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SPRINGTREE CONDOMINIUM
ASSOCIATION
ARTICLES OF INCORPORATION

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ASSOCIATIONINDEX TO ARTICLES
OF
INCORPORATION

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ARTICLES OF INCORPORATION

OF

SPRINGTREE CONDOMINIUM
ASSOCIATIONSECRETARY COMMISSION
FOR THE STATE OF AZ.
FILED

FEB 1 3 03 PM '83

Rigby
4-12-83

154792

In compliance with the requirements of §10-1001 et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Springtree Condominium Association.

ARTICLE II

DEFINED TERMS

Terms in all capital letters used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions for Springtree Condominiums recorded with the County Recorder of Maricopa County, Arizona, as Instrument Number 83-093132.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the ASSOCIATION shall be located at 2401 South 24th St., Phoenix, Arizona 85036.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyekman, whose address is 6831 Fifth Avenue, 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 Statutory Agent for the corporation, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which the ASSOCIATION is organized is to provide for the management, maintenance, and care of the GENERAL COMMON ELEMENTS and to perform such other duties as are imposed upon the ASSOCIATION under the CONDOMINIUM DOCUMENTS. In furtherance of, and in order to accomplish the foregoing object and purpose, the ASSOCIATION may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI

CHARACTER OF BUSINESS

The character of the business which the ASSOCIATION intends to conduct in Arizona is to provide for the construction, management, maintenance and care of the GENERAL COMMON ELEMENTS and to perform such other duties as are imposed upon the ASSOCIATION under the CONDOMINIUM DOCUMENTS, and to promote and protect the common good and general welfare of the people of the community encompassed within the ASSOCIATION, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the GENERAL COMMON ELEMENTS, and the UNITS included within the CONDOMINIUM.

ARTICLE VII

POWERS

The ASSOCIATION shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the corporation's purposes as set forth above, including, but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the ASSOCIATION as set forth in the CONDOMINIUM DOCUMENTS.

ARTICLE VIII

MEMBERSHIP

Identity of Members. Membership in the ASSOCIATION shall be limited to OWNERS of UNITS. Each OWNER of a

UNIT shall automatically be, upon becoming the OWNER thereof, a MEMBER of the ASSOCIATION and shall remain a MEMBER of the ASSOCIATION until such time as his ownership ceases for any reason, at which time his membership in the ASSOCIATION shall automatically cease.

Transfer of Membership. The ASSOCIATION membership of each OWNER of a UNIT shall be appurtenant to each such UNIT. The rights and obligations of an OWNER and membership in the ASSOCIATION shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership of such UNIT or by intestate succession, testamentary disposition, foreclosure of mortgage of record, exercise of a power of sale under a deed of trust or such other legal process as is now in effect or as hereafter may be established under or pursuant to the laws of the State of Arizona. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the ASSOCIATION.

ARTICLE IX

VOTING RIGHTS

Classes of Members. The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all OWNERS, with the exception of the DECLARANT so long as there is a Class B membership, of UNITS. Each Class A member shall be entitled to one (1) vote for each UNIT owned.

Class B. The Class B member shall be the DECLARANT. The Class B member shall be entitled to three (3) votes for each UNIT owned. The Class B membership shall cease and be converted to Class A membership and the DECLARANT shall become a Class A member upon the happening of either of the following events, whichever occurs earlier:

(a) when seventy-five percent (75%) of the UNITS have been conveyed to PURCHASERS; or

(b) seven (7) years after the conveyance of the first UNIT to a PURCHASER;

(d) when the DECLARANT notifies the ASSOCIATION in writing that it relinquishes its Class B membership.

Joint Ownership. When more than one person is the OWNER of a UNIT, all such persons shall be MEMBERS. The

vote for such UNIT shall be exercised as they among themselves determine, but in no event shall more than one ballot be cast with respect to any UNIT. The votes for each such UNIT must be cast as a unit, 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. If any OWNER casts a ballot representing a certain UNIT, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other OWNERS of the same UNIT. In the event more than one ballot is cast for a particular UNIT, none of said votes shall be counted and said votes shall be deemed void.

Corporate or Partnership Ownership. In the event a UNIT is owned by a corporation, partnership or association, the corporation, partnership or association shall be a MEMBER and shall designate in writing to the ASSOCIATION at the time of acquisition of the UNIT, the name and title of a person who shall have the power to vote the membership of the corporation, partnership or association in the ASSOCIATION. The person so designated shall be the only person who shall be entitled to cast the vote for the UNIT owned by such corporation, partnership or association. If the corporation, partnership or association fails to designate the person who shall have the right to vote the membership of the corporation, partnership or association, then until such designation is made, such corporation, partnership or association shall lose its right to vote and it shall not be considered a MEMBER for the purpose of determining the requirement for a quorum or any other purpose requiring the approval of a person entitled to cast the vote for the UNIT owned by such corporation, partnership or association.

Suspension of Rights. In the event any OWNER of a UNIT is in arrears in the payment of any assessment or other amounts due under the terms of the CONDOMINIUM DOCUMENTS for a period of fifteen (15) days, said OWNER'S right to vote as a MEMBER of the ASSOCIATION shall be automatically suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current and for a period not to exceed 60 days for any infraction of the CONDOMINIUM DOCUMENTS.

ARTICLE X

BOARD OF DIRECTORS

The affairs of the ASSOCIATION shall be conducted by the Board of Directors and such officers and committees

as the directors may elect and appoint in accordance with the ARTICLES and BYLAWS. The BOARD may increase or decrease the number of directors on the BOARD but the number of directors must always be an odd number and may not be less than three (3) nor more than nine (9). The number of directors constituting the initial Board of Directors shall be five (5). The names and post office addresses of the first directors of the ASSOCIATION are as follows.

<u>Name</u>	<u>Mailing Address</u>
Fred Godwin	2401 South 24th Street, Phoenix, 85036
John D. Long, Jr.	2401 South 24th Street, Phoenix, 85036
Donald R. Liem	2401 South 24th Street, Phoenix, 85036

The initial directors shall serve until the first annual meeting of the MEMBERS and until their successors have been elected and qualified. Commencing with the first annual meeting of the MEMBERS which shall be held on the second Monday of December, 1983, one director shall be elected for a term of one (1) year, one director for a term of two (2) years and one director for a term of three (3) years. At each annual meeting thereafter, the MEMBERS shall elect one director for a term of three (3) years. In the event the number of directors on the BOARD is increased, the BOARD shall provide for the election of the directors in such a manner that the terms of the directors shall be staggered.

So long as there is a Class B membership in the ASSOCIATION, the directors need not be members of the ASSOCIATION. After the termination of the Class B membership, all directors must be members of the ASSOCIATION.

Any vacancy occurring on the BOARD by reason of death, resignation, or disqualification of any director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior director's term.

The BOARD is expressly authorized to adopt BYLAWS for the ASSOCIATION, by a majority vote of the members of the BOARD, at a regular or special meeting called therefor.

ARTICLE XI

DISSOLUTION

Except for a DISSOLUTION that would result in a withdrawal of the CONDOMINIUM from the Horizontal Property Regime created by the recording of the DECLARATION, the ASSOCIATION may be dissolved with the consent given in writing and signed by MEMBERS representing not less than two-thirds (2/3) of the total authorized votes entitled

to be cast by MEMBERS of the ASSOCIATION. Upon any such dissolution of the ASSOCIATION, other than incident to a merger or a consolidation, the assets of the ASSOCIATION shall be dedicated, granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization designated by the MEMBERS approving the dissolution as being the entity which will thereafter perform the duties and obligations of the ASSOCIATION under the CONDOMINIUM DOCUMENTS. Any dissolution of the ASSOCIATION which would result in a withdrawal of the CONDOMINIUM in the Horizontal Property Regime must be approved by the OWNERS of the UNITS and shall be evidenced by a Declaration of Withdrawal executed, acknowledged and recorded by the OWNERS of all of the UNITS. If at the time of any such dissolution there are any encumbrances or liens against any of the UNITS, such Declaration of Withdrawal will be effective only when the creditors holding such encumbrances or liens also execute and acknowledge such Declaration of Withdrawal or their encumbrances or liens are satisfied other than by foreclosure against the UNITS or expire by operation of law. As long as there is a Class B membership in the ASSOCIATION any dissolution of the ASSOCIATION must have the prior written approval of the Veterans Administration or the Federal Housing Administration; provided, however, that no such approval shall be required unless at the time of such dissolution the Veterans Administration or the Federal Housing Administration has insured or issued firm commitments to insure mortgages or deeds of trust on one or more UNITS.

ARTICLE XII

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. So long as there is a Class B membership in the ASSOCIATION, any amendment of these Articles must have the prior written approval of the Veterans Administration or the Federal Housing Administration.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

FHA/VA APPROVAL

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 AREA, dissolution and amendment of these Articles.

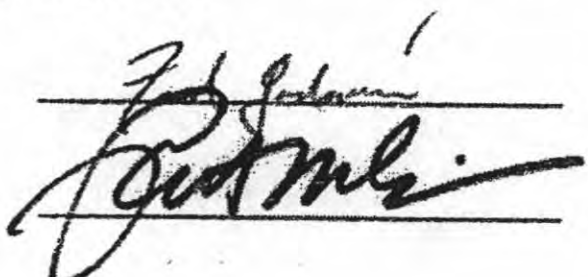
ARTICLE XV

INCORPORATORS

The names and addresses of the incorporators of this ASSOCIATION are:

<u>Names</u>	<u>Addresses</u>
Fred Godwin	2401 South 24th Street, Phoenix, 85036
Richard M. Eneim	2401 South 24th Street, Phoenix, 85036

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 16th day of March, 1983.



Two handwritten signatures are present, one above the other, both written in dark ink. The top signature appears to be 'Fred Godwin' and the bottom one 'Richard M. Eneim'. Each signature is written over a horizontal line.

STATE OF Arizona)
) ss.
COUNTY OF Maricopa)

On this, the 16th day of March, 1983, before me the undersigned Notary Public, personally appeared Fred Godwin, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

SPRINGTREE CONDOMINIUM
ASSOCIATION

EXACT CORPORATE NAME

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have 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 where 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.
- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, 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.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in 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? 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 involved and the file or cause number of the case.

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.

State of Arizona
County of Maricopa ss

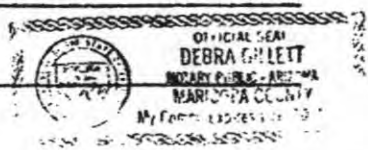
Subscribed, sworn to and acknowledged before me this
16th DAY of March, 19 83

BY [Signature] DATE 3/16/83
TITLE Incorporator

BY [Signature] DATE 3/16/83
TITLE Incorporator

FISCAL DATE: 1/1--12/31

[Signature]
NOTARY PUBLIC



My Commission expires: _____