

ARTICLES  
OF  
INCORPORATION



ARIZONA CORPORATION COMMISSION  
TRANSMITTAL FOR FAX FILING

FROM:

ARIZONA CORPORATION COMMISSION  
Corporations Division  
1200 West Washington  
Phoenix, Arizona 85007

FAX NUMBER: 342-4100

TO:

Cruse, Firetag & Bock

1/28/94

1428-5117

(Account Holder)

Advance Account Number 1307

Fax Number 241-1260

Contact Person:

Virginia Hanflaire

Telephone Number:

279-9411

Corporation Name:

Adobe Ranch Villas Homeowners

0710767-C

Document Type:

ASSOCIATION, INC.  
RETURN OF INC.

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11

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Examiner

Louise Dyer

Telephone:

542-3135

\* All documents are subject to review before filing.

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 1200 WEST COMMERCE STREET, PHOENIX, ARIZONA 85001



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1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 100 WEST COTTRELL STREET, TUCSON, ARIZONA 85711

STATE OF ARIZONA

ACC/FAX

DATE FILED

JAN 28 1994

## ARTICLES OF INCORPORATION

RECEIVED

JAN 24 1994

Ans'd.....

DATE APPR 1/28/94  
TERM             
BY John Sullivan

OF

0710767-0

ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

c/k b/h

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be: ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The name and address of the incorporator is:

Pat Barker  
c/o Barton Homes, Inc.  
8040 East Morgan Trail, Suite 10  
Scottsdale, AZ 85258

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION: This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within the certain tract of property described as:

"Lots 1 through 38 of ADOBE RANCH VILLAS, according to the Plat of Record in Book 369 of Maps, Page 48, records of Maricopa County, Arizona."

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as

may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Maricopa County, Arizona, Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class or members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

#### ARTICLE IV

MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE V

### VOTING RIGHTS:

SECTION 1. Classes of Members. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Lot owned.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When seventy-five percent (75%) of the Lots have been conveyed to Purchasers; or

(b) Five (5) years after the conveyance of the first Lot to a Purchaser; or

(c) When the Declarant notifies the Association in writing that it relinquishes its Class B membership.

SECTION 2. Joint Ownership. When more than one person is the Owner of any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall ore than one ballot be cast with respect to any Lot. The vote or votes for each such Lot must be cast as a unit, and fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question.. If any Owner

casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Lot. In the even more than one ballot is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

SECTION 3. Corporate Ownership. In the event any Lot is owned by a corporation, partnership or other association, the corporation, partnership or association shall be a Member and shall designate in writing at the time of acquisition of the Lot an individual who shall have the power to vote said membership, and in the absence of such designation and until such designation is made, the president or general partner of such corporation, partnership or association shall have the power to vote the membership.

SECTION 4. Suspension of Voting Rights. In the event any Owner is in arrears in the payment of any assessments or other amounts due under any of the provisions of this Declaration, the Articles, By-Laws and Association Rules and Architectural Committee Rules for a period of fifteen (15) days, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current, and for a period not to exceed 60 days for any infractions of the Declaration, the Articles, By-laws and Association Rules and Architectural Committee Rules.



## ARTICLE VI

The Adobe Ranch Villas Homeowners Association, Inc. intends to act as a real property owners' association.

## ARTICLE VII

BOARD OF DIRECTORS: There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Directors or until their successors are elected and qualified are:

Pat Barker  
c/o Barton Homes, Inc.  
8040 East Morgan Trail, Suite 10  
Scottsdale, AZ 85258

Gara L. McClymont  
c/o Barton Homes, Inc.  
8040 East Morgan Trail, Suite 10  
Scottsdale, AZ 85258

Jim Walton  
c/o Barton Homes, Inc.  
8040 East Morgan Trail, Suite 10  
Scottsdale, AZ 85258

At the first annual meeting of the Association, nine (9) directors shall be elected. The affairs of the Association after the first annual meeting shall be managed by a board of nine (9) directors who need not be members of the Association. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years. At each annual meeting thereafter the members shall elect three directors for a term of three years.

#### ARTICLE VIII

DISSOLUTION: The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

DURATION: The corporation shall exist perpetually.

#### ARTICLE X

AMENDMENTS: Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

#### ARTICLE XI

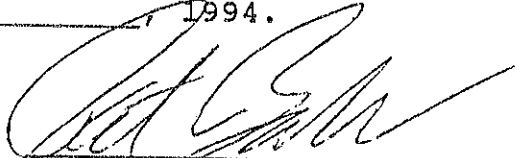
FHA/VA APPROVAL: As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

#### ARTICLE XII

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Daniel A. Bock, Esq.  
Cruse, Firetag & Bock  
5611 North 16th Street  
Phoenix, AZ 85016

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, I, the undersigned have executed these Articles of Incorporation this 25<sup>th</sup> day of January, 1994.

  
PAT BARKER

I, Daniel A. Bock, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

  
DANIEL A. BOCK

Dated: 1-25-94

# BY-LAWS

BY-LAWS  
OF  
ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Adobe Ranch Villas Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 8040 East Morgan Trail, Suite 10, Scottsdale, Arizona 85258, but meeting of members and directors may be held at such places within the State of Arizona, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to Adobe Ranch Villas Homeowners Association, Inc., an Arizona nonprofit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Barton Homes, Inc., an Arizona corporation, its successor and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Maricopa County Recorder, State of Arizona.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Purchaser" means any person other than the Declarant who by means of a voluntary transfer becomes the Owner of a Lot.

Section 10. "Articles" means the Articles of Incorporation of the Association which have been or will be filed in the Office of the Corporation Commission of the State of Arizona, as said Articles may be amended from time to time.

Section 11. "Bylaws" means the bylaws of the Association as such bylaws may be amended from time to time.

Section 12. "Association Rules" means the rules and regulations adopted by the Association, as the same may be amended from time to time.

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 1:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same our on the first day following which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the directions of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereon, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth

(1/10) of the votes of such class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Voting Rights.

(a) Classes of Members. Class A members shall be all Owners of Lots, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Lot owned.

(i) Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Lot owned.

(ii) Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When seventy-five percent (75%) of the Lots have been conveyed to Purchasers; or



(b) Five (5) years after the conveyance of the first Lot to a Purchaser; or

(c) When the Declarant notified the Association in writing that it relinquishes its Class B membership.

(b) Joint Ownership. When more than one person is the Owner of any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one ballot be cast with respect to any Lot. The vote or votes for each such Lot must be cast as a unit, and fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Lot. In the event more than one ballot is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

(c) Corporate Ownership. In the event any Lot is owned by a corporation, partnership or other association, the corporation, partnership or association shall be a Member and shall designate in writing at the time of acquisition of the Lot an individual who shall have the power to vote said membership, and in the absence of such designation and until such designation is made, the president or general partner of such corporation, partnership or association shall have the power to vote the membership.

(d) Suspension of Voting Rights. In the event any Owner is in arrears in the payment of any assessments or other amounts due under any of the provisions of this Declaration, the Articles, By-Laws and Association Rules and Architectural Committee Rules for a period of fifteen (15) days, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current, and for a period not to exceed 60 days for any infractions of the Declaration, the Articles, By-Laws and Association Rules and Architectural Committee Rules.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The initial Board of Directors shall consist of three (3) directors and the first annual meeting of the members of the Association shall elect nine (9) directors, and the affairs of this Association shall be managed by a Board of nine (9) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or

removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but

not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by the provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annual by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later

time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meeting of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary



## ARTICLE X

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6 percent per annum and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

### ARTICLE IX

#### COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC., an Arizona nonprofit corporation.

## ARTICLE XIII

### AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

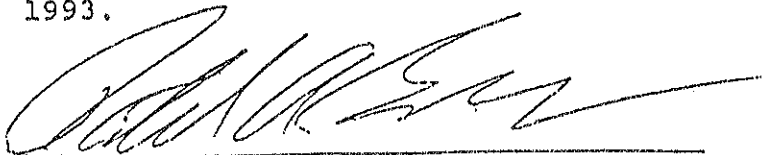
## ARTICLE XIV

### MISCELLANEOUS

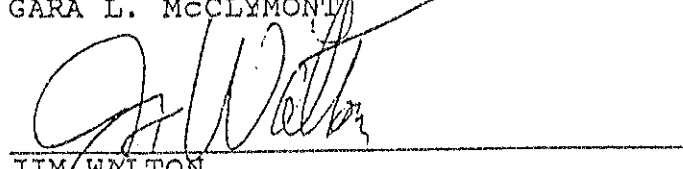
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of corporation.

IN WITNESS WHEREOF, we, being all of the directors of the Adobe Ranch Villas Homeowners Association, Inc., an Arizona

nonprofit corporation, have hereunto set our hands this 15  
day of November, 1993.

  
PAT BARKER

  
GARA L. McCLYMONT

  
JIM WALTON

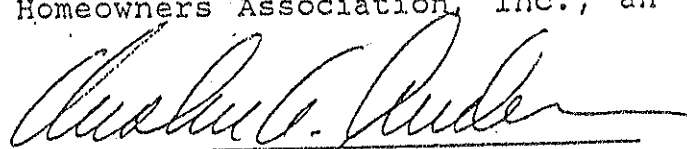
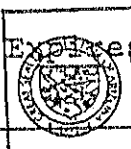
STATE OF ARIZONA     )  
                              ) ss.  
County of Maricopa    )

The foregoing instrument was acknowledged before me this  
15 day of November, 1993, by Pat Barker, a Director of  
Adobe Ranch Villas Homeowners Association, Inc., an Arizona  
nonprofit corporation.

  
My Commission  OFFICIAL SEAL Notary Public  
CATHERINE A. ANDERSON  
Notary Public - State of Arizona  
MARICOPA COUNTY  
My Comm. Expires May 18, 1994

STATE OF ARIZONA     )  
                              ) ss.  
County of Maricopa    )

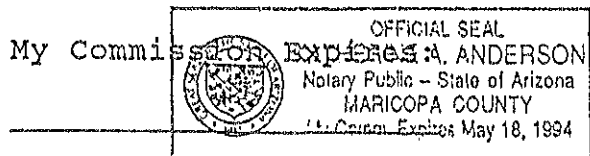
The foregoing instrument was acknowledged before me this  
15 day of November, 1993, by Gara L. McClymont, a  
Director of Adobe Ranch Villas Homeowners Association, Inc., an  
Arizona nonprofit corporation.

  
My Commission  OFFICIAL SEAL Notary Public  
CATHERINE A. ANDERSON  
Notary Public - State of Arizona  
MARICOPA COUNTY  
My Comm. Expires May 18, 1994

STATE OF ARIZONA       )  
                                  ) ss.  
County of Maricopa     )

The foregoing instrument was acknowledged before me this  
15 day of November, 1993, by Jim Walton, a Director of  
Adobe Ranch Villas Homeowners Association, Inc., an Arizona  
nonprofit corporation.

*[Signature]*



Notary Public

#### CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Adobe  
Ranch Villas Homeowners Association, Inc., an Arizona nonprofit  
corporation, and

THAT the foregoing By-Laws constitute the original By-Laws  
of said Association, as duly adopted at a meeting of the Board of  
Directors thereof, held on the 15 day of November, 1993.

IN WITNESS WHEREOF, I have hereunto subscribed my name and  
affixed the seal of said Association this 15 day of  
November, 1993.

*[Signature]*  
Secretary

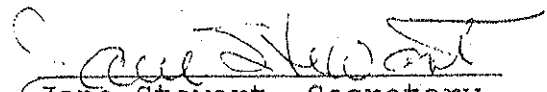
AMENDMENT TO  
BYLAWS  
ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC.  
EFFECTIVE MARCH 27, 1996

ARTICLE III, MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in the month of March of each year with the date, place, and time to be determined by the Board of Directors.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the directions of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 (thirty) days before such meeting to each member entitled to vote thereon, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

  
Penny R. Rickhoff, President

  
Jane Stewart, Secretary

AMENDMENT OF BY-LAWS  
ADOBE RANCH VILLAS HOMEOWNERS  
ASSOCIATION, INC.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

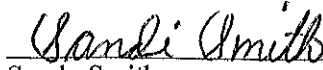
Section 1. Number. The number of Board of Directors shall consist of five (5) Directors. The five (5) Directors remaining on the Board as of March 18, 2002, will serve out their remaining terms. Two (2) Directors to be elected in March 2003, and three (3) Directors to be elected in March 2004, for a term of three years. In subsequent years, Directors will be elected in the number needed to equal a total of five (5). Directors must be members of the Association.


Section 2. Term of Office. Directors will be elected for a term of three years following the expiration of the terms of the aforementioned directors.

Section 3. Removal, Section 4. Compensation, and Section 5. Action Taken Without a Meeting. all will stand as written in the original By-Laws.

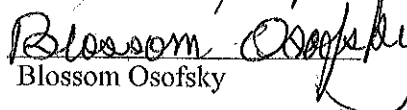
IN WITNESS WHEREOF, we, being all of the Directors of the ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 18th day of March 2002.

  
\_\_\_\_\_  
Ruth Jacobs

  
\_\_\_\_\_  
Sandy Smith

  
\_\_\_\_\_  
Penny A. Rickhoff

  
\_\_\_\_\_  
Sandra Harby

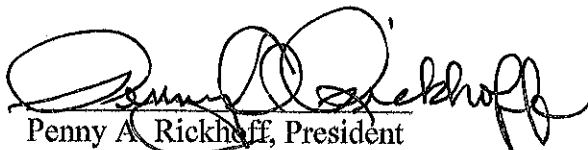
  
\_\_\_\_\_  
Blossom Osofsky

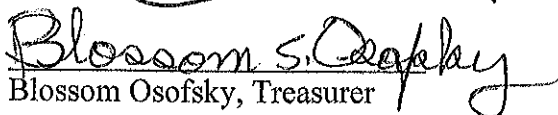
AMENDMENT TO BY-LAWS  
OF ADOBE RANCH VILLAS ASSOCIATION, INC.

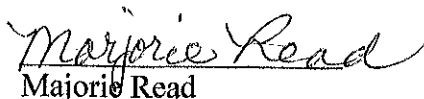
The By-Laws of Adobe Ranch Villas Homeowners Association, Inc., shall be amended so as to allow the Board of Directors to cause either an audit, review, and/or compilation of the Association books to be made by a public accountant at the completion of each fiscal year as it deems necessary and prudent for that year.

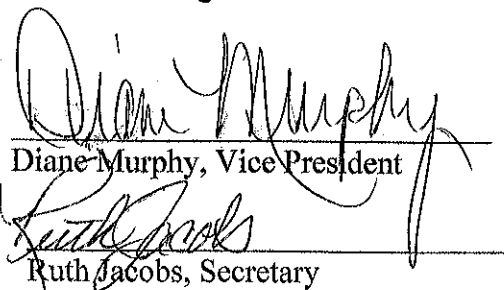
IN WHITNESS WHEREOF, we being all of the directors of the  
ADOBE RANCH VILLAS HOMEOWNERS ASSOCIATION, INC.,

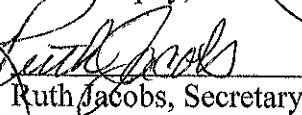
Have hereunto set our hands this 9<sup>th</sup> of May, 2005

  
Penny A. Rickhoff, President

  
Blossom Osofsky, Treasurer

  
Marjorie Read

  
Diane Murphy, Vice President

  
Ruth Jacobs, Secretary