

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HILLCREST IMPROVEMENT ASSOCIATION**

These Amended and Restated Articles of Incorporation of the Corporation shall replace and supersede the Articles of Incorporation of the Corporation adopted on July 10, 1967, and filed with the Arizona Corporation Commission on July 19, 1967, and all amendments thereto.

ARTICLE I

The name of this Corporation shall be Hillcrest Improvement Association ("Corporation") and its principal place of business shall be 13824 N. Medinan Dr., Phoenix, Arizona 85022, but other offices may be designated and established within Maricopa County, Arizona, at such places as its Board of Directors ("Board") may determine.

ARTICLE II

This Corporation has been formed as a non-profit corporation under the laws of the State of Arizona for the purpose of doing all things necessary for the general benefit and welfare of the lot owners ("Members") in its community known as Hillcrest, a planned community governed by the Arizona Planned Community Act; to provide for the protection, maintenance, repair and rehabilitation of the grounds, properties and lots in and of Hillcrest; to maintain and enforce the standards and Declaration of Restrictions ("Declaration") in force from time-to-time governing all property and lots therein; to provide funds for the foregoing objects by means of assessments against each lot in Hillcrest as herein provided; to borrow money to assist in the funding of such objects; to adopt bylaws, rules and regulations for enforcement of the deed and other restrictions in the Declaration, including the levy of fines and liens for violation thereof deemed necessary and expedient by the Board; and to do all things necessary and incident to the foregoing purposes in accordance with the laws of Arizona.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The Corporation shall appoint and maintain a statutory agent for the service of process and other purposes as may be required by law. The current statutory agent is Beth Mulcahy of Mulcahy Law Firm, P.C., 3001 East Camelback Road, Suite 130, Phoenix, AZ 85016.

ARTICLE V

The affairs of this Corporation shall be conducted by the Board consisting not less than three or more than nine directors all to be elected from the Members of the Corporation at its annual meeting to be held as further provided in the Bylaws. At its first regular meeting following the annual meeting of the Members, the Board shall elect officers from its directors, consisting of a President, Vice President, Secretary and Treasurer. The same person may hold the office of Secretary and Treasurer if so designated by the Board. Any vacancy on the Board occurring by reason of the death, disability, resignation or disqualification of any director may be appointed from the Corporation's Members by the remaining directors, such replacement director to serve for the unexpired term of his or her predecessor. The Board shall have the power and authority to adopt, amend and rescind the Bylaws, and any rules and regulations adopted by the Board, to appoint from the directors an Executive Committee and to vest the Executive Committee with all powers granted to the Board.

The following seven (7) persons shall constitute the Board of Directors of the Association until the next annual meeting of the members or until their successors are duly elected and qualify are as follows:

Michael C. Gallaga, 20 E. Tam-O-Shanter, Phoenix, AZ 85022
Steven Fairbanks, 14024 N. Medinan Dr., Phoenix, AZ 85022
Lynn Graham, 111 E. Calavar Rd., Phoenix, AZ 85022
Karen Yore, 13 E. Piping Rock Rd., Phoenix, AZ 85022
Dave Dix, 13821 N. Medinan Dr., Phoenix, AZ 85022
Sharon Legge, 122 E. Piping Rock Rd., Phoenix, AZ 85022
David Hendrickson, 27 E. Tam-O-Shanter, Phoenix, AZ 85022

ARTICLE VI

The total amount of indebtedness for borrowed money to which the Corporation may be subject at any one time is \$50,000.

ARTICLE VII

The property of Members, directors and officers of the Corporation shall forever be exempt from the debts and obligations of the Corporation except as herein set forth.

ARTICLE VIII

All owners of lots in Hillcrest shall be Members of the Corporation and entitled to vote at duly convened meetings of Members for each lot owned, limited however to one vote for each lot owned. Membership in the Corporation shall terminate immediately upon a Member's transfer of his or her lot or lots.

ARTICLE IX

To carry out the purposes of the Corporation and paying the necessary expenses thereof and funding of a reserve for replacements and repair of properties of the Corporation, the Board shall levy assessments upon each lot in Hillcrest, subject to and as further provided by the Declaration approved from time-to-time by the Members. The Corporation has a lien upon the lots for the payment of assessments, as further provided by the Declaration and Arizona statutes.

ARTICLE X

None of the revenue of the Corporation shall inure to the benefit, or be distributable to, any of its Members, directors, officers or other persons except for payment of expenses of the Corporation approved by the Board and for payment of reasonable compensation for services rendered to the Corporation. The Corporation shall not spend any of its funds for any political purposes, for support of any candidate for public office nor any cause or activity which is not permitted to be expended by any entity exempt from income taxation under any federal, state or municipal law.

ARTICLE XI

To the extent permitted by and in accordance with the terms of any applicable state, local or federal law, the Corporation shall indemnify and hold harmless each of the officers and directors of its Board, each Member, and each employee or agent acting within the scope of his/her employment or agency, against and from any liability and reasonable expenses of defending against any such liability, including reasonable attorney fees, incurred by reason of him or her serving as such director, officer or otherwise acting on behalf of the Corporation. This indemnity shall not apply where such liability is the result of fraud, gross negligence or bad faith of such director, officer, Member, employee or agent. If there is a disagreement as to the application of this indemnity, the Board (by a majority vote of the directors not parties to the proceeding) shall make a good faith determination as to its applicability and such determination shall be final, except as otherwise provided by applicable law.

ARTICLE XII

The name and address of the original incorporators of the corporation are: Dell Traylor, 3049 N. 62nd Street, Scottsdale, Arizona, C. Tim Rodgers, 8237 East Highland, Scottsdale, Arizona, and Clyde Moslander, 125 East Lona Lane, Phoenix, Arizona. All powers, duties and responsibilities of the incorporators ceased at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE XIII

These Articles may be amended by the Board of Directors. The Association may be dissolved in accordance with the provisions of the Nonprofit Corporation Act.

The undersigned officers of the Corporation certify that the forgoing Amended and Restated Articles of Incorporation of the Corporation were approved by resolution of the Board of Directors of the Corporation on February 13, 2018.

Dated: February 13, 2018

Hillcrest Improvement Association

By Michael C. Gallaga, President
Michael C. Gallaga

By Karen Yore, Secretary
Karen Yore