

ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

OF

MAY 25 3 12 PM '95

McDOWELL MOUNTAIN ESTATES HOMEOWNERS ASSOCIATION,
an Arizona nonprofit corporation

LETT
TERM
DATE Baralyn Jensen
5-25-95

MH 1 3 32 PM '95
Mistina Gava
6/1
#0750396-9

ARTICLE I

NAME

The name of the corporation is McDOWELL MOUNTAIN ESTATES HOMEOWNERS ASSOCIATION (the "Association").

ARTICLE II

DURATION

The Association shall exist perpetually.

ARTICLE III

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to perform the duties and obligations of the Homeowners Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Lots 1 through 78, inclusive, and Tracts "A" and "B", of Ancala West by Maracay Homes (which property for purposes contained herein shall be known also as McDowell Mountain Estates), according to Book 390 of Maps, Page 6, Records of Maricopa County, Arizona, Fee number 95-0293209, as said CC&Rs may be amended, from time to time. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Chapter 5 of Title 10, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation Law").

ARTICLE IV

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to fulfill the duties and obligations of the Homeowners Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Lots 1 through 78 inclusive, and Tracts "A" and "B", of Ancala West by Maracay Homes (which

property for purposes contained herein shall be known also as McDowell Mountain Estates), according to Book 390 of Maps, Page 6, Records of Maricopa County, Arizona, Fee number 95-0293209, as said CC&Rs may be amended, from time to time.

ARTICLE V

STATUTORY AGENT

Von E. Dix, whose address is 6330-3 East Thomas Road, Suite 200, Scottsdale, Arizona 85251, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Dave Bessey	6330-3 East Thomas Road Suite 200 Scottsdale, Arizona 85251
Richard Scott	6330-3 East Thomas Road Suite 200 Scottsdale, Arizona 85251
Von E. Dix	6330-3 East Thomas Road Suite 200 Scottsdale, Arizona 85251

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Mailing Address</u>
Von E. Dix	6330-3 East Thomas Road Suite 200 Scottsdale, Arizona 85251

ARTICLE VIII

LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent allowable under the General Nonprofit Corporation Law, including without limitation Arizona Revised Statutes §§ 10-1005.A.18 and 10-1029.A.8, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duties as director, except for liability for any of the following:

- (i) Any breach of the director's duty of loyalty to the Association or its members;
- (ii) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Arizona Revised Statutes § 10-026;
- (iv) Any transaction from which the director derived an improper personal benefit;
- (v) A violation of Arizona Revised Statutes § 10-1097.

ARTICLE IX

PRINCIPAL OFFICE

The principal office of the Association shall be located at 6330-3 East Thomas Road, Suite 200, Scottsdale, Arizona 85251.

ARTICLE X

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration of Covenants, Conditions and Restrictions.

ARTICLE XI

BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local government agency whose approval of the Project, the Plat or the CC&Rs is required by law or requested by the Declarant.

ARTICLE XII

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association or until their successors have been elected and qualified:

Von E. Dix	President
Dave Bessey	Vice President
Richard Scott	Secretary/Treasurer

ARTICLE XIII

DISSOLUTION

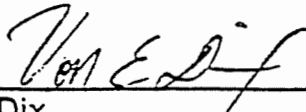
The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of the Association membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association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

ARTICLE XIV

AMENDMENTS

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the CC&Rs is required by law or requested by the Declarant.

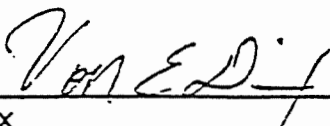
DATED this 10th day of March, 1995.



Von E. Dix

STATUTORY AGENT CONSENT

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the General Nonprofit Corporation Law.



Von E. Dix
6330-3 East Thomas Road, Suite 200
Scottsdale, Arizona 85251

ParkPro

PARKING PROFESSIONALS

P.O. BOX 60935

PHOENIX, AZ 85082-0935

**McDOWELL MOUNTAIN ESTATES H.O.A.
CODE INFORMATION SHEET**

Please complete the required information below and return the form, either by fax or mail, to ParkPro.

A.) _____
Last Name, First Initial Lot #

B.) _____
Home telephone number w/ area code Required for visitor calling capability.

C.) _____
A four digit number of your choice that will be personal to you. Be unique, no 1234 or TTTT, etc.

D.) _____
Card and/or transmitter number, 5 digits on back of transmitter or front of card.

(602) 254-0770



FAX (602) 254-0230