooperative, residential, civil or other organization to be devoted to such similar purposes, so long as the Director complies with any law, and the proposed any disposition of the Association must be approved in writing by the Director.

**ARTICLE 14**  
**DISSEMINATION**  
The condition shall remain perpetuity unless either dissolved in accordance with Article 12 herein.

**ARTICLE 15**  
**ASSIGNMENT AND PLEDGE**  
Each Member shall be permitted to assign, mortgage and otherwise dispose of his interest in the Association in accordance with the Project Documents.

**ARTICLE 16**  
**VOTING RIGHTS**  
As long as there is a class of membership in the Association, the following section will require the prior approval of the Federal Housing Administration or the Veterans

Administration, assignment of beneficial interest, merger and consolidation, reorganization or conversion, and dissolution and amendment of these Articles of Incorporation.

**ARTICLE 17**  
**INCORPORATION**  
The name of the Association is: **THE NATIONAL FHLB ASSOCIATION**  
The principal office of the Association is: **1775 North Casey Center Drive, Suite 102, Phoenix, AZ 85016**  
Dated the 10 day of August 2003,  
AUGUST 10, 2003  
Corporate Secretary  
M-F 6784666