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AZ. COUNTY COURT FOR THE STATE OF AZ. FILED	
FEB 23 '03	
<i>John Fallon</i>	
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ARTICLES OF INCORPORATION  
OF  
UNIVERSITY MEADOWS HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, having associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

I

The name of the corporation shall be UNIVERSITY MEADOWS HOMEOWNERS ASSOCIATION. *OKAY.*

II

The words and terms used herein shall be deemed to have the same definitions and meanings as in the Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions for University Meadows Homeowners Association, as amended from time to time (the "Declaration"), which was first recorded in the office of the County Recorder of Coconino County, Arizona, on February 23, 1983, in Docket 917, pages 211 to 230, inclusive.

III

The purpose for which the corporation is organized is the conducting of any and all lawful affairs for which non-profit corporations may be incorporated under the laws of the State of Arizona.

IV

The character of affairs which the corporation initially intends to conduct in this State is to create an organization consisting of members who are or become owners of property in University Meadows, Riordan Ranch Street, Flagstaff, Arizona, and to act for and on behalf of all of the members for protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the common areas in University Meadows, for the assessment of expenses, for the payment of losses, and for other matters as provided in the Declaration, these Articles of Incorporation, and the By-Laws of this corporation.

V

The corporation shall have the following powers:

- To provide for the maintenance of common areas;
- To provide services for the members;
- To levy and collect assessments against each member and each unit of University Meadows, in order to

provide necessary funds to carry out the purposes and activities of the corporation;  
To expel or suspend members for misconduct or non-payment of assessments and to restore membership to such persons expelled or suspended;  
To make and perform contracts of every kind and description and to do any and all things which a natural person might or could do, and which now or hereafter may be authorized by law, and to do all other things incident to or implied from the foregoing, consistent with the purposes of a non-profit corporation;  
To do all those acts and have all those powers enumerated in A.R.S. §10-1005(A).

VI

The period of duration of this corporation shall be perpetual.

VII

The affairs of the corporation shall be conducted by a Board of Directors. The number of directors, who shall serve without compensation, shall not be less than 3 nor more than 9. The initial Board of Directors shall consist of 3 directors. At a meeting held on January 14, 1983 at 10:00 a.m., at 34 W. Monroe, Ste. 512, Phoenix, Arizona, the undersigned incorporators elected the following individuals to serve as directors until their successors are elected and qualified:

Name	Address
<u>John T. Keever</u>	<u>245 Vine St., Reno, NV 89503</u>
<u>Bettie Keever</u>	<u>245 Vine St., Reno, NV 89503</u>
<u>Louise Gilmartin</u>	<u>245 Vine St., Reno, NV 89503</u>

The Board of Directors shall have the power to adopt By-Laws and to change or amend the By-Laws as it may from time to time deem appropriate. The By-Laws shall prescribe, among other things, the date of the annual meeting of the members of the corporation.

VIII

The members, directors and officers of this corporation shall not be individually or personally liable for the debts or other liabilities of this corporation, and the private property of the member directors and officers of this corporation shall be forever exempt from corporate debts or liabilities of any kind whatsoever.

IX

This corporation shall indemnify any and all of its directors and officers, or former directors and officers, against expenses

incurred by them, including legal fees, or judgments or penalties rendered or levied against any such person or entity in a legal action brought against any such person or entity for acts or omissions alleged to have been committed by any such person or entity while acting within the scope of his or its authority as a director or officer of this corporation, or exercising the powers of the Board of Directors, provided that the Board of Directors shall determine in good faith that such person or entity did not act, fail to act, or refuse to act with gross negligence or with wrongful, fraudulent or criminal intent in regard to the matter involved in the action. Notwithstanding anything to the contrary expressed herein, the Board of Directors shall have the right to refuse indemnification as to expenses in any instance in which the person or entity to whom indemnification would otherwise have been applicable shall have incurred expenses without approval by the Board of Directors which are excessive and unreasonable in the circumstances and are so determined by the Board of Directors, and as to expenses, judgments, or penalties in any instance in which such person or entity shall have refused unreasonably to permit this corporation, at its own expense and through counsel of its own choosing, to defend him or it in the action or to compromise and settle the action.

X

These Articles of Incorporation may be amended only at a lawfully held meeting of the members by the affirmative vote of a majority of members; provided, however, that as to the amendment of any provision of these Articles which specifies voting and quorum requirements for any action under such provision, the voting and quorum requirements of that provision shall apply also to any amendment of such provision.

XI

Each owner of a unit in University Meadows, by virtue of being an owner and for so long as he or she remains an owner, shall be a member of the corporation. The rights and obligations of a member shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of title to the owner's unit and then only to the transferee of title to such lot. Any attempt to make a prohibited transfer is void. The rights, duties, privileges, and obligations of a member of the corporation shall be those set forth in these Articles of Incorporation, and the By-Laws of the corporation and the Declaration of University Meadows. The association shall have two classes of memberships with respect to voting. Class A members shall be all those owners as defined in the recorded Declaration covering University Meadows. In association voting, there shall be one vote for each unit, regardless of the number of owners having an interest therein. The vote for each unit must be cast as a whole, 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. In the event more than one vote is cast for a particular unit, none of said votes shall be counted as the vote shall be deemed void. If any owner or owners cast a vote representing a certain unit, it will thereafter be conclusively presumed for all purposes that he or they

were acting with the authority and consent of any other owners of the same lot. Every owner entitled to vote at any election of the members of the Board of Directors may cumulate the votes which he is entitled to cast and give one candidate, or divide among the candidates, a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which he is entitled in accordance with the number of units owned. The right to vote may not be severed or separated from the unit ownership to which it is appurtenant, and any sale, transfer, or conveyance of such unit to a new owner or owners shall operate to transfer the appurtenant vote without any requirement of any express reference thereto. A Class B member shall be John T. Keever its successors and assigns, if such successors and assigns should acquire more than one undeveloped unit from John T. Keever

for the purpose of development. The Class B members shall be entitled to three votes for each unit in which it holds the interest required for membership. The Class B membership will automatically cease to exist when all units are sold to an original purchaser from John T. Keever

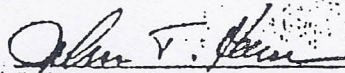
In the event any owner shall be in arrears in the payment of any amounts due under any of the provisions of the Declaration for a period of thirty (30) days, or shall be in default in the performance of or in breach of any of the terms of the Declaration for a period of thirty (30) days, said owner's right to vote as a member of the association shall be suspended and shall remain suspended until all payments are brought current and all defaults and breaches remedied. The right to be a member of the corporation and to vote shall cease and terminate immediately upon said member conveying his or her entire interest in any unit.

## XII

Curtis D. Ensign, whose address is 34 W. Monroe, Ste. 512, Phoenix, Arizona, 85003, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed statutory agent for the corporation.

IN WITNESS WHEREOF, we, the undersigned have executed these Articles of Incorporation this 24<sup>th</sup> day of February, 1983.

### RESIDENCE AND POST OFFICE ADDRESS



John T. Keever  
245 Vine St., Reno, NV 89503



Bette Keever  
245 Vine St., Reno, NV 89503

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

On this, the 24<sup>th</sup> day of February, 1983, before me, the undersigned notary public, personally appeared John T. Kavel known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the within instrument for the purposes therein contained.

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

S. Gene Stromberg  
Notary Public

My Commission Expires:  
My Commission Expires Nov. 30, 1985

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

On this, the 24<sup>th</sup> day of February, 1983, before me, the undersigned notary public, personally appeared Bette Kavel known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the within instrument for the purposes therein contained.

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

S. Gene Stromberg  
Notary Public

My Commission Expires:  
My Commission Expires Nov. 30, 1985