

AZ CORPORATION COMMISSION
FILED



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AUG 29 2007

ARTICLES OF INCORPORATION
OF

FILE NO. 1389833-2 MONTEVISTA COMMUNITY ASSOCIATION

The undersigned, as incorporator, for the purpose of forming a nonprofit corporation (the "Corporation") under the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Montevista Community Association.

ARTICLE II

Definitions

The capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Montevista, as amended (the "Declaration"), now or hereafter recorded in the Official Records of Maricopa County, Arizona.

ARTICLE III

Duration

The Corporation shall exist perpetually.

ARTICLE IV

Purposes

The object and purpose for which the Corporation is organized is to provide for the management, maintenance and care of the Common Areas or other property owned by the Corporation and of property placed under the jurisdiction of the Corporation and to perform all duties and exercise all rights imposed upon, granted to or permitted to the Corporation by these Articles of Incorporation or by the Declaration, as amended from time to time.

The Corporation shall have to right to do and perform such acts and transact such business in connection with the foregoing objects and purposes as may be necessary, required or appropriate, and to transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time; provided, however, that such business shall conform with the tax-exempt organization requirements of Section 528 of the Internal Revenue Code of 1986, as amended.

REJ
9-4-07

TR
01710681
9-6-07
TR

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ARTICLE V
Character of Affairs

The character of affairs that the Corporation initially intends actually to conduct in Arizona is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all of the Corporation's rights, powers and prerogatives under the Declaration. The Corporation does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE VI
Membership/Voting rights; Declarant Control

As more particularly provided in the Declaration, each person or entity who is a record Owner of any Lot is entitled to membership and voting rights in the Corporation, and membership shall automatically be transferred to the new Owner upon the transfer of the Lot. Membership is appurtenant to, and inseparable from, ownership of the Lot. The Declaration provides for two (2) classes of members in the Corporation with different voting rights. As provided in the Declaration, Declarant will be the Class B Member for a period of time and will be entitled to three (3) votes for each Lot it owns.

ARTICLE VII
Statutory Agent

The name and address of the initial statutory agent of the corporation is CT Corporation System, 3225 North Central Avenue, Phoenix, Arizona 85012.

ARTICLE VIII
Board of Directors and Officers

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board. The number of directors, who shall serve without compensation, shall be an odd number, not fewer than five (5) nor more than nine (9), as shall be specified in the Bylaws; except that the initial Board (which shall serve until the first vote for members of the Board after the Class B membership has been converted to Class A membership) shall consist of three (3) directors, each of whom shall be appointed by Declarant. Except for directors appointed by Declarant, each director shall be a Member or the spouse of a Member. 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 vacant. A director shall serve his term until he resigns or is removed and his successor is elected and qualified. All directors other than those serving on the initial Board shall serve two-year terms. The following individuals shall serve as directors until their successors are elected and qualified:

Greg Nelson
14350 N. 87 Street, #310
Scottsdale, Arizona 85260

Jon Peterson
14350 N. 87 Street, #310
Scottsdale, Arizona 85260

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Ross White
14350 N. 87 Street, #310
Scottsdale, Arizona 85260

The Board shall have the power to adopt and amend Bylaws. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

Unless otherwise required by these Articles, the Declaration or by applicable law, the acts of a majority of the directors present at a meeting at which a quorum is present shall constitute an act of the Board.

The principal officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board may desire. All officers of the Corporation shall be elected by the Board of Directors. The officers of the Corporation shall have those powers, duties and responsibilities provided in the Bylaws.

ARTICLE IX **Incorporator**

The name and address of the incorporator are:

Greg Nelson
14350 N. 87 Street, #310
Scottsdale, Arizona 85260

ARTICLE X **Private Property**

The Members, directors and officers of the Corporation shall not be individually or personally liable for the debts or other liabilities of the Corporation, and the Private Property of the members, directors and officers of the Corporation shall be forever exempt from corporate debts and liabilities of every kind whatsoever.

ARTICLE XI **Indemnification**

To the fullest extent permitted by law, including but not limited to Arizona Revised Statutes Section 10-3202(B)(2), as amended, the Corporation shall indemnify each of its committee members, directors and officers, and former committee members, directors and officers, against expenses incurred by them, including legal fees incurred by and judgments and penalties rendered or levied against, each such person in any legal actions brought against each such person for acts or omissions alleged to have been committed by such person while acting within the scope of such person's authority as a committee member, director or officer of this Corporation, or exercising the powers of the Board.

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ARTICLE XII
Limitation of Director Liability

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any action taken or failure to take any action as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Corporation or the members; (c) a violation of Arizona Revised Statutes Section 10-3833 [Liability for Unlawful Distributions]; (d) an intentional violation of criminal law; or (e) any other matter set out in Arizona Revised Statutes Section 10-3202(B)(1), as amended, or otherwise in the law, as an act or omission for which liability of a director may not be eliminated or limited.

ARTICLE XIV
Known Place of Business

The known place of business of the Corporation shall initially be located at 14350 N. 87 Street, #310, Scottsdale, Arizona 85260. The Corporation may establish such different or other offices or locations, both within and outside the State of Arizona, as the Board may from time to time designate.

ARTICLE XV
Amendments

These Articles of Incorporation may be amended only with the approval of both (a) the Owners of at least two-thirds of the Lots, and (b) Declarant so long as there is a Class B Membership; except that Declarant, without approval of the Owners, may amend these Articles of Incorporation as may be required by HUD(FHA), VA, FHLMC or FNMA, or any government agency whose approval of the Project or certain aspects of the Project is required or requested or any government agency which requests such amendment as a condition of approving the Articles, or any federally chartered lending institution which requests such amendment as a condition to lending funds upon the security of the Lots, or as may be appropriate in the event of any such requested amendment to permit the Declarant to retain control of the Association and its activities until the Declarant's Class B Membership ceases.

ARTICLE XVI
Conflicts

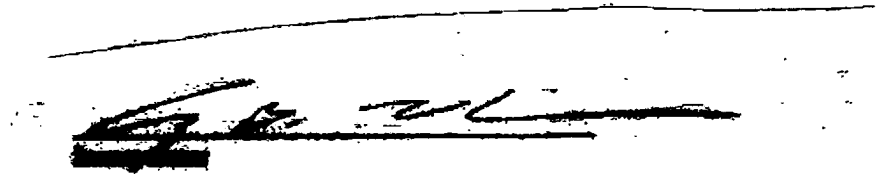
In the event of any conflict or inconsistency between the Declaration, as amended, and these Articles, as amended, the Declaration shall govern and control.

ARTICLE XVII
Distribution of Assets

If the Corporation is dissolved, the assets of the Corporation shall be distributed in compliance with the laws of the State of Arizona to a public body or a nonprofit organization with similar purposes.

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IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 2007.

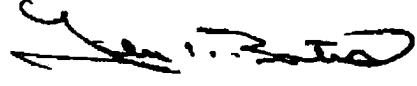
A large, dark, handwritten signature is written across the page, positioned below the witness text. The signature is somewhat obscured by a horizontal line that appears to be a scanning artifact or a separator line.

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CONSENT OF STATUTORY AGENT

CT Corporation System, having been designated to act as statutory agent of Montevista Community Association, hereby consents to act in that capacity until removed or until resignation is submitted in accordance with the Arizona Revised Statutes.

CT CORPORATION SYSTEM

By: 
Terrie Bates
Its: Asst. Secy

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Montevista Community Association
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. 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. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. 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 wherein 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?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

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

D. The fiscal year end adopted by the corporation is December 31st

Under penalties 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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 8/10/07
TITLE PRESIDENT

BY [Signature] DATE 8/10/07
TITLE Vice President

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate piece of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: Must be executed by any two executive officers or directors.

COMMISSIONERS
MIKE GLEASON - Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE



BRIAN C. MCNEIL
Executive Director

LINDA FISHER
Director, Corporations Division

ARIZONA CORPORATION COMMISSION

September 10, 2007

FILE COPY

GALLAGHER & KENNEDY
ATTN: KERI K ADICKES
2575 E CAMELBACK RD
PHOENIX, AZ 85016

RE: MONTEVISTA COMMUNITY ASSOCIATION
File Number: 13898332

We are pleased to notify you that your Articles of Incorporation HAVE BEEN APPROVED for the entity referenced above.

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona as filed with the Commission, for three (3) consecutive publications. A list of acceptable newspapers in each county is attached and is available on the Commission web site. Please make sure the newspaper publishes the corporation documents using the exact name filed with the Commission. Publication must be completed WITHIN SIXTY (60) DAYS and an affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from September 10, 2007, which is the date the document was processed and approved for filing by the Commission.

Most corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Should the report fail to arrive approximately two months prior to the due date, contact the Commission. Corporations must notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

Periodically check Commission records regarding your corporation at www.azcc.gov/corp. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
Jeremiah Weiner
Examiner, Corporations Division