

Articles
Of
Incorporation

ARTICLES OF FOURTH AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SCOTTSDALE ADOBE RANCH TOWNHOMES HOMEOWNERS ASSOCIATION

AZ CORP COMMISSION
FOR THE STATE OF AZ.
FILED

AUG 5 9 16 AM '93

APPR *Scottsdale Adobe Ranch*
DATE APR 2-30 4250
TERM _____
DATE _____ TIME _____
192446-8

The undersigned corporation, pursuant to A.R.S. Section 10-1033 et seq, has adopted the following Articles of Fourth Amendment to Articles of Incorporation.

I

The Articles of Incorporation of Scottsdale Adobe Ranch Townhomes Homeowners Association, filed on September 25, 1987, and published, as previously amended by Articles of Amendment to Articles of Incorporation, filed January 19, 1987, and published, by Articles of Second Amendment to Articles of Incorporation, filed May 5, 1989, and published, and by Articles of Third Amendment to Articles of Incorporation, filed February 18, 1993, and published, are hereby amended as follows:

1. "Article VI Membership" is hereby amended to read as follows:

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the corporation, and no dividends or pecuniary profits shall be paid to its members. Membership in the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to the members as defined in the Declaration. An owner of a lot shall automatically, upon becoming the owner of a lot, be a member of the corporation, and shall remain a member of the corporation until such time as his ownership ceases for any reason, at which time his membership in the corporation shall automatically cease. No certificates of membership shall be issued. Membership shall be evidenced by an official list of the members, which list shall be kept by the Secretary of the corporation. 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. Membership shall be appurtenant to, and may not be separated, from ownership of any lot.

2. In the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall govern and control.

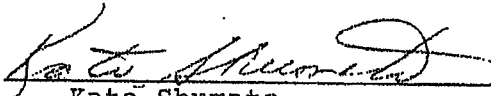
Except as set forth above, the Articles of Incorporation of Scottsdale Adobe Ranch Townhomes Homeowners' Association, as previously amended, remain unchanged and in full force and effect.

II

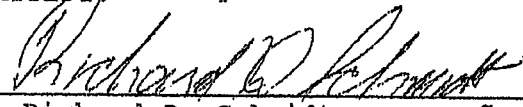
The Articles of Fourth Amendment to Articles of Incorporation set forth above were adopted by the members of the corporation at a regular meeting of said members duly called and held on May 3, 1993.

Dated this 19th day of July, 1993.

SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS' ASSOCIATION

By 
Kate Shumate, President

ATTEST:


Richard D. Schmidt, Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 19th day of July, 19 93, by Kate Shumate, President, and Richard D. Schmidt, Secretary, of SCOTTSDALE ADOBE RANCH TOWNHOMES HOMEOWNERS' ASSOCIATION, on behalf of the Association.


Notary Public

My Commission Expires:
11/06/96

ARTICLES OF THIRD AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SCOTTSDALE ADOBE RANCH TOWNHOMES HOMEOWNERS ASSOCIATION

62 STATE COMMISSION
FOR THE STATE OF
ARIZONA

FEB 18 3 33 PM '92

APPROVED
DATE APR 29 1992 FILED
TERM
DATE TIME

1924468

The undersigned corporation, pursuant to A.R.S. Section 10-1033 et seq, has adopted the following Articles of Third Amendment to Articles of Incorporation.

I

The Articles of Incorporation of Scottsdale Adobe Ranch Townhomes Homeowners' Association, filed on September 25, 1987, and published, as previously amended by Articles of Amendment to Articles of Incorporation, filed January 19, 1987, and published, and by Articles of Second Amendment to Articles of Incorporation, filed May 5, 1989, and published, are hereby amended as follows:

"Article IX Board of Directors" is hereby amended to reduce the required number of directors from nine (9) to five (5).

Except as set forth above, the Articles of Incorporation of Scottsdale Adobe Ranch Townhomes Homeowners' Association, as previously amended, remain unchanged and in full force and effect.

II

The Articles of Third Amendment to Articles of Incorporation set forth above were adopted by the members of the corporation at a regular meeting of said members duly called and held on May 1, 1992.

Dated this 30th day of December, 1992.

SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION


By Kathleen Shumate
Kathleen Shumate, President

ATTEST:

James J. Walton
James J. Walton, Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 30th
day of December, 1992, by Kathleen Shumate, President,
and James J. Walton, Secretary, of SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION, on behalf of the Association.


Notary Public

My Commission Expires:

11/06/96

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

MAY 5 12 50 PM '89

APPR
DATE
TERM
DATE TIME

192446-8

STATE OF ARIZONA
ARTICLES OF SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
TO
SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Section 10-1035, Arizona Business Act, the undersigned corporation adopts the attached Articles of Second Amendment to its Articles of Incorporation:

I

The following sets forth the Second Amendment to the Articles of Incorporation which was adopted by the members of this corporation:

RESOLVED, that the date as set forth under ARTICLE VII, Class B., 2., shall be changed from May 1, 1989, to May 1, 1991.

Except as set forth in this first paragraph to the Articles of Second Amendment of this corporation, and except as set forth in the Articles of Amendment to Articles of Incorporation filed on September 25, 1987, and published, the Articles of Incorporation filed January 19, 1987, and published, shall remain as originally written.

II

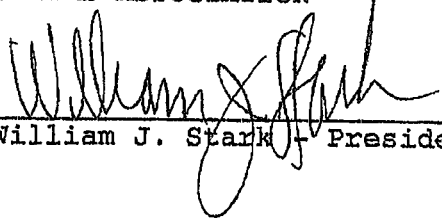
The Second Amendment set forth in the first paragraph hereof was adopted by the members of the corporation at a

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. . .
. . .

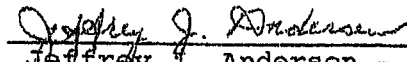
special meeting of said members duly called and held

DATED this 26 day of APRIL, 1989.

SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION

By 
William J. Stark - President


ATTEST:


Jeffrey J. Andersen - Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 26th day of April, 1989,
before me, the undersigned Notary Public, personally appeared
WILLIAM J. STARK and JEFFREY J. ANDERSEN, who acknowledged
themselves to be the President and Secretary, respectively, of
SCOTTSDALE ADOBE RANCH TOWNHOMES HOMEOWNERS ASSOCIATION, and
that they, as such officers, being authorized so to do,
executed the foregoing instrument for the purposes therein
contained.

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


Notary Public

My Commission Expires:
5-2-89

STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION

RECORDING COMMISSION
STATE OF AZ.
FILED
SEP 25 3 27 PM '87
F. A. Kneuder
DATE 10-16-87
TERM
DATE
192446-8

Pursuant to the provisions of Section 10-1035, Arizona Business Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

I

The following sets forth the Amendment to the Articles of Incorporation which was adopted by the members of this corporation:

RESOLVED, that ARTICLE V of the Articles of Incorporation of this corporation shall be amended to read as follows:

"The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within the following described premises and any additions thereto as may hereafter be brought within the jurisdiction of this corporation:

PHASE I

A portion of Parcel 14B of Scottsdale Adobe Ranch Townhomes as recorded in Book 306, Page 45, County Recorders Office, Maricopa County, Arizona, more particularly described as follows:

Commencing at the Southwest corner of Tract 'J' of said Scottsdale Adobe Ranch Townhomes; thence North 13°29'58" East along the West boundary line of said Scottsdale Adobe Ranch Townhomes a

distance of 652.85 feet; thence South 51°17'02" East along the Northeasterly line of said Scottsdale Adobe Ranch Townhomes a distance of 440.16 feet; thence South 00°02'53" West along the East line of said Scottsdale Adobe Ranch Townhomes a distance of 108.41 feet; thence North 89°57'07" West along the Northerly line of Lot 24 of said Scottsdale Adobe Ranch Townhomes and the extension thereof a distance of 129.00 feet; thence South 00°02'53" West along the Easterly line of Tract 'L' of said Scottsdale Adobe Ranch Townhomes a distance of 36.00 feet; thence North 89°57'07" West along the Southerly line of said Tract 'L' a distance of 90.00 feet; thence North 13°51'57" East along the westerly line of said Tract 'L' a distance of 28.92 feet; thence continuing along the Westerly line of said Tract 'L' North 13°29'58" East a distance of 72.00 feet; thence North 76°30'02" West along the Southerly line of said Tract 'L' a distance of 90.00 feet; thence South 13°29'58" West along the Easterly right-of-way line of 117th Place a distance of 368.21 feet to a point on a tangent curve concave Easterly having a radius of 25.00 feet; thence southerly along said curve through a central angle of 41°54'06" an arc length of 18.28 feet to a point on a curve concave Northerly whose radius bears North 10°54'24" East a distance of 570.00 feet; thence Westerly along said curve, said curve also being the Northerly right-of-way line of Sahuaro Drive through a central angle of 13°40'46" an arc length of 136.09 feet to the point of beginning.

Said parcel contains 3.095 acres."

Except as set forth in this first paragraph to the Articles of Amendment of this corporation, the Articles of Incorporation filed January 19, 1987, and published, shall remain as originally written.

II

The Amendment set forth in the first paragraph hereof was adopted by the members of the corporation at a special meeting of said members duly called and held September 8, 1987.

DATED this 22nd day of September, 1987.

SCOTTSDALE ADOBE RANCH
TOWNHOMES HOMEOWNERS
ASSOCIATION

BY James I. Sorensen
James I. Sorensen - President

ATTEST:

William J. Stark
William J. Stark - Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 22nd day of September, 1987, before me, the undersigned Notary Public, personally appeared JAMES I. SORENSEN and WILLIAM J. STARK, who acknowledged themselves to be the President and Secretary, respectively, of SCOTTSDALE ADOBE RANCH TOWNHOMES HOMEOWNERS ASSOCIATION, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

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

Susan A. Swan
Notary Public

My Commission Expires:

January 14, 1990

ARTICLES OF INCORPORATION

OF

SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION

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

JAN 19 1 38 PM '87
APP. *F. L. Krause*
DATE *1-30-87*
TERM ---
DATE ---

192446

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, all of whom are residents of the State of Arizona, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

SCOTTSDALE ADOBE RANCH TOWNHOMES
HOMEOWNERS ASSOCIATION

ARTICLE II

NONPROFIT CORPORATION

The corporation is organized pursuant to the general not-for-profit corporation laws of the State of Arizona.

ARTICLE III

INCORPORATORS - INITIAL DIRECTORS

The names and post office addresses of the incorporators and initial directors are as follows:

James E. Gillanders	2402 S. Central Avenue Phoenix, Arizona 85004
William J. Stark	2402 S. Central Avenue Phoenix, Arizona 85004

James I. Sorensen

2402 S. Central Avenue
Phoenix, Arizona 85004

The number of directors of this corporation to act initially shall be three (3). The initial directors above named shall serve until the election of their successors.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located in the City of Scottsdale, Arizona, but the corporation may establish other offices within the State of Arizona, County of Maricopa, and hold its meetings at such places within the State of Arizona, County of Maricopa, as the Bylaws may provide.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within the following described premises and any additions thereto as may hereafter be brought within the jurisdiction of this corporation:

PARCEL 14B

A portion of the West half of the Southeast quarter of Section 22, Township 3 North, Range 5 East of the Gila and Salt River Base and Meridian, more particularly described as follows:

Commencing at the South quarter corner of said Section 22; thence North $00^{\circ}03'27''$ East along the North-South midsection line of said Section 22, a distance of 915.44 feet to a point on the centerline of Saguaro Drive as recorded in Book 298, Page 38, M.C.R.; thence North $66^{\circ}07'50''$ East along said centerline a distance of 23.48 feet to a point of curvature concave Southerly whose

radius bears South 23°52'10" East a distance of 400.00 feet; thence Easterly along the arc of said curve through a central angle of 48°27'20" a distance of 338.28 feet; thence South 65°24'50" East a distance of 509.59 feet; thence North 24°35'10" East a distance of 30.00 feet to a point on the North right-of-way line of Saguaro Drive and the true point of beginning; thence North 13°29'58" East a distance of 652.85 feet to a point on the Southerly right-of-way line of the C.A.P. Canal; thence south 51°17'02" East along said Southerly right-of-way, a distance of 440.16 feet to a point on the East line of the West half of the Southeast quarter of Section 22; thence South 00°02'53" West along said East line a distance of 411.82 feet; thence North 89°51'39" West a distance of 259.72 feet to a point of curvature concave northerly whose radius bears North 00°08'21" East a distance of 570.00 feet; thence Westerly along the arc of said curve through a central angel of 24°26'49" East a distance of 243.21 feet to the true point of beginning.

Containing 5.527 acres net.

PARCEL 15

A portion of the West half of the Southeast quarter of Section 22, Township 3 North, Range 5 East of the Gila and Salt River Base and Meridian, more particularly described as follows:

Commencing at the South quarter corner of said Section 22; thence North 00°03'27" East along the North-South midsection line of said Section 22, a distance of 64.94 feet; thence South 89°56'33" East a distance of 30.00 feet to a point 65.00 feet North of the south line of the Southeast quarter of said Section 22 also being the monument line of Shea Boulevard; thence South 89°49'11" East on the North right-of-way line of Shea Boulevard, 65.00 feet North of and parallel with the South line of the Southeast quarter, a distance of 713.00 feet to the true point of beginning; thence North 00°10'55" East a distance of 440.00 feet; thence North 17°31'21" East a distance of 189.73 feet to a point on the south right-of-way line of Saguaro Drive as recorded in Book 298, Page 38 also being a point of curvature

concave Northerly whose radius bears North 24°35'10" East a distance of 630.00 feet; thence Easterly along the arc of said curve through a central angle of 24°26'49" a distance of 268.81 feet; thence South 89°51'39" East a distance of 229.82 feet; thence south 00°02'53" West along a line 30.00 feet West of and parallel to the East line of the West half of the Southeast quarter, a distance of 564.98 feet; thence North 89°49'11" West along a line parallel with and 65.00 feet North of the South line of the Southeast quarter of said Section 22, a distance of 548.46 feet to the true point of beginning.

Containing 7.169 acres net.

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

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain document entitled Scottsdale Adobe Ranch Townhomes Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the County Recorder of Maricopa County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
3. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
4. Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

7. Possess and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Arizona by law may now or hereafter possess or exercise.

ARTICLE VI

MEMBERSHIP

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the corporation, and no dividends or pecuniary profits shall be paid to its members. Membership in the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or legal title if the equitable title has merged) of the lots located on the property described above, and any additions thereto as may hereafter be brought within the jurisdiction of this corporation. An owner of a lot shall automatically, upon becoming the owner of a lot, be a member of the corporation, and shall remain a member of the corporation until such time as his ownership ceases for any reason, at which time his membership in the corporation shall automatically cease. Nothing herein is intended to preclude as members of the corporation persons or entities who hold an interest merely as security for the performance of an obligation. No certificates of membership shall be issued. Membership shall be evidenced by an official list of the members which list shall be kept by the Secretary of the corporation. 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 lot.

ARTICLE VII

VOTING RIGHTS

The corporation shall have two (2) classes of voting membership.

Class A. Class A members shall be all owners as defined in Article VI, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot or residence owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
2. On May 1, 1989

The presence at a meeting of members entitled to cast, or of proxies entitled to be cast, one-third (1/3) of the vote of each class of members shall constitute a quorum.

ARTICLE VIII

DURATION

This corporation shall have perpetual life.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors consisting of nine (9) members, except for the initial directors as provided in ARTICLE III

above, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold the offices of Secretary and Treasurer.

The Directors shall be elected by the Members of the corporation at the first and each ensuing annual meeting thereof, as provided for in the Bylaws of this corporation. The Directors need not be members of this corporation. The Board of Directors will adopt Bylaws for the corporation and such Bylaws may be amended, supplemented, repealed or suspended and new Bylaws may be adopted as provided for therein.

ARTICLE X

PRIVATE PROPERTY EXEMPTION

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 XI

STATUTORY AGENT

This corporation hereby appoints Richard B. Sanders, 101 N. First Avenue - Suite 2900, Phoenix, Arizona 85003, 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 filling of such other appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be

dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS

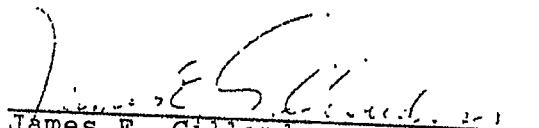
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

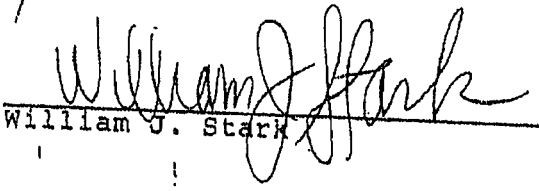
ARTICLE XIV

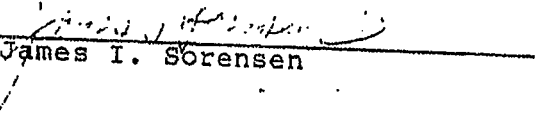
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment to these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 21st day of August, 1986.

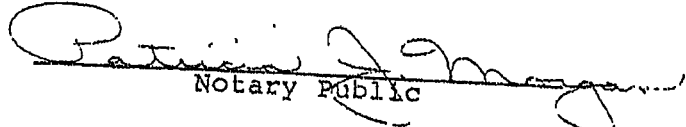

James E. Gillanders


William J. Stark


James I. Sorensen

STATE OF ARIZONA)
County of Maricopa) ss.

This instrument was acknowledged before me by
James E. Gillanders, William J. Stark and James I. Sorensen
this 21st day of August, 1986.


Notary Public


My Commission Expires:

May 2, 1989

ACCEPTANCE OF APPOINTMENT

BY STATUTORY AGENT

Pursuant to the provisions of Section 10-055, Arizona Revised Statutes, the undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 21st day of August, 1986.


Richard B. Sanders
Teilborg, Sanders & Parks, P.C.
101 N. 1st Avenue - Suite 2900
Phoenix, Arizona 85003