



AZ CORPORATION COMMISSION
FILED

ARTICLES OF RESTATEMENT
FOR A NONPROFIT CORPORATION
Pursuant to A.R.S. §10-11007

AZ CORPORATION COMMISSION
FILED

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FILE NO. 1155214.4

1. The name of the corporation is:
NORTH POINTE HAVASU HOMEOWNERS ASSOCIATION, INC.
2. Attached hereto as Exhibit A is a copy of the articles of incorporation of the corporation fully restated to include all amendments to the articles of incorporation through the date of filing of this document.
3. The corporation does not have members, OR the restatement does not contain an amendment to the articles requiring member approval, or, if applicable, approval in writing by the person or persons so specified in the corporation's Articles of Incorporation or bylaws. The board of directors of the corporation adopted the Restatement on the

_____ day of _____

The restatement does contain an amendment to the articles requiring approval of the members. Such approval was obtained.

The restatement does contain an amendment to the articles requiring approval in writing by the person or persons so specified in the corporation's Articles of Incorporation or bylaws. Such approval was obtained.

Dated this 17th day of April, 2008

Signature: [Handwritten Signature] Title: PRESIDENT

Printed Name: CHRIS READ

RESTATED
ARTICLES OF INCORPORATION
OF
NORTH POINTE HAVASU HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The below named non-profit corporation duly formed in the State of Arizona restates its Articles of Incorporation, including certain amendments thereto, as follows:

Article 1. Name. The name of the corporation is North Pointe Havasu Homeowners Association, Inc. (the "**Association**").

Article 2. Principal Office. The initial principal office of the Association is located at 6303 S. Rural Road, Tempe, Arizona 85283.

Article 3. Definitions. All capitalized terms used herein that are not defined shall have the same meaning as set forth in the Community Charter for North Pointe ("**Charter**"), recorded or to be recorded in the Office of the County Recorder of Mohave County, Arizona.

Article 4. Duration. The Association shall have perpetual duration.

Article 5. Applicable Statute. The corporation was organized pursuant to the provisions of the Arizona Nonprofit Corporation Act, A.R.S. § 10-3101, *et seq.*

Article 6. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not limitation, the purposes for which the Association is formed are:

(i) to be and constitute the Association to which reference is made in the Charter, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified herein, in the By-Laws of the Association ("**By-Laws**") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of that real property subject to the terms of the Charter (the "**Community**").

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its board of directors:

(i) 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;

(ii) 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 Charter, including, without limitation, the following:

- (1) to fix and to collect assessments and other charges to be levied pursuant to the Charter;
- (2) to manage, control, operate, maintain, repair, and improve property subject to the Charter or any other property as to which the Association has a right or duty to provide such services pursuant to the Charter, By-Laws, or any covenant, easement, contract, or other legal instrument;
- (3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Charter, By-Laws, or other recorded covenant;
- (4) to engage in activities which will actively foster, promote, and advance the common interests of all property owners subject to the Charter;
- (5) 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 Association;
- (6) to borrow money for any purpose;
- (7) to enter into, make, perform, or 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 association with any other association, corporation, or other entity or agency, public or private;
- (8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;
- (9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Charter; and
- (10) to provide any and all services to the Community and adjacent properties as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) 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; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

Article 7. Membership. The Association shall be a membership corporation without certificates or shares of stock. The Founder, for such period as is specified in the Charter, and each Person who is the Owner of a Unit within the Community (as such capitalized terms are defined in the Charter),

shall be a member of the Association and shall be entitled to such voting rights and membership privileges as are set forth in the Charter and the By-Laws.

Article 8. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

The Board of Directors shall consist of not less than three nor more than seven directors, as determined in accordance with the By-Laws. The initial Board of Directors shall consist of three directors. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

<u>Chris Read</u>	<u>420 Stevens Avenue Suite 230</u>
President	<u>Solana Beach, CA 92075</u>
<u>Aaron Read</u>	<u>420 Stevens Avenue Suite 230</u>
Secretary	<u>Solana Beach, CA 92075</u>
<u>Jamison Nakaya</u>	<u>420 Stevens Avenue Suite 230</u>
Treasurer	<u>Solana Beach, CA 92075</u>

The number, the method of selection, removal, and filling of vacancies, and the term of office of members of the Board of Directors shall be as set forth in the By-Laws.

Article 9. Indemnification of Directors. The Association shall indemnify its officers, directors and committee members as and to the extent required by the By-Laws and the Arizona Revised Statutes. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. Dissolution. The Association may be dissolved only upon a resolution duly adopted by its Board of Directors and approved by the affirmative vote of members who are Owners of not less than all of the Units subject to the Charter. In addition, so long as the Founder owns any property subject to the Charter or which the Founder may unilaterally make subject to the Charter pursuant to the Charter, the written consent of the Founder shall be required.

Article 11. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by its Board of Directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units owned by persons other than Founder. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the written consent of the Founder shall be required.

Article 12. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by the affirmative vote of members entitled to cast at least two-thirds (2/3) of the total eligible votes of the members; provided, the members shall not be entitled to vote on any amendment to these Articles of Incorporation adopted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or any institutional lender authorized to fund, insure or guarantee mortgages on individual Units, which amendments may be adopted by the

Board of Directors. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the consent of the Founder shall be required for any amendment.

Article 13. Registered Agent and Office. The initial registered agent of the Association is Thomas P. Kack, Esq., Musgrove, Drutz, & Kack, PC, and the address of such initial registered agent is 1135 Iron Springs Road, Prescott, AZ 86305.

Article 14. Incorporators. The name and address of the incorporators are as follows:

Chris Read
Fidence Development, LLC
420 Stevens Ave. #230
Solana Beach, CA 92075

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation.




Chris Read, President
North Pointe Havasu Homeowners Association, Inc.

Certificate:

The undersigned certifies, pursuant to A.R.S. § 10-11007.E., as follows:

- A. The name of this corporation is North Pointe Havasu Homeowners Association, Inc.
- B. The Restated Articles of Incorporation for North Pointe Havasu Homeowners Association, Inc. were duly adopted by the Board of Directors on January 2, 2008.
- C. These Restated Articles of North Pointe Havasu Homeowners Association, Inc., include certain amendments to the previous Restated Articles of Incorporation of North Pointe Havasu Homeowners Association, Inc., which require approval of the Declarant (now or to hereafter be known as the "Founder"), Fidence Development, LLC., pursuant to these Restated Articles of Incorporation of North Pointe Havasu Homeowners Association, Inc. The approval of Fidence Development, LLC was obtained on APRIL 17th, 2008 and no further approval or vote of any kind is required.

IN WITNESS WHEREOF, for the purpose of restating the Articles of Incorporation of North Pointe Havasu Homeowners Association, Inc., and certifying and affirming the forgoing representations are true the undersigned President of the Association, executes these Restated Articles of Incorporation and this certification regarding the Restated Articles of Incorporation on this 22nd day of April, 2008.



Chris Read, President
North Pointe Havasu Homeowners Association, Inc.