

EXPEDITED  
AZ CORP COMMISSION  
FILED

OCT 30 4 32 PM '00

APPR DATE Janet Taylor  
DATE 10/30/00  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
TONE RANCH ESTATES HOMEOWNERS ASSOCIATION**

- 0958096-3 1. The name of the corporation is Tone Ranch Estates Homeowners Association.
2. The Articles of Incorporation are amended by adding the following Article XVII:

**ARTICLE XVII**

**VA/FHA APPROVAL**

Until the termination of the Class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration or the Department of Veterans Affairs: annexation of additional properties; mergers or consolidations, mortgaging of Common Area, dedication of Common Area, dissolution of the Association, or amendment of these Articles of Incorporation.

3. These Articles of Amendment were duly adopted by the action of the members of the corporation entitled to adopt the amendment on October 24, 2000.

Dated this 24<sup>th</sup> day of October, 2000.

**TONE RANCH ESTATES  
HOMEOWNERS ASSOCIATION, an  
Arizona nonprofit corporation**

By: *Samuel Pope*

Its: President

AZ. CORP. COMMISSION  
FILED

JUL 31 2000

ARTICLES OF INCORPORATION

APPR: Pascudita Coltatata  
TERM  
DATE July 31, 2000  
-0958096-3

OF

TONE RANCH ESTATES HOMEOWNERS ASSOCIATION

In order to form a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act (Arizona Revised Statutes, Section 10.3201, et seq.), the undersigned incorporator states as follows:

ARTICLE I

NAME

The name of the corporation is Tone Ranch Estates Homeowners Association. ~~acat~~

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Tone Ranch Estates recorded in the official records of the County Recorder of Maricopa County, Arizona, as such Declaration may be amended from time to time. As used in these Articles, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent.

ARTICLE III

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 637 S. 48<sup>th</sup> Street, Suite 203, Tempe, Arizona 85281.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyekman, whose address is 6750 East Camelback Road, Suite 104, 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 corporation.

## ARTICLE V

### POWERS

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law (including, without limitation, all powers enumerated in A.R.S. § 10-3302) and all powers necessary or desirable to perform the Association's obligations and duties and to exercise the rights and powers of the Association set forth in the Association Documents.

## ARTICLE VI

### CHARACTER OF BUSINESS AND PURPOSE OF THE ASSOCIATION

The character of the business which the Association intends to conduct in Arizona is to: (i) be and constitute the Association referred to in the Declaration; (ii) provide for the management, maintenance and care of the Areas of Association Responsibility; (iii) perform such other duties as are imposed on or granted to the Association by the Association Documents; and (iv) exercise all rights and powers granted to the Association by the Association Documents or by Arizona law.

## ARTICLE VII

### MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots and the Declarant so long as the Declarant owns any Lot. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Association Documents. The provisions of the Declaration pertaining to classes of membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

## ARTICLE VIII

### BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director of the Association who shall serve until his successor is elected and qualifies is as follows:

Name

Mailing Address

Bob Bessette

637 S. 48<sup>th</sup> Street  
Suite 203  
Tempe, Arizona 85281

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that so long as the Declarant owns any Lot, the Declarant, and thereafter, 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 governmental agency whose approval of the Project, the Plat or the Association Documents is required by law or requested by the Declarant or the Association.

**ARTICLE IX**

**OFFICERS**

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

James P. Joyce	-	President
Dave Harts	-	Vice-President
Bob Bessette	-	Secretary
Bob Bessette	-	Treasurer

**ARTICLE X**

**LIMITATION ON LIABILITY OF DIRECTORS**

The personal liability of a director of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

## ARTICLE XI

### INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

## ARTICLE XII

### AMENDMENTS

These Articles may be amended by Members holding at least seventy-five percent (75%) of the Eligible Votes; provided, however, that so long as the Declarant owns any Lot, the Declarant, and thereafter, the Board, without a vote of 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 Association Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot, any amendment to these Articles must be approved in writing by the Declarant.

## ARTICLE XIII

### DISSOLUTION

The Association may be dissolved by the affirmative vote of Members holding not less than two-thirds (2/3) of the Eligible Votes. 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. 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.

So long as the Declarant owns any Lot, any dissolution of the Association must be approved in writing by the Declarant.

**ARTICLE XIV**

**DURATION**

The Association shall exist perpetually.

**ARTICLE XV**

**ASSESSMENTS AND FEES**

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Association Documents.

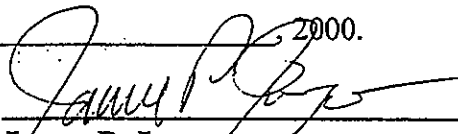
**ARTICLE XVI**

**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
James P. Joyce	637 S. 48 <sup>th</sup> Street Suite 203 Tempe, Arizona 85281


Dated this 31<sup>st</sup> day of July, 2000.

  
\_\_\_\_\_  
James P. Joyce

**ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT**

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 31<sup>st</sup> day of July, 2000.

  
\_\_\_\_\_  
Donald E. Dyekman