

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF AMENDMENT, 11/25/1987

consisting of 2 pages, is a true and complete copy of the original of said document on file with this office for:

FAIRWAY VI ASSOCIATION
ACC file number: 01189423

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
July 12, 2018.



A handwritten signature in black ink, appearing to read "Ted Vogt".

Ted Vogt, Executive Director

By: A handwritten signature in blue ink, appearing to read "Kamillah R. Harris".

KAMILAH R. HARRIS

118942-3

AZ STATE COMMISSION
POP. STATE OF AZ.
FILED

Nov 25 12 02 PM '87

APPR. *Eather Thomas*
DATE APR 12-28-87
TERM
DATE

ARTICLES OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

That at a regular meeting of the Board of Directors of the FAIRWAY VI ASSOCIATION, an Arizona non-profit corporation, which meeting was duly called for and held in Mesa, Arizona, on the first day of October, 1987, and at which meeting a quorum of the Board of Directors was present, Article VIII of the Articles of Incorporation of this corporation was amended to add the following:

"ARTICLE VIII

The personal liability of a director to this corporation or its members for monetary damages for breach of fiduciary duty as a director is eliminated to the extent provided by A.R.S. Section 10-1005 and 10-1029, and amendments thereto."

Pursuant to A.R.S. Section of 10-1034(A)(2), this amendment was adopted by act of the Board of Directors.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment by its President and Secretary this 13 day of OCT, 1987.

FAIRWAY VI ASSOCIATION

By *M. A. Jacobs*
President

ATTEST:

Mervin Brown
Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing Articles of Amendment was acknowledged
before me this 14th day of October, 1987, by Mervin Brown +
M. A. Jacobs and _____, President and
Secretary, respectively, of FAIRWAY VI ASSOCIATION, an Arizona
non-profit corporation, being thereunto duly authorized.

Carolyn M. Centan
Notary Public

My Commission Expires:
4/09/89

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 10/27/1978

consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

FAIRWAY VI ASSOCIATION
ACC file number: 01189423

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
July 12, 2018.



A stylized signature of Ted Vogt, Executive Director.

Ted Vogt, Executive Director

By: A handwritten signature in blue ink, reading "Kamillah R. Harris".

KAMILAH R. HARRIS

ARTICLES OF INCORPORATION
OF
FAIRWAY VI ASSOCIATION

We, the undersigned, hereby voluntarily associate ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:

FAIRWAY VI ASSOCIATION *ohj-*

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as the same may be amended from time to time, including but not limited to providing a convenient means of administering that condominium known as Golden Hills Fairway Plat 6 ("the condominiums"), subject to a Declaration of Horizontal Property Regime and of Covenants, Conditions and Restrictions for Golden Hills Fairway Plat 6 now or hereafter recorded in the records of the County Recorder, Maricopa County, Arizona, these Articles of Incorporation and the Bylaws of the Corporation.

As provided in, and pursuant to, the above described Declaration (hereinafter sometimes referred to as the "Declaration") this Corporation shall, to the extent permitted by applicable law, serve as a governing body for all of the Owners of the Units for the maintenance, repair, replacement, administration and operation of the general common elements of the condominium and the performance of such duties and functions, and the exercise of such rights, as are given and assigned to the Corporation by the Declaration as the same may hereafter be amended, and this Corporation shall not engage in any other business or activity.

In the conduct of its business, this Corporation, to the extent authorized by its Board of Directors, shall be empowered to do all things that a private person or individual might do under the laws of the State of Arizona, including but not limited to the following:

- (a) To make and collect assessments against members to defray the costs of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

(b) To maintain, operate, repair, rehabilitate, restore, make replacements to, and provide for the operation and management of the condominium property and all buildings, structures and improvements thereon.

(c) To pay all taxes and assessments, if any, which may properly be levied against properties of this Corporation, and to repair, rehabilitate and restore all buildings, structures and improvements on said property.

(d) To insure the condominium property and all buildings and structures thereon against such risks as the Board of Directors shall determine, or as may be required of it by existing laws or declaration of covenants, conditions and restrictions.

(e) To make and amend rules and regulations respecting the use of the condominium property, the conduct of persons thereon, and otherwise in connection with the condominium.

(f) To impose liens against individual Units to secure the payment of obligations due from the Owners thereof, and to collect, sue, foreclose or otherwise enforce, compromise, release, satisfy and discharge such demands and liens in accordance with the Declaration.

(g) To do all things necessary to carry out and to enforce the terms and provisions of the Declaration, and to pay all maintenance, operating and other costs and to do all things and acts which in the sole discretion of the Board of Directors shall be deemed to be in the best interests of the members of this Corporation or for the peace, comfort, safety or general welfare of the members of this Corporation, all in accordance with the Declaration.

(h) To contract for the management of the condominium and to delegate to the management entity such powers and duties as determined by the Board of Directors, subject to the provisions of the Declaration, these Articles, and the Bylaws of this Corporation.

(i) To purchase or otherwise acquire title to Units or to hold and exercise options to purchase the same, and to lease Units in this Corporation's name as lessee, and to sell and lease, or to grant options to lease and purchase Units; and, if this Corporation becomes the owner or lessee of a Unit, to assume, agree to perform and to perform all of the obligations of an Owner or lessee thereof, and to assume and agree to pay any mortgage or trust deed constituting a lien upon the Unit.

(j) To enter into, perform and carry out leases and contracts of any kind necessary to or in connection therewith or incidental to the accomplishment of any one or more of the objects and purposes of this Corporation.

(k) To make refunds of excess payments or charges to members as provided for in the Declaration or the Bylaws.

(l) To lend or invest its working capital and reserves with or without security.

(m) In general to do and perform such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary and required.

ARTICLE III

INITIAL BUSINESS

The character of business that the Corporation initially intends to actually conduct in this state is the administration of the condominiums referred to above.

ARTICLE IV

MEMBERSHIP

No stock shall be issued by this Corporation, no dividends or pecuniary profit shall be paid to or inure to the benefit of its members. The initial member of this Corporation shall be the Declarant under the Declaration ("the initial member"). Further membership shall be limited to the title owners of the condominium units and any undivided interest appurtenant thereto under the horizontal property regime referred to in Article II above. Upon purchase of such a condominium unit, the purchaser thereof shall become a member in this Corporation and such owner shall remain a member of this Corporation until such member's death, or until such time as such member's condominium is conveyed, at which time such member's membership in this Corporation shall automatically cease. No certificates of membership shall be issued and memberships shall be evidenced by an official list of the owners, which list shall be kept by the Secretary of this Corporation. No membership shall exist in any other person or persons except as it may arise in substitution for an outstanding membership.

Except as otherwise provided in the following paragraph, each member, including the initial member, shall be entitled to one vote for each condominium unit owned by such member. In the event any condominium is owned by two or more persons, whether by joint tenancy, tenancy in common, community property, or otherwise, the membership as to such condominium shall be joint and a single membership for such

condominium shall be issued in the names of all such owners, and they shall designate to this Corporation, in writing, at the time of issuance, one of their number who shall hold the membership and have the power to vote said membership. In the absence of such designation and until such designation is made, the Board of Directors of the Corporation shall make such designation. Voting may be in person or by proxy, but proxy shall be valid only for the particular meeting designated therein and must be filed with the Secretary of the Corporation before the appointed time of the meeting.

Notwithstanding anything else contained in this Article relating to membership and voting rights by members of the Corporation, until such time as otherwise provided in the Declaration relating to the subdivision, all memberships other than those memberships held by the initial member shall be non-voting memberships unless the initial member, in writing, permits such memberships to be counted in connection with any vote of the members which it deems appropriate. The giving of such permission by the initial member shall not be deemed to imply any further permission in connection with subsequent votes.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors. The Board of Directors shall be composed of not less than three (3) members nor more than seven (7) members. The Board of Directors shall be elected annually by the voting members at the annual meeting of the members of this Corporation, except that at such time as all memberships obtain voting rights hereunder, the initial member may unilaterally elect the initial Owner-Board of Directors. The annual meeting of the members of the Corporation and annual meetings of the Board of Directors of the Corporation shall be held on such date of each calendar year as shall be specified in the Bylaws, provided that the first annual meeting of the members shall be held no sooner than sixty (60) days after all memberships obtain voting rights under Article IV above. Until the first annual meeting of the members and until their successors are designated or elected and qualified, the following persons who were elected at a meeting of the incorporators held at Phoenix, Arizona on the 12 day of October, 1978, shall constitute the Board of Directors of this Corporation:

Jack S. Lake

4605 E. Palo Verde Drive
Phoenix, Arizona 85018

Gary Driggs

7510 N. Shadow Mountain Road
Paradise Valley, Arizona 85253

Clark P. Cederlof

6423 N. 52nd Place
Paradise Valley, Arizona 85253

Except for directors designated herein, each director shall be an Owner of a Unit or the spouse of an Owner. If an Owner is a corporation, partnership or trust, the director may be an officer, director, partner, beneficiary, or trustee of such Owner. 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 vacated. Subject to the provisions set forth above, the Directors shall be elected at the annual meeting of the Corporation and shall hold office until the next annual meeting or until their successors have been elected and qualified. The above Directors shall hold office until their successors are duly elected and qualified. The Board of Directors shall have the power to adopt the Bylaws and to amend and rescind same as set forth therein. Any and all vacancies on the Board of Directors, or in any office, may be filled by the remaining Directors and the person so chosen to fill a vacancy shall serve during the unexpired term of his predecessor or until his successors shall be elected and qualified.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by officers elected by the Board of Directors at its first meeting, and each successive meeting of the Board of Directors following the annual meeting of the members of the Association, or at other meetings called for such purpose, which officers shall serve at the pleasure of the Board of Directors. The officers shall consist of a President, Vice President, Secretary, and Treasurer. The initial officers of the Corporation shall be:

Jack S. Lake	-	President
Gary Driggs	-	Vice President
Clark P. Cederlof	-	Secretary/Treasurer

who shall serve until their successors are appointed and qualified. Except for the initial officers designated herein, or their successors named by the initial member, each officer shall be an Owner of a Unit or the spouse of an Owner (or if an Owner is a corporation, partnership or trust, the officer may be an officer, director, partner, beneficiary, or trustee of such Owner).

VII

CONTEMPLATED MERGERS

It is contemplated that this Corporation may at some time in the future elect to merge with another corporation or corporations now or hereafter established in connection with the sale of Units in Golden Hills Fairway Plats 5, 7 & 8. Any such merger may be approved and consummated by a vote of the majority of the Board of Directors of the

Corporation and certified by the Secretary of the Corporation. No further action will be required to consummate any such merger. All assessments required of owners of lots located within Golden Hills Fairway Plats 5, 6, 7 or 8 shall be related to expenses incurred by any such merged corporation in connection with labor performed or materials supplied to such subdivision area, or allocated to each such area by the Board of Directors, in case of labor and materials supplied to all such areas.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE IX

DISSOLUTION

Upon the dissolution of this Corporation, whether resulting from voluntary action on the part of the Board of Directors, court orders, lapse of time, or otherwise, no part of the remaining assets of the Corporation, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past member, Director or officer, but the whole of such remaining assets shall be distributed by the Directors in cash or in kind absolutely and without possibility of reversion, as absolute gifts without return consideration, direct or indirect, in such amounts and proportions as the Directors shall determine, to such corporations, clubs or associations which are exempt from taxation under the provisions of Section 501 of the Internal Revenue Code of 1954 as now or hereafter amended. The determination of the Directors with respect to all such distributions shall be final.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended by an affirmative vote of the majority of members entitled to vote at any meeting called for such purpose. To the extent allowed by law, notice of any such proposed meeting and the contents of any proposed amendment need be given only to members entitled to vote and may be mailed, postage prepaid, to such voting members no earlier than thirty (30) days nor

later than five (5) days prior to the date of such meeting and said notice may be waived by written waiver of all members entitled to vote, or notice of such meeting may be given by any other lawful means in accordance with Arizona law.

ARTICLE XI

STATUTORY AGENT

The name and address of the Corporation's initial statutory agent is SWL STATUTORY AGENT SERVICES, INC., an Arizona corporation, 2100 First National Bank Plaza, 100 West Washington, Phoenix, Arizona 85003.

ARTICLE XII

KNOWN PLACE OF BUSINESS

The address of the Corporation's known place of business shall be located within Maricopa County, Arizona, but other offices may be established and maintained within the State of Arizona at such places as the Board of Directors may designate where meetings of the members of the Association and Directors may be held.

ARTICLE XIII

INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Preston J. Steenhoek	8100 North Third Avenue Phoenix, Arizona 85021
A. Ennis Dale	1312 West Hayward Phoenix, Arizona 85021

All powers, duties and responsibilities of the incorporators shall cease upon filing of these Articles of Incorporation by the Arizona Corporation Commission.

DATED: October 12, 1978.


PRESTON J. STEENHOEK


A. ENNIS DALE

INCORPORATORS

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 12th
day of October, 1978, by PRESTON J. STEINBECK.

Walter M. Mackay
Notary Public

My commission expires:

December 11, 1980

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 12th
day of October, 1978, by A. ENNIS DALE.

Walter M. Mackay
Notary Public

My commission expires:

December 11, 1980

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 07/27/01 BY
60322 UCBAW/SJS
EXCEPT WHERE SHOWN
OTHERWISE

118942

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FD 12/31

RR

FILED

OCT 27 1978

2:45 pm
AT Phoenix, Arizona IN FRONT OF
Richard Long, Clerk of Court
ADDRESS 2100 North Central Expressway
Phoenix, Arizona 85016
BY Virginia E. Hunt
A. C. Anderson, Jr. SECRETARY

RA 84467