

AZ. CORP. COMMISSION
FILED

FEB 16 1995

ARTICLES OF INCORPORATION
OF
NORTH PHOENIX MIRAMONTE HOMEOWNERS ASSOCIATION,
an Arizona non-profit corporation

APPR. L. Kessler
DATE 2-29-95
07369337

In compliance with the requirements of §10-1002, et seq., Arizona Revised Statutes, as may from time to time be amended, the undersigned, all of whom are of full legal age, have voluntarily associated themselves on the date set forth below for the purpose of forming an Arizona non-profit corporation. All of the undersigned incorporators certify and adopt the following Articles of Incorporation ("Articles"):

ARTICLE I

NAME AND TERM

The name of the corporation is North Phoenix Miramonte Homeowners Association, Inc. ("Association"). The Association shall exist perpetually.

ARTICLE II

DEFINED TERMS

Terms in all capital letters used in these Articles without definition shall have the meanings specified for those terms in the Declaration of Homeowner Benefits and Covenants, Conditions, and Restrictions for Heights and Manor at Miramonte recorded in Document No. 96-075705, Official Records of Maricopa County, Arizona ("Declaration"). In the case of any conflict between the Articles and the Declaration, the Declaration shall control. As used in these Articles of Incorporation, the term "Association Property" shall mean the COMMON AREA, all other real and personal property, if any, owned by the Association or placed under its jurisdiction, all property and improvements within the PROPERTY used in common by and for the benefit of the OWNERS of LOTS, and any additions to any of the foregoing as may be brought within the jurisdiction of the Association pursuant to the Declaration.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 2005 West 14th Street, Suite 100, Tempe, Arizona, 85281.

ARTICLE IV

STATUTORY AGENT

Lynn T. Ziolk, Esq., whose address is 101 North First Avenue, Suite 2700, Phoenix, Arizona 85003-1973, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is appointed and designated as the Statutory Agent for the corporation for the State of Arizona, upon whom service of process may be made. This appointment may be revoked at any time by the Board of Directors of the Association by the filing of the appointment of another Statutory Agent.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the ownership, management, maintenance, and care of the Association Property and for the administration of the affairs of the Association, as described in the Declaration. In furtherance of, and in order to accomplish these objectives and purposes, the Association may transact any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time, including the power to indemnify the Directors, officers, MEMBERS, employees, or agents of the Association in the manner specified in the Bylaws. All business transacted by the Association shall be transacted in such a way so as to further its tax-exempt status as an association under the Internal Revenue Code, if the Association so elects to be treated as such a tax-exempt organization. The Association shall come into existence on the date of the filing of these Articles with the Arizona Corporation Commission.

ARTICLE VI

MEMBERSHIP

1. Identity of Members. The Association shall be a non-stock corporation. No dividends or pecuniary profits shall be paid at any time to its MEMBERS. Membership in the Association shall be limited to OWNERS of LOTS. An OWNER of a LOT shall automatically, upon becoming the OWNER of such LOT, become a MEMBER of the Association and shall remain a MEMBER of the Association until such time as his ownership ceases, for any reason, at which time his membership in the Association shall automatically cease.

2. Transfer of Membership. Membership in the Association shall be appurtenant to each LOT, and a membership in the Association shall not be transferred, pledged, or alienated in any way, except: (i) upon the sale of a LOT, and then only to the purchasers; (ii) by intestate succession or testamentary disposition, and then only to the heir; (iii) foreclosure of mortgage (or similar security instrument) of record, and then only to the successful bidder or foreclosing party; or (iv) other legal process. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association.

3. First Annual Meeting. The first annual meeting of the MEMBERS of the Association shall be held on January 31, 1996, or at such other date designated by the Board of Directors; however, the first annual meeting of the MEMBERS of the Association shall in no event be held later than one (1) year after the date of the close of escrow on the first LOT sold by the DECLARANT to an OWNER.

ARTICLE VII

VOTING RIGHTS

1. Classes of Members. The Association shall have two classes of voting membership, Class A and Class B.

2. Class A. Class A members shall be all OWNERS of LOTS with the exception of the DECLARANT. Each Class A member shall be entitled to one (1) vote for each LOT owned.

3. Class B. The Class B member shall be the DECLARANT. The Class B member shall be entitled to three (3) votes for each LOT owned. The Class B membership shall cease and be converted to Class A membership upon the expiration of the period of DECLARANT CONTROL.

4. Cumulative Voting. There shall be no cumulative voting on any matter related to the administration or organization of the Association or its matters.

ARTICLE VIII

BOARD OF DIRECTORS

1. Number and Affairs. The affairs of the Association shall be conducted by a Board of Directors of the Association (sometimes individually or collectively called "Board," "Directors," "Director," or "Board of Directors") and such

officers and committees as the Board may elect and appoint. The Board of Directors shall be elected by the MEMBERS, and Board of Directors elections may be conducted by mail. So long as there is a Class B membership in the Association, the Directors need not be MEMBERS of the Association. After the termination of the Class B membership, all Directors must be MEMBERS of the Association. The Board may increase the number of Directors on the Board; however, the number of Directors must always be an odd number and may not exceed seven (7) Directors. The number of Directors constituting the initial Board shall be three (3), one of which shall serve a three (3) year term, one of which shall serve a two (2) year term, and one of which shall serve a one (1) year term. All additional Directors that may be added from time to time to the Board (i.e., in addition to the initial three (3) and up to seven (7) members) will serve three (3) year terms. The names and addresses of the initial Board of Directors of the Association are as follows:

<u>Name</u>	<u>Mailing Address</u>
Joseph C. Thompson (3 year term)	2005 West 14th Street Suite 100 Tempe, Arizona 85281
Brady Zimmerman (2 year term)	2005 West 14th Street Suite 100 Tempe, Arizona 85281
James Arneson (1 year term)	2005 West 14th Street Suite 100 Tempe, Arizona 85281

The initial Directors shall serve for the terms specified below their names or until their successors have been elected and qualified. Successor Directors to the initial Directors also will serve the one, two, or three year terms specified above.

2. Bylaws. The Board is expressly authorized to adopt bylaws for the Association ("Bylaws"), by a majority vote of the Board, at a regular or special meeting.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the affirmative assent given in writing and signed by not less than two-thirds (2/3) of the authorized votes of each class of MEMBERS. Upon dissolution of the Association, other than incidental 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, the assets shall be granted, conveyed, or assigned to any non-profit corporation, association, trust, or other organization to be devoted to a similar purpose or purposes.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the affirmative assent of at least seventy-five percent (75%) of the authorized votes of each class of MEMBERS.

ARTICLE XI

INCORPORATORS

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


<u>Name</u>	<u>Mailing Address</u>
Joseph C. Thompson	2605 West 14th Street Suite 100 Tempe, Arizona 85281

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership in the Association and if either FHA or VA financing is applicable to all or any portion of the PROPERTY, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration, if applicable: (i) annexation of additional properties; (ii) mergers and consolidations; (iii) mortgaging of COMMON AREA; (iv) dedication of COMMON AREA; and (v) dissolution and amendment of these Articles of Incorporation.

For the purpose of forming this non-profit corporation under the laws of the State of Arizona, the undersigned, constituting all of the incorporators of the Association, has executed these Articles of Incorporation as of February 15, 1995.



Joseph C. Thompson, Incorporator

STATE OF ARIZONA)
)ss.
County of Maricopa)

On this, the 15th day of February, 1995, before me, the undersigned Notary Public, personally appeared Joseph C. Thompson, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

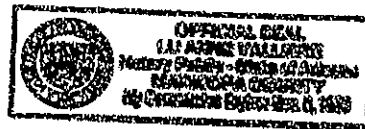
IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My Commission Expires:

November 8, 1998



LAW OFFICES

RYLEY, CARLOCK & APPLEWHITE

A PROFESSIONAL ASSOCIATION

SUITE 2700

101 NORTH FIRST AVENUE

PHOENIX, ARIZONA 85003-1973

TELEPHONE 602 / 255-7701

TELECOPIER 602 / 247-8088

FRANCIS J. RYLEY
(1907-1922)

GEORGE READ CARLOCK
WILLIAM F. WILDER
W. JOHN LISCHER
CHARLES L. CHESTER
DAVID L. CASH
MICHAEL J. BROPHY
CHARLES W. WHEDEVINE
WILLIAM A. CONNEALY
MARK V. SCHEZMLE
RICHARD N. MORRISON
RICHARD E. ONEY
LINDA S. DUTTE
SUSAN M. MUKAI
BRENDA MADDY WHINERY
JOHN C. LENASTER
LINDA K. MILES
JOHN A. HINN
PATRICK J. DUFFY
WILLIAM B. MCMAHON
ARTHUR J. SOROUQUE
BRIAN J. JORDAN
CATHERINE BERGIN YALUNG
JAMI L. SCHULMAN

SAM R. APPLEWHITE, III
N. WARNER LEE
JAMES D. O'NEIL
JAMES T. BROPHY III
NATHAN R. NIENLUTH
ROBERT J. MOHLMAN
CLARKE M. GREGG
NORMAN O. JAMES
JOHN J. FRISB
MICHAEL D. MOBERLY
MICHAEL D. RIPP
SHERYL A. TAYLOR
LYNN THOMAS ZIOLKO
BARRY A. SANDERS
DAVID E. SHEIN
JOHN H. PEARCE
ROBERT L. STEWART, JR.
WILLIAM A. RICHARDS
WERNER J. MEYER
T. TROY McEMMAN
JAY L. SHAPIRO
GREGORY R. MOORE

SCOTTSDALE OFFICE

GAINRY WHICH CORPORATE CENTER
4777 NORTH HAYDEN CENTER DRIVE
SUITE 128

SCOTTSDALE, ARIZONA 85250-0124
TELEPHONE 602 / 944-1007
TELECOPIER 602 / 848-2024

SUN CITY OFFICE

DELL PLAZA PROFESSIONAL BLDG.
10481 KILMER ROAD
SUITE 1001

SUN CITY, ARIZONA 85062-4012
TELEPHONE 602 / 513-0134
TELECOPIER 602 / 577-8363

February 16, 1995

REPLY TO: Phoenix

WRITER'S DIRECT LINE:

Arizona Corporation Commission
Incorporating Division, First Floor
1300 West Washington
Phoenix, Arizona 85007

Re: North Phoenix Miramonte Homeowners Association,
Inc., an Arizona non-profit corporation
("Corporation")

Dear Sir or Madam:

I, Lynn T. Ziolk, Esq., of Ryley, Carlock & Applewhite, having been designated as Statutory Agent for the Corporation, consent to act in that capacity until my renewal or resignation is submitted in accordance with the Arizona Revised Statutes. My address is 101 North First Avenue, Suite 2700, Phoenix, Arizona 85003-1973.

Sincerely,

Lynn T. Ziolk
Lynn T. Ziolk

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION**

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-129 & 10-1084

PLEASE SEE REVERSE SIDE

**North Phoenix Mirazote
Homeowners Association, Inc.**
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT

- A. No persons serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:**
- 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction, or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in items A.1 through A.3 above, the following information MUST be attached:

- 1. Full name and prior name(s) used
- 2. Full birth name.
- 3. Present home address
- 4. Prior addresses (for immediate preceding 7-year period).
- 5. Date and location of birth
- 6. Social Security number
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-129 01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name, including alias and address of each person involved.
- 3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalty of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY _____ DATE _____

TITLE _____

BY _____ DATE _____

TITLE _____

BY Joseph C. Thompson DATE 12/31/94
TITLE Joseph C. Thompson, Incorporator

FISCAL DATE: December 31, 1994