

AZ CORPORATION COMMISSION
FILED

JAN 26 2007

FILE NO. 0165800-3

ARTICLES OF RESTATEMENT

OF

TURTLE ROCK III HOMEOWNERS ASSOCIATION

1. The name of the corporation is Turtle Rock III Homeowners Association.
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 os specified in the corporation's Articles of Incorporation or bylaws. The board of directors of the corporation adopted the restatement on the 19th day of July, 2006.
 The restatement does not 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 19th day of July, 2006

TURTLE ROCK III HOMEOWNERS ASSOCIATION

By James K Black
JAMES K. BLACK, PRESIDENT H.O.A.
[name] [title]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TURTLE ROCK III HOMEOWNERS ASSOCIATION**

July 19, 2006

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a non-profit corporation pursuant to the laws of the State of Arizona, and having filed Articles of Incorporation on May 25, 1984, do hereby amend and restate the Articles of Incorporation as follows.

Article I

The name of the corporation shall be Turtle Rock III Homeowners Association, hereafter referred to as "Association".

Article II

This corporation is organized pursuant to the general non-profit corporation laws of the State of Arizona and the initial purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated in Arizona except that the corporation shall not engage in any transactions for pecuniary profit.

Article III

The names and addresses of the original incorporators are:

Don Stachowiak	5854 East Emile Zola Scottsdale, Arizona 85254
Mike Traylor	1117 East Meadow Lane Phoenix, Arizona 85022
Clyde Dinnell	6602 East Kings Ave. Scottsdale, Arizona 85254

Article IV

The number of directors of this corporation to act initially was three (3). Thereafter, The exact number of directors to serve will be set forth in the By-laws. The initial Board of Directors was elected at a meeting of the incorporators in Phoenix, Arizona, held on May 22, 1984, to serve as directors until the election of their successors: Mike Traylor, Don Stachowiak, and Clyde

Dinnell, whose addresses are specified in Article III hereof. Thereafter, the Directors shall be elected by the members of the Association at the annual meeting, as set forth in Article III of the Association By Laws. The Directors need to be members of the Association. The Board of Directors will maintain the By-Laws of the corporation and such By-Laws may be amended, supplemented, repealed or suspended and new By-Laws may be adopted as provided for therein.

Article V

The principal place of business of the corporation shall be at the City of Phoenix, Arizona, but the corporation may establish other offices within Maricopa County, Arizona, and hold its meetings at such place within Maricopa County, Arizona, as the By-Laws may provide.

Article VI

The general nature of the business to be transacted and the objective and purposes of the corporation shall be as follows:

- A. To own, operate and/or maintain certain property and improvements to be used in common by and for the benefit of all the owners of residences constructed within the following described premises: Tracts A, B, C, D, E, F, and G of Turtle Rock III according to the plat of record thereof recorded in the Office of the County Recorder of Maricopa County, Arizona, in book 247 of maps, on page 43 thereof.
- B. To accept, maintain and protect such property and improvements as may be conveyed to the Corporation; to pay all taxes and assessments, if any, which may properly be levied against such property or other property acquired by or owned by the Corporation; to impress liens against the individual lots to secure the payment of obligations due from the owners thereof to the corporation and to collect, foreclose or otherwise enforce, compromises, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; to take any action necessary to enforce the Covenants, Conditions and Restrictions which at present or in the future affect said property described in Article VI, paragraph A above, either by recording Restrictions, By-Laws of the Corporation, Rules & Regulations of the Corporation, or in any other way created; and in addition thereto, to do any and all lawful things and acts which the Corporation, at any time, and from time-to-time, shall, in its discretion, deem to be in the best interests of the members of the Corporation, and to pay all costs and expenses in connection therewith and in connection with any and all the purposes of the corporation, and further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the Corporation under and by virtue of any Covenants, Conditions and Restrictions, charge or assessment affecting said property or any portion thereof, and to do and perform any and all acts which may be necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the Corporation, and further, to do

any and all things and exercise all rights and powers permitted to non-profit corporations under the laws of the State of Arizona.

- C. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation.
- D. To make contracts of all kinds and description with third parties, firms, and corporations.
- E. To do and perform any and all acts and things to transact any business, not inconsistent with law, which may be necessary, incidental to, or convenient in carrying out any of the business or purpose of the corporation.
- F. To 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 County Recorder, Maricopa County, Arizona, 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.

Article VII

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association shall be limited to record owners of equitable title (or legal title if the equitable title has merged) of the lots on the property described above. An owner of a lot shall automatically, upon becoming the owner of the lot, be a member of the Association, and shall remain a member of the Association until such time as his/her ownership ceases for any reason, at which time his/her membership in said Association shall automatically cease. Nothing herein is intended to include as members of the Association persons or entities who hold an interest merely as security for the performance of an obligation. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept by the Secretary of the Association. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners or equitable tile (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any lot. In the event any such lot is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each lot shall be joint and a single membership for such lot shall be issued in the names of all, and they shall designate to the Association in writing at the time of the issuance of their number who shall hold the membership and have the power to vote said membership, and in the absence of

such designation and until such designation is made, the Board of Directors of the Association shall make such designation.

Article VIII

The private property of each and every officer, director and member of the Association of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

Article IX

This corporation hereby appoints Lynn Krupnik, Ekmark & Ekmark, L.L.C., 6720 North Scottsdale Road, Suite 261, Scottsdale, Arizona 85253, as its lawful statutory agent, upon whom all notices and processes, including service of summons, may be served, and which when so served, shall be lawful, personal service upon this corporation. The Directors 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.

Article X

Annual meetings of the members of the Association of the corporation shall be held on the second Saturday of January of each year.

Article XI

The corporation shall not execute or file for record any documents which impose a restriction upon the sale, lease, or occupancy of property solely on the basis of race, color or creed.

Article XII

These Articles of Incorporation may be amended by the affirmative vote of a majority of the voting membership.

Article XIII

The corporation shall have power to dedicate, sell or transfer all or any part of the common area 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 members entitled to cast a majority or votes, agreeing to such dedication or transfer.

Article XIV

The Association may be dissolved with the assent in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution of the Association, the assets, both real and

personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes, as nearly as practicable, the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

Article XV

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporation organized for the same purposes, provided, however that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting membership.

Article XVI

The fiscal year of the Association shall begin on the first day of January and end on the 31 of December every year.

Article XVII

Any person who serves as a director or who serves on a board or council in an advisory capacity to this nonprofit corporation or board of directors of this nonprofit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by wilful and wanton or grossly negligent conduct of such person. Nothing in this section shall limit or modify in any manner the duties or liabilities of a director or such person serving in an advisory capacity to the corporation or the corporation's members. "Official capacity" as used in this section is any decision, act or event undertaken by this nonprofit corporation in furtherance of the purpose or purposes for which such organization is organized.

The corporation shall indemnify and hold harmless each director and officer of the corporation with respect to any claims, demands, actions and causes of action which may be asserted against such director or officer during his term of office, or subsequent thereto, arising out of or in any way connected with the performance of his duties and responsibilities as such director or officer, such indemnification to include reasonable and necessary attorneys fees incurred by such director or office in defending himself against such claims, demands, actions and causes of action. Such indemnification shall grant the full protection granted to members, directors, officers and employees of the corporation granted in Section 10-1005(C) of the Arizona Revised Statutes.

IN WITNESS WHEREOF the undersigned certifies that these Amended and Restated Articles of Incorporation were approved by the members pursuant to the provisions of the Arizona Nonprofit Corporation Act.

Dated this 19 day of July, 2006.

TURTLE ROCK III HOMEOWNERS ASSOCIATION

By
Its: President

James K. Block