This notation added June 19, 2006 – These Articles of Incorporation are distributed to the members for disclosure purposes only, and do NOT overrule the Covenants, Conditions & Restrictions (CC&R) or the Bylaws of Pinetop Country Club Village.

ARTICLES OF INCORPORATION

OF

PINETOP COUNTRY CLUB VILLAGE HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

ARTICLE I

The name of the Corporation shall be: PINETOP COUNTRY CLUB VILLAGE HOMEOWNERS ASSOCIATION.

ARTICLE II

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

ARTICLE III

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

The Corporation initially intends to own, operate and/or maintain certain property and improvements to be used in common for the benefit of the owners of residences constructed within the following described premises:

Lots 1 - 39 inclusive~ Pinetop Country Club Village, a subdivision of Navajo County, Arizona,

and to enforce all or any of the covenants, conditions and restrictions of a certain Declaration of Covenants, Conditions and Restrictions filed by Pioneer National Trust Company of Arizona, as Trustee under Trust No. 10,809 with the Department of Real Estate on August 25, 1970, Docket 326, pages 576 through and including page 598, and to enforce and require adherence to such matters and things as shall be directly or indirectly related to the intent and purposes of the aforementioned Declaration of Covenants, Conditions and Restrictions and to establish such rules, regulations, bylaws and resolutions as shall be considered by said Corporation, its officers and/or board of directors in its or their sole discretion to be reasonably necessary or appropriate to accomplish the purposes of said

Corporation as aforementioned and to make effective its authority and powers as herein aforementioned.

ARTICLE IV

The Corporation shall be a non-profit corporation and shall be owned equally by its members, and no dividends or pecuniary profits shall be paid to its members, trustees, officers, or board members except that the Corporation shall be authorized and empowered to pay reasonable expenses to board members and/or officers for attending meetings duly called for the purpose of conducting the business of the Corporation.

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. No certificates of membership shall be issued and 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 legal title. Membership shall be appurtenant and may not be separated from the ownership of any lot.

In the event any such townhouse is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each townhouse unit shall be joint and a single membership for such townhouse 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, the Board of Directors of the Association shall make such designation.

ARTICLE V

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene In (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible' under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE VI

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

Robert J. Fernandez
P. O. Box 396
Pinetop, Arizona 85935

Mr. C. J. Struble
P. O. Box 482
Pinetop, Arizona 85935

ARTICLE VII

The name and address of the initial statutory agent of the corporation is: Paul W. Colarich, Jr., Village Center, Suite 3-B, P.O. Box 47, Pinetop, Arizona 85935.

ARTICLE VIII

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 or as many as may be fixed by the Bylaws, including a President, a Vice President, a Secretary, and a Treasurer.

The initial directors shall be:

Robert J. Fernandez, P.O. Box 396, Pinetop, AZ 85935;

C.J. Struble, P.O. Box 482, Pinetop, AZ 85935;

Robert W. Burns, 159 N. MacDonald, Mesa, AZ 85201;

John King, 4703 Apple Valley Place, Tucson, AZ 85718.

Robert J. Fernandez and C. J. Struble are the incorporators of this Corporation.

The directors, subsequent to the initial directors, shall be elected at the first and each ensuing annual meeting to be the second Saturday in June, commencing in 1980.

ARTICLE IX

The private property of each and every officer, director, and member of this corporation shall at all times be exempt from all debts and liabilities of this Corporation.

ARTICLE X

These Articles may be amended as hereinafter set out. Any amendment of these Articles may be proposed in writing at any legal meeting of the members, and if approved by not less than seventy-five percent (75%) of the members present at said meeting, such amendment shall be adopted; provided, however, that notice of the proposed amendment and a copy thereof shall have been given by written notice to the directors at least ten (10) days prior to the meeting.

ARTICLE XI

Any mortgage by the Association of the common area, as defined in the Declaration of Covenants, Conditions and Restrictions for the property, shall have the assent of two-thirds (2/3) of the total votes entitled to be cast by the members.

ARTICLE XII

The Association may be dissolved pursuant to the provisions of A.R.S. §10-1045, et. seq. as amended from time to time.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this ________day of September, 1979.

____
ROBERT J. FERNANDEZ

____
C. J. STRUBLE