

AZ CORPORATION COMMISSION  
FILED



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APR 22 2014

FILE NO. 1920829.9

ARTICLES OF INCORPORATION  
OF  
CALLIANDRA ESTATES COMMUNITY ASSOCIATION, INC.

The undersigned, as incorporator, for the purpose of forming a nonprofit corporation (the "Corporation") under the laws of the State of Arizona, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Calliandra Estates Community Association, Inc.

ARTICLE II

Definitions

The 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 Calliandra Estates, as amended (the "Declaration"), now or hereafter recorded in the Official Records of Maricopa County, Arizona.

ARTICLE III

Duration

The Corporation shall exist perpetually.

ARTICLE IV

Purposes

The object and purpose for which the Corporation is organized is to provide for the management, maintenance and care of the Common Areas or other property owned by the Corporation and of property placed under the jurisdiction of the Corporation and to perform all duties and exercise all rights imposed upon, granted to or permitted to the Corporation by these Articles of Incorporation or by the Declaration, as amended from time to time.

The Corporation shall have to right to do and perform such acts and transact such business in connection with the foregoing objects and purposes as may be necessary, required or appropriate, and to transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time; provided, however, that such business shall conform with the tax-exempt organization requirements of Section 528 of the Internal Revenue Code of 1986, as amended.

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**ARTICLE V**  
**Character of Affairs**

The character of affairs that the Corporation initially intends to conduct in Arizona is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all of the Corporation's rights, powers and prerogatives under the Declaration. The Corporation does not contemplate pecuniary gain or profit to the members thereof.

**ARTICLE VI**  
**Membership/Voting Rights; Declarant Control**

The Corporation will have Members. As more particularly provided in the Declaration, each person or entity who is a record Owner of any Lot is entitled to membership and voting rights in the Corporation, and membership shall automatically be transferred to the new Owner upon the transfer of the Lot. Membership is appurtenant to, and inseparable from, ownership of the Lot. The Declaration provides for two (2) classes of Members in the Corporation with different voting rights. As provided in the Declaration, Declarant will be the Class B Member for a period of time as set forth in the Declaration and will be entitled to three (3) votes for each Lot it owns during the period that such Class B membership exists.

**ARTICLE VII**  
**Statutory Agent**

The name and address of the initial statutory agent of the corporation is Capital Consultants Management Corporation, a Nevada corporation, 8360 E. Via de Ventura Blvd., Suite L-100, Scottsdale, AZ 85258.

**ARTICLE VIII**  
**Board of Directors and Officers**

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board. The number of directors, who shall serve without compensation, shall be an odd number, not fewer than five (5) nor more than nine (9), as shall be specified in the Bylaws; except that the initial Board (which shall serve until the first vote for members of the Board after the Class B membership has been converted to Class A membership) shall consist of three (3) directors, each of whom shall be appointed by Declarant. Except for directors appointed by Declarant, each director shall be a Member or the spouse of a Member. If a director shall cease to meet such qualifications during his term, he will thereupon cease to be a director and his place on the Board shall be deemed vacant. A director shall serve his term until he resigns or is removed and his successor is elected and qualified. All directors other than those serving on the initial Board shall serve two-year terms. The following individuals shall serve as directors until their successors are elected and qualified:

Scott Ilizaliturri  
8767 E. Via de Ventura, Suite #390  
Scottsdale, AZ 85258

Rich Schoonmaker  
8767 E. Via de Ventura, Suite #390  
Scottsdale, AZ 85258

Bob Berger  
8767 E. Via de Ventura, Suite #390  
Scottsdale, AZ 85258

The Board shall have the power to adopt and amend Bylaws. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

Unless otherwise required by these Articles, the Declaration or by applicable law, the acts of a majority of the directors present at a meeting at which a quorum is present shall constitute an act of the Board.

The principal officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board may desire. All officers of the Corporation shall be elected by the Board of Directors. The officers of the Corporation shall have those powers, duties and responsibilities provided in the Bylaws.

#### **ARTICLE IX** **Incorporator**

The name and address of the incorporator are:

Scott Ilizaliturri  
8767 E. Via de Ventura, Suite #390  
Scottsdale, AZ 85258

#### **ARTICLE X** **Private Property**

The Members, directors and officers of the Corporation shall not be individually or personally liable for the debts or other liabilities of the Corporation, and the private property of the Members, directors and officers of the Corporation shall be forever exempt from corporate debts and liabilities of every kind whatsoever.

#### **ARTICLE XI** **Indemnification**

To the fullest extent permitted by law, including but not limited to Arizona Revised Statutes Section 10-3202(B)(2), as amended, the Corporation shall indemnify each of its committee

members, directors and officers, and its former committee members, directors and officers, against expenses incurred by them, including legal fees incurred by and judgments and penalties rendered or levied against, each such person in any legal actions brought against each such person for acts or omissions alleged to have been committed by such person while acting within the scope of such person's authority as a committee member, director or officer of this Corporation, or exercising the powers of the Board.

**ARTICLE XII**  
**Limitation of Director Liability**

No director of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for any action taken or failure to take any action as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Corporation or the Members; (c) a violation of Arizona Revised Statutes Section 10-3833 [Liability for Unlawful Distributions]; (d) an intentional violation of criminal law; or (e) any other matter set out in Arizona Revised Statutes Section 10-3202(B)(1), as amended, or otherwise in the law, as an act or omission for which liability of a director may not be eliminated or limited.

**ARTICLE XIV**  
**Known Place of Business**

The known place of business of the Corporation shall initially be located at 8767 E. Via de Ventura, Suite #390, Scottsdale, AZ 85258. The Corporation may establish such different or other offices or locations, both within and outside the State of Arizona, as the Board may from time to time designate.

**ARTICLE XV**  
**Amendments**

These Articles of Incorporation may be amended only with the approval of both (a) the Owners of at least two-thirds of the Lots, and (b) Declarant so long as there is a Class B Membership; except that Declarant, without approval of the Owners, may amend these Articles of Incorporation as may be required by HUD(FHA), VA, FHLMC or FNMA, or any government agency whose approval of the Project or certain aspects of the Project is required or requested or any federally chartered lending institution which requests such amendment as a condition to lending funds upon the security of the Lots, or as may be appropriate in the event of any such requested amendment to permit the Declarant to retain control of the Association and its activities until the Declarant's Class B Membership ceases.

**ARTICLE XVI**  
**Conflicts**

In the event of any conflict or inconsistency between the Declaration, as amended, and these Articles, as amended, the Declaration shall govern and control.

**ARTICLE XVII**  
**Distribution of Assets**

If the Corporation is dissolved, the assets of the Corporation shall be distributed in compliance with the laws of the State of Arizona to a public body or a nonprofit organization with similar purposes.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 22 day of April, 2014.

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

  
\_\_\_\_\_  
Scott Lizaliturri, Incorporator