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COMMISSION  
STATE OF AZ.

AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

FEB 13 2 33 PM '66

ARTICLES OF INCORPORATION

*Sonia Beer*  
*2/1/66*

183756-7 OF

FOUNTAIN HILLS UNIT OWNERS ASSOCIATION

APPR. DATE APR 27 1966  
FILED  
TERM  
DATE 2-27 TIME 2:33 PM '66

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Arizona, and for that purpose do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this corporation shall be FOUNTAIN HILLS UNIT OWNERS ASSOCIATION, and its principal place of business shall be in Maricopa County, Arizona.

ARTICLE II

This corporation is organized and shall be operated exclusively for pleasure, recreation and other non-profitable purposes. No part of the net earnings of this corporation shall ever inure to the benefit of any member.

The primary purposes and objectives of this corporation are and shall be, to encourage, promote, provide, maintain, organize, create, operate, construct, purchase, lease or acquire any and all kinds of recreational facilities, activities, or events for residents of FOUNTAIN HILLS CONDOMINIUM PROJECT, and to maintain the amenities of the common area of said project.

Other non-profitable purposes and objectives of this corporation are and shall be to:

- (a) promote the general improvement, safety, cleanliness and nice appearance of FOUNTAIN HILLS CONDOMINIUM PROJECT;
- (b) enforce, or assure the enforcements of deed restrictions, zoning laws, and other laws, ordinances and regulations which may be conducive to the orderly development of FOUNTAIN HILLS CONDOMINIUM PROJECT, and which may improve, preserve, and protect FOUNTAIN HILLS CONDOMINIUM PROJECT as a healthy, pleasant and peaceful residential area;

- (c) gather information and data for use by the corporation or its members regarding taxation, charges by public utilities, and services available to residents of FOUNTAIN HILLS CONDOMINIUM PROJECT through governmental or other agencies, and to use such data and information to assure fair and reasonable taxation and utility charges and the maintenance of a reasonable standard of governmental services to residents of FOUNTAIN HILLS CONDOMINIUM PROJECT;
- (d) encourage and promote hobbies, exercise, socials, education, the fine arts, and other activities for and among the residents of FOUNTAIN HILLS CONDOMINIUM PROJECT;
- (e) encourage, foster and promote service projects and related activities by, for and among residents of FOUNTAIN HILLS CONDOMINIUM PROJECT;
- (f) encourage and promote any activity, project or event which will be a source of pleasure or contribute to the happiness, well being, feeling of belonging, feeling of self worth, or satisfaction of residents of FOUNTAIN HILLS CONDOMINIUM PROJECT;

ARTICLE III

In pursuant of and for the accomplishment of the purposes and objectives set forth in Article II above, the corporation shall have and may exercise all corporate powers granted by the laws of the State of Arizona.

ARTICLE IV

The time of commencement of this corporation shall be the date on which the formation of this association becomes effective under the laws of the State of Arizona, and shall exist perpetually thereafter.

ARTICLE V

The membership of the corporation shall consist of those persons who now or hereafter may become members in accordance with the Bylaws of the corporation; provided, however, that membership may be terminated as provided in the Bylaws of the corporation.

ARTICLE VI

The affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than fifteen (15) in number, as fixed from time to time in the Bylaws, and such officers as the Board of Directors or members shall from time to time elect or appoint in keeping with the Bylaws. One person may hold more than one office unless the Bylaws provide otherwise. The initial Board of Directors shall be:

- |                        |   |
|------------------------|---|
| Michael A. DuBois      | 1540 E. McKellips<br>Mesa, Arizona 85203        |
| Christopher F. Kendall | 11407 S. 163rd Street<br>Gilbert, Arizona 85234 |
| Kandy K. Kendall       | 11407 S. 163rd Street<br>Gilbert, Arizona 85234 |

ARTICLE VII

The Directors of the corporation shall be elected during the month of September of each year. The Bylaws shall provide for the qualifications and the terms of Directors. The officers of the corporation shall be elected in such manner and for such terms of office as the Bylaws shall provide. Vacancies on the Board of Directors or among the officers of the corporation shall be filled in the manner provided in the Bylaws of the corporation.

ARTICLE VIII

The names and post office addresses of the incorporators of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. DuBois	1540 E. McKellips Mesa, Arizona 85203
Christopher F. Kendall	11407 S. 163rd Street Gilbert, Arizona 85234

ARTICLE IX

Unless and until the Bylaws otherwise provide, and subject to any limitations contained from time to time in the

Bylaws, the Board of Directors shall have power to adopt and amend Bylaws for the governing of the corporation, to fill the vacancies in its own membership and in the offices of the corporation as they occur and to appoint an executive committee and invest said committee with any and all powers of the Board of Directors which may be lawfully delegated.

ARTICLE X

The private property of the members, directors, and officers of this corporation shall be forever exempt from its corporate debts and obligations.

ARTICLE XI

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall not exceed ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

ARTICLE XII

The Bylaws may require the payment of an initial membership fee, which said fee, if required, shall constitute payment in full for membership in the corporation, and from and after that date the membership shall be non-assessable; provided, however, that the Bylaws may require the payment of monthly or annual dues or assessments and other charges or special assessments as a condition for the continuation of membership. Furthermore, if deed restrictions require or permit, the corporation may, to the extent permitted by such deed restriction and the Bylaws, enforce the payment of initiation fees, monthly or annual dues or assessments, and other charges or special assessment.

ARTICLE XIII

This corporation does hereby appoint, Westlyn C. Riggs, 1837 S. Mesa Drive, Mesa, Arizona 85202, for and in its behalf to accept and acknowledge service, and upon whom all necessary processes may be served in any action, suit or proceeding which may be brought against the corporation. The Board of Directors may revoke this appointment at any time and shall have power to fill any vacancy in any such position.

ARTICLE XIV

This corporation shall not have or issue shares of stock and no dividend may be paid and no part of the income or profit of this corporation may be distributed to its members, directors, or officers. However, this corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered.

## ARTICLE XV

This corporation may be dissolved by law or by the affirmative vote of three-fourths (3/4) of the members of this corporation at a validly-held meeting of the members wherein thirty (30) days written notice was given of the meeting of the members, wherein it was specified that dissolution of the corporation would be discussed and voted upon. In the event of dissolution of this corporation, the assets of the corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid and discharged or adequate provisions shall be made for the liabilities and obligations.
2. Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Assets received and held by the corporation, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to conveyed to one of more domestic or foreign corporations, societies, or organizations engaged in activities and having purposes substantially similar to that of this corporation.
4. All other assets of the corporation shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities and having purposes considered to be charitable, religious, eleemosynary, benevolent, or educational, upon the unanimous decision of the Board of Directors. In the event the Board of Directors are unable to unanimously agree to the distribution of the assets within ninety (90) days after the vote for dissolution, then all assets hereunder shall be transferred to the Boy Scouts of America.

IN WITNESS WHEREOF, we hereunto subscribe our signature on this 31st day of January, 1986.

Michael A. Dubois  
Michael A. DuBois

Christopher F. Kendall  
Christopher F. Kendall

STATE OF ARIZONA)  
  )ss.  
County of Maricopa)

Before me, the undersigned Notary Public, personally appeared Michael A. Dubois and Christopher F. Kendall, acknowledge that they signed the foregoing Articles of Incorporation for the purposes therein contained, on this 31st day of January, 1986.

My Commission Expires:

My Commission Expires Feb. 14, 1987

Nancy C Palmer  
Notary Public