



# ARTICLES OF INCORPORATION

OF

THE RIM GOLF CLUB COMMUNITY ASSOCIATION, INC.

*(Computer Version)*  
*October 2006*

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OF

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**Article 1.**        **Name.** The name of the is The Rim Golf Club Community Association, Inc. ("Corporation" or "Association")  
^ *or mfg*

**Article 2.**        **Duration.** The Corporation shall have perpetual duration.

**Article 3.**        **Applicable Statute.** The Corporation is a nonprofit corporation organized pursuant to the provisions of the Arizona Nonprofit Corporations Act.

**Article 4.**        **Purposes and Powers.** The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration of Covenants Conditions and Restrictions for The Rim Golf Club recorded or to be recorded in the official record records of Gila County, Arizona as it may be amended from time to time (the "Declaration") to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as specified therein in the By-Laws, and as provided by law, and

(b) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

In furtherance of its purposes, the Corporation shall have the following powers, which unless indicated otherwise, by the Declaration or By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Arizona in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation the following:

(i) to fix, levy, and collect assessments and other charges to be levied against the property subject to the Declaration and to enforce payment thereof by any lawful means;

(ii) to manage, control, operate, maintain, preserve repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(vi) to borrow money for any purpose subject to such limitations as May be contained in the By-Laws;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in concert with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent trustee, or other representative of other corporations, firms, or individuals, and, as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter and amend or repeal such By-Laws Laws as may be necessary or desirable for the proper management of the affairs of the Association provided, however, such By-Laws may not be inconsistent tent with or contrary to any provisions of the. Declaration; and

(x) to provide or contract for services benefiting the property subject to the Declaration, including, without limitation, garbage removal and any and all supplemental municipal services as maybe necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner, the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, provided none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Arizona Nonprofit Corporations Act, and all such objects or purposes are subject to said Act.

The powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

**Article 5. Definitions.** All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference. - -

**Article 6. Membership.** The Corporation shall be a membership corporation without certificates or shares of stock. All Owners (as defined in the Declaration), by virtue of their ownership of Units subject to the Declaration, are members of the Association. The members shall be divided into classes and entitled to a vote in accordance with the By-Laws.

**Article 7. Board of Directors.** The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may Determine. The Board shall consist of no less than three (3) and no more than five (5) members. The initial Board of Directors shall consist of the following three (3) members:

Leeann Spangler  
6822 N 11th Place  
Phoenix, AZ 85014

Ronald E Estes  
344 W El Camanito Drive  
Phoenix, AZ 85021

Robert S Cain  
1303 N Camelot Lane  
Payson, AZ 85541

The method of election removal and filling of vacancies, and the term of office and number of directors shall be as set forth in the By-Laws.

**Article 8. Liability of Directors.** To the fullest extent permitted by Arizona statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article 8 by the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

**Article 9. Dissolution.** The Corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Arizona. Any dissolution shall be subject to the terms of Article 11 hereof, if applicable.

**Article 10. Amendments.** Subject to the provisions of the Arizona Nonprofit Corporations Act, these Articles of Incorporation may be amended with, the approval of the Board of Directors and seventy-five (75%) percent of the total Class "A" votes in the Association, and with the approval of the Class "B" Member, so lone as such membership exists. No amendment shall conflict with the Declaration nor shall any amendment be effective to impair or dilute any rights of members that are granted by the Declaration.

**Article 11. Registered Agent and Office.** The initial registered office of the Corporation is 8320 N. Hayden Road, Suite C-115, Scottsdale, AZ 85258, and the initial registered agent at such address is Leeann Spangler

**Article 12. Incorporator.** The name, and street address of the incorporator are:

Ronald Estes, 8320 N Hayden Road, Suite C-115, Scottsdale, AZ 85258.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of April 1998.

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Ronald E. Estes, Incorporator