

AZ CORPORATION COMMISSION  
FILED

FEB 21 2004

ARTICLES OF INCORPORATION  
OF

MONTEREY AT MIRABEL VILLAGE COMMUNITY ASSOCIATION,  
an Arizona non-profit corporation

FILE NO. 1172V99-0

**Article 1. Name.** The name of the corporation is Monterey at Mirabel Village Community Association (the "Association").

**Article 2. Non-profit Corporation.** The Association is formed as a nonstock, non-profit corporation under the laws of the State of Arizona. The Association shall make no distributions of income to its Members, Directors or officers.

**Article 3. Principal Office.** The mailing address of the initial principal office of the Association is 14636 N. Scottsdale Road, Suite 175, Scottsdale, Arizona 85254.

**Article 4. Definitions.** All capitalized terms used herein which are not defined shall have the same meanings as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Monterey at Mirabel Village, recorded or to be recorded in the Official Records of Maricopa County, Arizona (the "Declaration").

**Article 5. Initial Business and Purposes.** The initial business and purposes for which the Association is organized are:

a. To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as specified in the Declaration, in the Bylaws of the Association (the "Bylaws") and in the other Project Documents and as provided by law; and

b. To provide an entity for the furtherance of the interests of the Owners of Lots subject to the Declaration.

**Article 6. Powers.** The Association shall have all of the common law and statutory powers conferred upon non-profit corporations under Arizona law and 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 Bylaws, the Declaration or the other Project Documents, including, without limitation, the power:

a. To fix, collect and enforce payment by any lawful means of Assessments and other charges to be levied against Lots;

b. To manage, control, operate, maintain, repair and improve all Areas of Association Responsibility and any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

c. To enforce covenants, conditions and restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or any other Project Documents;

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d. To engage in other activities which will actively foster, promote and advance the common interests of all Owners of Lots subject to the Declaration;

e. To buy or otherwise acquire, sell, dedicate for public use or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, own, 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, subject to such limitations as may be set forth in the Declaration or the Project Documents;

f. To borrow money for any purpose, subject to such limitations as may be contained in the Declaration or other Project Documents;

g. 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 corporation, association or other entity or agency, public or private;

h. To take any other action as may be authorized or contemplated under the Declaration.

i. To adopt, alter and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

j. To provide any and all supplemental municipal services to the Project as may be necessary or proper.

The foregoing enumeration of powers shall not limit nor restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; 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 of this Article.

#### Article 7. Members.

a. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws.

b. The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights and obligations are specified in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws.

c. Change of membership in the Association shall be established by recording in the Official Records of Maricopa County, Arizona, a deed or other instrument establishing record title to Lots subject to the Declaration. Upon such recordation and the payment of the transfer fee provided for in the Declaration, the Owner designated by such

instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

d. The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of its Lot.

**Article 8. Duration and Dissolution.** The Association shall exist perpetually. However, subject to restrictions imposed by the Declaration, the Association may be dissolved with the written consent of not less than two-thirds (2/3rds) of each class of Members. Upon dissolution, the Association's assets remaining after payment or provisions of payment of all known debts and liabilities of the Association shall be distributed exclusively to one or more public agencies, utilities, non-profit corporations, trusts or other organizations to be devoted to purposes as near as practical to those to which the Association was to be required to be devoted.

**Article 9. Directors.**

a. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board shall consist of one (1) Director. The number of Directors shall be increased to three (3) upon the termination of the Class "B" Membership and may be further increased in accordance with the Bylaws. As long as the Class "B" Membership is in existence, Directors need not be Members.

b. The names and addresses of the sole member of the initial Board, who shall hold office until his successors are elected and qualified, or until removed, is as follows:

David Walls  
Montrey Homes  
14636 N. Scottsdale Road  
Suite 175  
Scottsdale, AZ 85254

The foregoing person has consented to be a Director.

c. The method of election, removal and filling of vacancies on the Board and the term of office of Directors shall be as set forth in the Declaration and the Bylaws.

d. The Board may delegate its operating authority to such entities, individuals and committees as it, in its discretion, may determine.

**Article 10. Bylaws.** The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

**Article 11. Liability of Directors, Officers and Committee Members.** To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no Director, officer or committee member of the Association shall be personally liable to the

Association for monetary damages for breach of duty of care or other duty as a Director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director, officer or committee member of the Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

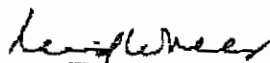
**Article 12. Amendments.** Amendments to these Articles may be adopted by approval of Members representing two-thirds (2/3rds) of the total Class "A" votes in the Association and, so long as the Class "B" Membership is in existence, all such amendments shall require the approval of the Declarant. So long as a Project Owner owns the fee or beneficial interest in any Lot, all amendments to these Articles shall require the approval of such Project Owner. However, in no event shall any amendment be in conflict with the Declaration or impair or dilute any rights of Members that are governed by such Declaration.

**Article 13. Incorporator.** The name and address of the incorporator of the Association is as follows:

David Walls  
Monterey Homes  
14636 N. Scottsdale Road  
Suite 175  
Scottsdale, AZ 85254

**Article 14. Statutory Agent.** The Association hereby appoints C. Timothy White, whose address is 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served and which, when served, shall be lawful, personal service upon the Association. The Association may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
David Walls, Incorporator

STATE OF ARIZONA  
ACCEPTANCE OF APPOINTMENT  
AS STATUTORY AGENT  
OF  
MONTEREY AT MIRABEL VILLAGE COMMUNITY ASSOCIATION,  
an Arizona nonprofit corporation

To: Arizona Corporation Commission  
Incorporating Division  
1300 West Washington  
Phoenix, Arizona 85007

Please be advised that C. Timothy White, whose address is Greenberg Traurig, LLP, 2375 East Camelback Road, Phoenix, Arizona 85016, hereby accepts and acknowledges his appointment as statutory agent for service of process upon Monterey at Mirabel Village Community Association, an Arizona corporation, and consents to act in that capacity until removal or resignation.

The undersigned hereby certifies that he has been a resident in the State of Arizona for a period in excess of three years.

DATED this 15<sup>th</sup> day of October, 2004.

  
C. Timothy White

COMMISSIONERS  
 MARC SPITZER - Chairman  
 WILLIAM A. MUNDALL  
 JEFF HATCH-MILLER  
 MIKE GLEASON  
 KRISTIN K. MAYES



## ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL  
 Executive Secretary

DAVID RABER  
 Director, Corporations Division

January 21, 2005

DANA McDONALD  
 2375 E CAMELBACK, STE 700  
 PHOENIX, AZ 85016

RE: MONTEREY AT MIRABEL VILLAGE COMMUNITY ASSOCIATION  
 File Number: -1172599-0

We are pleased to notify you that your Articles of Incorporation were filed on December 21, 2004.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5619.

Sincerely,  
 ANADOR REJANO  
 Examiner  
 Corporations Division

CF:04, Rev:01/2004

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

MONTEREY AT MIRABEL VILLAGE COMMUNITY ASSOCIATION  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No x

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_\_\_ No x

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

- D. The fiscal year end adopted by the corporation is December 31.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY David Wells DATE 12-20-04  
TITLE David Wells Incorporator

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit  
Rev: 9/00