

ARTICLES OF INCORPORATION  
OF  
ALTA MESA TOWNHOMES ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned persons have this date associated themselves together for the purpose of forming a corporation under the pursuant to the rules of the State of Arizona, and for that purpose hreby adopt the following Articles of Incorporation:

ARTICLES I

The name of the corporation shall be ALTA MESA TOWNHOME ASSOCIATION.

ARTICLE II

This corporation is organized purusant to the general nonprofit corporation laws of the State of Arizona.

ARTICLE III

The name and post office addresses of the incorporators are as follows:

Dan L. Earlie	4647 N. 32nd St., Suite 245 Phoenix, Arizona 85018
Donald J. Diamond	4647 N. 32nd St., Suite 245 Phoenix, Arizona 85018

All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE IV

The number of directors of this corporation to act initially shall be three (3), but such number may be changed as provided in the Bylaws of the corporation. The following persons were elected November 7, 1984 at 10:00 A.M. at 4647 North 32nd Street, Suite 245 Phoenix, Arizona, to serve as directors until the election of their successors:

Dan L. Earlie	4647 N. 32nd St., Suite 245 Phoenix, Arizona 85018
Donald J. Diamond	4647 N. 32nd St., Suite 245 Phoenix, Arizona 85018
Andrea M. Galles	4647 N. 32nd St., Suite 245 Phoenix, Arizona 85018

ARTICLE V

The principal place of business of the corporation shall be in the City of Mesa, County of Maricopa, State of Arizona, but the corporation may establish other offices and engage in business elsewhere within and without the State of Arizona and hold its meetings at such places as the Bylaws may provide.

#### ARTICLE IX

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) members, as may be established from time to time as provided for in the Bylaws of the corporation, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. Only the offices of Secretary and Treasurer may be held by the same person.

#### ARTICLE X

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of two-thirds (2/3) of each class of members at a lawfully held meeting and, to the extent required by the laws of the State of Arizona, be approved by the Arizona Corporation Commission.

#### ARTICLE XI

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

#### ARTICLE XII

The corporation hereby appoints DAN L. EARLIE, 4647 North 32nd St., Suite 245, Phoenix, Arizona 85018, who is now and has been for more than three years last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notice and processes, served, shall be lawful, personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filing of such other appointment shall revoke this or any other previous appointment of such agent.

#### ARTICLE XIII

The first annual meeting of the members of the corporation shall be held within sixty (60) days after the builder has constructed and conveyed seventy-five percent (75%) of the total number of residence units to be constructed within the premises described in Article VI hereof, or one year from the date of incorporation, whichever is sooner. The exact date, time and place of the first annual meeting shall be as established by the Board of Directors. Thereafter, the annual meetings of the members of the corporation shall be on the first Wednesday in April of each year, or as specified by the Bylaws of this corporation, duly adopted or amended which date shall take precedence over the date mentioned herein without the necessity of the amendment of the Articles. The annual meetings of the Board of Directors and the members of the corporation shall be held at the office of the corporation or such other office or offices at such other places as may be designated by the Board of Directors.

#### ARTICLE XIV

These Articles of Incorporation may be amended by the affirmative vote of not less than three-fourths (3/4) of the members of the corporation. However, no amendment shall be made which would in any manner be deemed to be in conflict with or contrary to the terms of any promissory note, mortgage regulatory agreement, document and/or instrument executed by the corporation in obtaining insurance under the National Housing Act, or contrary to any terms or provisions of any recorded covenants, conditions and restrictions applicable to the premises described in Article VI hereof.

ARTICLE XV

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XVI

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 consolidation, mortgaging of Common Areas, dedication of Common Areas, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 21st day of November, 19 84.

*Dan L. Earlie*  
Dan L. Earlie

*Donald J. Diamond*  
Donald J. Diamond

STATE OF ARIZONA )  
                          )ss.  
County of Maricopa )

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of November, 19 84 by Dan L. Earlie.



*Andrea M. Galles*  
Notary Public

My Commission Expires:  
Feb. 19, 1985

STATE OF ARIZONA )  
                          )ss.  
County of Maricopa )

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of November, 19 84 by Donald J. Diamond.



*Andrea M. Galles*  
Notary Public

My Commission Expires:  
Feb. 19, 1985