

**Articles of Incorporation
Lookout Mountain Villas**

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)
James M. Mitchell, Esq.)
7720 East Redfield Road)
Suite # 12)
Scottsdale, Arizona 85260)

ARTICLES OF INCORPORATION
OF
LOOKOUT MOUNTAIN VILLAS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned persons, all of whom are residents of Arizona, have this day voluntarily associated themselves together, for the purpose of forming a corporation under and pursuant to the rules of the State of Arizona, in order to properly carry out the duties of the co-owners of a horizontal property regime set forth in A.R.S. §33-561 (Laws 1962) to-wit: make provision for maintenance of common elements, limited common elements, assessment of expenses, payment of losses, disposition of hazard insurance proceeds and to provide By-Laws, rules and regulations, and for any other lawful purposes of a non-profit corporation hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: LOOKOUT MOUNTAIN VILLAS, hereinafter referred to as "Association".

ARTICLE II

This corporation is organized pursuant to the general non-profit corporation laws of the State of Arizona; pursuant to the Horizontal Property Regime recorded in Docket pages , Maricopa County Recorder.

ARTICLE III

The names and addresses of the Incorporators are as follows:

Leon DonGhia	722 East Eugie Avenue Phoenix, Arizona 85022
Lee Roehlke	809 East Eugie Avenue Phoenix, Arizona 85022
Sarah Hoover	813 East Eugie Avenue Phoenix, Arizona 85022

ARTICLE IV

The number of Directors of this corporation to act initially shall be three (3), but the number may be increased

to an odd number not more than seven (7), by the By-Laws duly adopted. The Incorporators shall serve as Directors until the election and qualification of their successors.

ARTICLE V

The principal place of business of the corporation shall be in the City of Phoenix, Arizona, but the corporation may establish other offices within Maricopa County, Arizona, as the By-Laws may provide.

ARTICLE VI

The general nature of the business of the corporation to be transacted and the objectives and purposes of the corporation shall be as follows:

A. To operate and/or maintain certain property and improvements owned in common by the co-owners of apartments within the following described premises:

The Villages Tract B. set forth on the Plat of Record, Book of Maps, Page with Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions recorded in Docket pages, all of the records of Maricopa County Recorder, Arizona.

B. To maintain and otherwise manage and protect all commonly owned elements located upon said property. To repair, maintain, rehabilitate and restore the real property and any improvements located thereon; to impress liens against the individual residence units and their fractional ownership interests in the land, to secure the payment of obligations due from the owners thereof to the corporation, and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; to take any action necessary to enforce the covenants, conditions, restrictions and reservations which at present or in the future affect said property described in Article VI, Paragraph A. above, either by recording restrictions, By-Laws of the corporation, rules and regulations of the corporation, or in any other way created; and in addition thereto, to do any and all lawful things and acts which the corporation, at any time, and from time to time, shall, in its discretion, deem to be to the best interests of the members of the corporation, and to pay all costs and expenses in connection therewith and in connection with any and all purposes of the corporation, and further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the corporation under and by virtue of any covenant, condition, restriction, reservation, charge or assessment

affecting said property or any portion thereof, and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the corporation, and further, to do any and all things and exercise all rights and powers permitted to non-profit corporations under the laws of the State of Arizona.

C. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purpose of the corporation.

D. To borrow and loan money, and give, take and hold security and collateral; to execute, make and issue and to take and receive bonds, notes, debentures, mortgages, pledges and other evidence of indebtedness and security of any and all kinds whatsoever, in furtherance of any or all of the objects of its business, only with the consent of two-thirds (2/3rds) of the Association members.

E. To make contracts of all kinds and descriptions with third parties, firms and corporations.

F. To do and perform any and all acts and things and to transact any business, not inconsistent with law, which may be necessary, incidental to or convenient in carrying out any of the business or purposes of the corporation.

ARTICLE VII

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association shall be limited to record owners (co-owners) of equitable title (or legal title if the equitable title has merged) of apartments constructed or planned to be constructed or planned to be constructed on the property described above. A co-owner of an apartment shall automatically, upon becoming the co-owner of an apartment be 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 said Association shall automatically cease. Nothing herein is intended to include as members of the Association persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be evidenced by an official list of said members, which list shall be kept by the Secretary of the Association. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any apartment.

In the event such apartment is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each dwelling unit shall be joint and a single membership for such dwelling shall be issued in the names of all, and they shall designate to the Association in writing at the time of issuance one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, they shall lose their right to vote on the matter in question.

ARTICLE VIII

The time of commencement of this corporation shall be the date upon which these Articles of Incorporation are filed with the Arizona Corporation Commission, and its duration shall be perpetual until dissolved or terminated as provided by law.

ARTICLE IX

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than seven (7) members, except for the initial Directors as provided in Article IV above, and such other Officers as the Board of Directors may select from their membership from time to time, including a President, a Vice-President, a Secretary and a Treasurer. The same person may hold any two offices, except the President may not at the same time hold the office of the Vice-President or Secretary.

The Directors shall be elected by the members of the Association at the first and each ensuing annual meeting thereof, as provided for in the By-Laws of this corporation. The Directors must be members of the Association. In addition to those eligible to be a Director, as indicated above, any Director, Officer, employee of a corporation, which is a member of the Association, shall be eligible to be a Director of the Association upon being so authorized by said member corporation. The Board of Directors will adopt By-Laws for the corporation and such By-Laws may be amended, supplemented, repealed or suspended and new By-Laws may be adopted as provided for therein.

ARTICLE X

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and approved by the laws of the State of Arizona. The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, except that additional amounts may be authorized by an affirmative vote

✓ of two-thirds (2/3rds) of the members of the Association.

ARTICLE XI

The private property of each and every Officer, Director and member of the Association of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XII

This corporation hereby appoints JAMES M. MITCHELL, Attorney at Law, 7720 East Redfield Road, Suite # 12, Scottsdale, Arizona 85260, who is now and has been for more than three (3) years last past, a bona fide resident of the State of Arizona, as its lawful Statutory Agent, upon whom all notices and processes, including service of Summons, may be served, and which when so served, shall be lawful, personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filing of such appointment shall revoke this or any other previous appointment of Statutory Agent.

ARTICLE XIII

The Annual Meetings of the members of the Association shall be on the third Tuesday in February of each year. If the day for the Annual Meeting is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Or, said Annual Meeting shall be held at such other time as shall be specified by the By-Laws of this corporation duly adopted or amended. Any such amendment of the By-Laws, thus duly adopted, changing the date of the Annual Meeting shall be valid and effective without the necessity of amending the Articles of Incorporation of the corporation. The Annual Meetings of the Board of Directors and the members of the Association shall be held at the office of the corporation or at such other office or offices at such other places within the County of Maricopa, State of Arizona, as may be designated by the Board of Directors. There shall be no fewer than two (2) meetings of the Board of Directors during each fiscal year.

ARTICLE XIV

The corporation shall not execute or file for record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.

ARTICLE XV

These Articles of Incorporation may be amended by the affirmative vote of seventy-five percent (75%) of the entire membership. All amendments must comply with the recorded deed restrictions applicable thereto.

ARTICLE XVI

Subject to the terms of the Amended Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions described in Article VI, Paragraph A. above, the Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the entire membership. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to devote to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 10th day of November, 1980.

Leon Donghia
LEON DONGHIA

Lee Roehlke
LEE ROEHLKE

Sarah Hoover
SARAH HOOVER

STATE OF ARIZONA]
] ss.
County of Maricopa]

This instrument was acknowledged before me the undersigned Notary Public this 10th day of November, 1980, by Leon DonGhia, Lee Roehlke and Sarah Hoover.

WITNESS my hand and official seal.

My Commission Expires:

My commission expires Dec. 13, 1992

Donald R Hoover
Notary Public