

ARTICLES OF INCORPORATION

OF

HILLCREST BAY MOBILE MANOR HOMEOWNERS ASSOCIATION

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, and for that purpose hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: HILLCREST BAY MOBILE MANOR HOMEOWNERS ASSOCIATION, hereinafter referred to as "Association".

ARTICLE II

This corporation is organized pursuant to the general non-profit corporation laws of the State of Arizona.

ARTICLE III

The name and post office addresses of the incorporators are as follows:

JOE CUMMINS

P.O. Box 35, Hillcrest Bay
Parker, Arizona 85344

ART LESTER

Lot 80, Hillcrest Bay Mobile Manor
Parker, Arizona 85344

ARTICLE IV

The number of directors of this corporation to act initially shall be three (3) but such number may be changed by the By-Laws duly adopted. The following persons were elected on April 24, 1977 at Havasu Springs, Arizona, to serve as Directors until the election of their successors:

ELLIOTT OLDS Lot 78, Hillcrest Bay Mobile Manor
Parker, Arizona 85344

POLLY WALTERS P. O. Box 39, Hillcrest Bay
Parker, Arizona 85344

JIM REDPATH Lot 84, Hillcrest Bay Mobile Manor
Parker, Arizona 85344

ARTICLE V

The principal place of business of the corporation shall be Lot 255, Hillcrest Bay Mobile Manor, Parker, Arizona, but the corporation may establish other offices within Yuma and Mohave 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 own, operate and maintain certain property and improvements to be used in common by and for the benefit of the lot owners constructed within the following described premises:

LOTS 2 through 273 inclusive, HILLCREST BAY MOBILE MANOR, being known and described as single family residential lots, according to the Plat recorded in Book 5 of Plats, Page 106 thereof, in the office of the County Recorder of Yuma County, Arizona.

B. To accept such property and improvements as may be conveyed to the corporation and to improve, light, provide for, beautify, manage, repair and maintain the streets therein, parking areas, all recreational and open areas. To pay all taxes and assessments, if any, which may properly be levied against such property or other property acquired by or owned by the corporation. To repair, maintain, rehabilitate and

restore the real property and any improvements located thereon; to impress liens against the individual residence lots and their fractional ownership interests in the corporation 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, restrictions, reservations and conditions 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 condition, covenant, 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, including the power to mortgage or encumber any property owned by it.

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 take and receive bonds, notes, debentures, mortgages, pledges and other evidences 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 (2/3) 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.

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 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 lots, houses or mobile homes constructed or planned to be constructed on the property described above. An owner of a lot shall automatically, upon becoming the owner of a lot, 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 any may not be separated from ownership of any lot.

In the event such lot 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 unit shall be issued in the name of all, and they shall designate to the Association in writing at the time of issuance one of the co-owners who shall 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 the Articles of Incorporation are filed with the Arizona Corporation Commission and shall be perpetual thereafter, according to 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 nine (9) 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 that 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, other than those named in Article IV above, must be members of the Association. In addition to those eligible to be a Director, as indicated above, any Director, officer or 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 (2/3) of the members of the Association.

ARTICLE XI

Any mortgage by the Association of the common area shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII

This corporation hereby appoints HOMER W. FORRESTER, Attorney at Law, 2026 McCulloch Blvd., #C, Post Office Box 2085, Lake Havasu City, Arizona, 86403, who is now and had 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 XIII

The first annual meeting of the members of the Association of the corporation shall be held within sixty (60) days from the date hereof. Thereafter, the annual meeting of the members of the Association shall be on the First Tuesday in April of each year. If the day for the annual meeting of the members 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 amendments of the By-Laws, thus duly adopted, changing the date of the annual meetings 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 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 Yuma or Mohave, State of Arizona, as may be designated by the Board of Directors. There shall be no less than two meetings of the Board of Directors during each fiscal year.

ARTICLE XIV

This 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

The corporation shall have power to 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

A. C. C. - INCORPORATING DIV.
RECEIVED
JUN 6 1977
DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING.

110372

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

JUN 8 1977

At 11:20 a.m. at request of
Homer W. Forrester
Address 2026 McCulloch Blvd.
Lake Havasu City, Az. 86403
By Yolanda Mansfield SECRETARY
Donald E. Vance