

DKT 7430 PAGE 78

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, CHARLES D. HADLEY SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the

ARTICLES OF INCORPORATION

of

WOODLAND PARK IMPROVEMENT ASSOCIATION, INC.

which ~~were~~ filed in the office of the Arizona Corporation Commission on the 13th day of January, 1969, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION. AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 13th DAY OF

January A. D. 1969  
*Charles D. Hadley*  
BY SECRETARY.

DKT 7430 PAGE 79

ARTICLES OF INCORPORATION  
OF  
WOODLAND PARK IMPROVEMENT ASSOCIATION, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, whose residences and post office addresses appear opposite their respective names, have this day associated themselves together for the purpose of forming a nonprofit property owners association under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is WOODLAND PARK IMPROVEMENT ASSOCIATION, INC.

ARTICLE II

The location of its principal office in the State of Arizona shall be in Maricopa County, Arizona, with a branch office or offices in such other place or places, either within or without the State of Arizona, as the Board of Directors may from time to time establish.

ARTICLE III

The objects and purposes of this corporation and the general nature of the business it proposes to transact are:

- (a) To exercise its powers and functions on the real property described as follows:

DKT 7430 PAGE 80

Lots 1 to 24, inclusive, and Tracts A through L, inclusive, Woodland Park, as recorded in Book 116 of Maps, page 9, records of Maricopa County, Arizona;

(b) To carry out all of those obligations as set forth in the Declaration of Restrictions recorded with the County Recorder of Maricopa County and covering the property described in (a) above, and the corporation is hereby given the authority necessary to carry out said obligations;

(c) To collect dues and assessments, accept and hold contributions of all sorts and to expend the assets of the corporation as its Board of Directors may from time to time deem advisable;

(d) To borrow money for the purposes hereinbefore enumerated;

(e) To buy, <sup>Unofficial Document</sup> contract for, lease and in any other lawful ways acquire, take, hold and own real, personal and mixed property of all kinds and descriptions and to sell, mortgage, lease and otherwise dispose of the same for the objects hereinbefore enumerated;

(f) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms, or individuals, and to own and hold such property as may be necessary or proper in the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated.

#### ARTICLE IV

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law and the term of its corporate existence shall be twenty-five years thereafter, with privilege of renewal as provided by law.

DKT 7430 PAGE 81

ARTICLE V

This corporation shall be a nonprofit corporation and no dividends or pecuniary profits shall be declared or paid to the shareholders thereof or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth.

ARTICLE VI

The authorized capital stock of this corporation shall be 24 shares of no par value. This corporation shall issue one share of its capital stock to each owner of a Lot of the 24 Lots described in Article III (a) above, subject to such rights, privileges, limitations, Unofficial Document conditions, restrictions and upon such terms and at such times as are provided by the Bylaws of this corporation and by the Declaration of Restrictions (wherein said Lots sometimes are referred to as Parcels) recorded with the County Recorder of Maricopa County covering the property described in Article III (a) above.

The shareholders of this corporation shall be:

(a) All persons who are owners of record of any lot in the premises (provided that no person or corporation taking title as security for the payment of money or the performance of any obligation shall thereby become entitled to membership).

(b) All persons who are purchasing a lot in the premises under a contract or agreement of purchase.

A person's status as a shareholder in this corporation shall terminate when such person shall cease to meet the require-

DKT 7430 PAGE 82

ments for a shareholder in this corporation as above set forth.

In the event that a Lot is owned by two or more persons or is being purchased under contract or is being acquired by two or more persons, a single share of stock shall be issued in the name of all said owners, contract purchasers or acquisitioners who shall designate in writing to this corporation one of them who shall have the power to vote said share of stock at any annual or special meeting of the shareholders of this corporation.

There shall be one vote for each share of capital stock, and a person shall have as many votes as he shall have shares of stock.

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The use of the terms "shareholder", "shares of stock", "capital stock", "member" or "membership" are used herein interchangeably to mean or to refer to membership in this non-profit corporation.

#### ARTICLE VII

The members, officers and directors shall not be individually liable for the corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities, provided, however, that nothing herein contained shall limit or restrict any liability, obligation or responsibility of the members hereof to each other or to this corporation as are set forth in the deed restrictions applicable to the property owned by the members hereof.

DKT 7430 PAGE 83

ARTICLE VIII

The control and management of the affairs of this corporation shall be vested in a Board of Directors of not less than three (3), nor more than twenty-five (25) members, and the names of those selected to serve, beginning with the incorporation of this corporation, for the terms expiring at the annual meeting held in the year set forth opposite their names shall be:

Robert Grey	1972
Wilbur C. Webb	1972
Daniel Cracchiolo	1971
Mary E. O'Malley	1971
Hugh N. Connor	1970

The above directors were elected at a meeting held in Phoenix, Arizona, on the 9th day of January, 1969.

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Hereafter, one-third (1/3) of the Board of Directors, as near may be, shall be elected at the regular annual meeting of the members which will be held at Phoenix, Arizona, on the second Thursday in January of each year, commencing with the year 1970, and all directors shall be elected for a term of three (3) years, or until their successors are chosen.

The Board of Directors shall have the power to increase or decrease the Board within the limits above provided. The Board of Directors may also fill any vacancy which may occur in the Board of Directors pending the next annual meeting of the members of the corporation.

DKT 7430 PAGE 84

The Board of Directors shall have full power to adopt, alter and amend Bylaws, and to make proper rules and regulations for the safe, efficient and convenient transaction of the affairs of the corporation; to elect officers and to appoint or employ a managing director and such other agents and employees as the Board may deem necessary. Such officers, managing director, agents and employees need not be members of the Board of Directors.

#### ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time, shall be One Hundred Thousand Dollars (\$100,000.00), or such greater amount as shall be authorized by three-fourths (3/4) of the votes cast with respect thereto at any lawfully held meeting of the members of the corporation, and such action approved by the Arizona Corporation Commission.

#### ARTICLE X

This corporation does hereby appoint Daniel Cracchiolo, 3125 E. Hazlewood, Phoenix, Arizona, who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona, for and on behalf of said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action,

DKT 7430 PAGE 85

suit or proceeding that may be had or brought against said corporation in any of the courts of the said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon to have the same force and effect as if served upon the president and secretary of said corporation.

The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.

IN WITNESS WHEREOF, we, the undersigned, have hereunto signed our names this 9 day of January, 1969.

<u>Name</u>	<u>Address</u>
<u>Daniel Cracchio</u> Daniel Cracchio	<u>3125 E. Harvard</u> Phoenix, Arizona
<u>Hugh Connor</u> Hugh Connor	<u>3142 E. Harvard</u> Phoenix, Arizona
<u>Robert W. Malcolm</u> Robert W. Malcolm	<u>4613 N. 31st Way</u> Phoenix, Arizona
<u>Charles I. Creed</u> Charles I. Creed	<u>4609 N. 31st Way</u> Phoenix, Arizona
<u>Mike Mitchell</u> Mike Mitchell	<u>4513 N. 31st Place</u> Phoenix, Arizona
<u>Wilbur C. Webb</u> Wilbur C. Webb	<u>4614 N. 31st Place</u> Phoenix, Arizona
<u>Harvey Moynihan</u> Harvey Moynihan	<u>3136 E. Harvard</u> Phoenix, Arizona
<u>Robert Grey</u> Robert Grey	<u>3146 E. Harvard</u> Phoenix, Arizona
<u>Robert J. Adsit</u> Robert J. Adsit	<u>4609 N. 31st Place</u> Phoenix, Arizona



DKT 7430 PAGE 86

STATE OF ARIZONA )  
                          ) ss.  
County of Maricopa )

On this the 9th day of January, 1969, before me,  
the undersigned Notary Public, personally appeared

Daniel Cracchiolo, Hugh Connor, Robert W. Malcolm,  
Charles I. Creed, Mike Mitchell, Wilbur C. Webb,  
Harvey Moynihan, Robert Grey and Robert J. Adsit

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

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

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*Mary E. Ellingham*  
Notary Public

My Commission Expires:

Sept 5, 1972

DKT 7430 PAGE 87

Unofficial Document

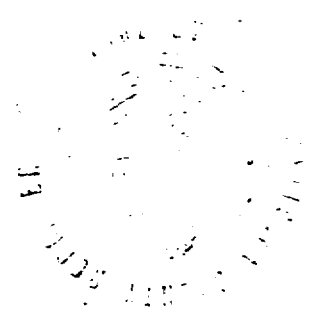
74950

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JAN 13 1969

At 1:30 P.M.  
Snell & Wilmer  
Address Suite 400, Security Bldg.  
Phoenix, Arizona 85004  
By Petra Gonzales  
Charles D. Hadley



204411

65333

STATE OF ARIZONA  
County of Maricopa ss  
I hereby certify that the within instrument was filed and recorded at request of

*Snell & Wilmer*

in Book 7430  
on page 78-87  
Witness my hand and official seal the day and year aforesaid.

Paul Ch. Wilcox  
County Recorder  
By *Ed Keller*  
Deputy Recorder

2 or