

**ARTICLES OF INCORPORATION  
OF  
COUNTRYSIDE VILLAS ASSOCIATION, INC.**

In compliance with the requirements of Arizona Nonprofit Corporation Act, the undersigned, all of whom are residents of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of the corporation is Countryside Villas Association, Inc., hereafter called the "Association."

**ARTICLE II**

The principal office of the Association is now located at 5363 East Pima, Second Floor, Tucson, Pima County, Arizona.

**ARTICLE III**

Balwant Cheema, acting on behalf of U.S. Home Corporation, whose address is 5363 East Pima, Second Floor, Tucson, Arizona is hereby appointed the initial statutory agent of this Association.

**ARTICLE IV**

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 Areas within that certain tract of property described as:

Lots 1-73, Common Area "A" and Common Area "B" (Private Streets) of Countryside Shadows, Pima County, Arizona, as shown by map on file in Book 37 of Maps and Plats at Page 37, Pima County Records (the "Property");

and to promote the health, safety, and welfare of the residents within the 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 the Pima County 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 Common Areas of 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 Areas 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; and providing that all members of the Association are given notice of such dedication or transfer in accordance with the Declaration of covenants, Conditions and Restrictions for Countryside Shadows;

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

Every person or entity who is a record owner of a fee or undivided interest in any dwelling unit which is subject by 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 dwelling unit which is subject to assessment by the Association.

## ARTICLE VI

The Association shall have two classes of voting membership:

**Class A.** Class A members shall be all Owners in Countryside Shadows, with the exception of the Declarant and shall be entitled to one vote for each dwelling unit in which he holds the interest required for membership. When more than one person holds an interest in any dwelling unit, all such persons shall be Members. The voting for such dwelling unit shall be exercised as such persons among themselves determine, but in no event shall more than one vote be cast with respect to any Class A dwelling unit. If any Owner, or Owners, casts a vote representing a certain dwelling unit, it will thereafter be conclusively presumed for all purposes that such Owner, or Owners, was acting with the authority and consent of all other Owners of the same dwelling unit.

**Class B.** The class B Member shall be the Declarant and shall be entitled to three (3) votes for each dwelling unit owned as set forth in Section 4.03 of the Declaration. The total votes which the Declarant shall be entitled to cast may be cast in such proportion on any matter as Declarant may determine. The class B membership shall cease and be converted to Class A membership on the happening of any of the following events:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1989.

#### **ARTICLE VII**

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors. The Directors need not be members of the Association and the number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rik Alex President	c/o U.S. Home Corporation 5363 E. Pima, Second Floor Tucson, Arizona 85712
Robert McClure Vice President	c/o U.S. Home Corporation 5363 E. Pima, Second Floor Tucson, Arizona 85712

Balwant Cheema  
Secretary/Treasurer

c/o U.S. Home Corporation  
5363 E. Pima, Second Floor  
Tucson, Arizona 85712

At the first annual meeting, five (5) Directors shall be elected.

#### **ARTICLE VIII**

The following are incorporators of Countryside Villas Association, Inc.:

Rik Alex

5363 E. Pima, Second Floor  
Tucson, Arizona 85712

Balwant Cheema

5363 E. Pima, Second Floor  
Tucson, Arizona 85712

#### **ARTICLE IX**

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, but only when all responsibility for maintenance and other items as set forth on Countryside Shadows Plat and in the Declaration of Covenants, Conditions, and Restrictions for Countryside Shadows have been fulfilled. 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 X

The corporation shall exist perpetually.

## ARTICLE XI

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

## ARTICLE XII

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 Areas, dedication of Common Areas, Dissolution, and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 23<sup>rd</sup> day of May, 1984.

Rik Alex, (signature on file)  
Rik Alex, Incorporator

Balwant Cheema (signature on file)  
Balwant Cheema, Incorporator

STATE OF ARIZONA    )  
  ) ss.  
COUNTY OF PIMA     )

On this, this 23<sup>rd</sup> day of May, 1984, before me, the undersigned Notary Public, personally appeared Rik Alex and Balwant Cheema, who acknowledged themselves to be incorporators of Countryside Villas Association, Inc., an Arizona corporation, and that they, as such incorporators, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by themselves as such incorporators.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Merry E. Martin (signature on file)  
Notary Public

My Commission Expires:  
My Commission Expires Aug. 22, 1987 (notary seal on file)