

1303

ARTICLES OF INCORPORATION  
OF

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*you authorized*  
*192*

WINDSOR SHADOWS OWNERS ASSOCIATION

1977 82-4

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 nonprofit corporation, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Windsor Shadows Owners Association. *(OK)*

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 Windsor Shadows recorded with the County Recorder of Maricopa County, Arizona, as Instrument No. 87-404600.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 1424 S. Stapley, Mesa, Arizona 85204.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyekman, whose address is One East Camelback Road, Suite 1100, Phoenix, Arizona, 85012, 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

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Common Area and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Project 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 management, maintenance and care of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII

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 Project Documents.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors comprising 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>
Alan Fuller	1424 S. Stanley Mesa, Arizona 85204

Brad Reed

1424 S. Stapley  
Mesa, Arizona 85204

John Poulsen

1424 S. Stapley  
Mesa, Arizona 85204

The Board shall adopt the initial Bylaws of the Association. The power to amend or repeal the Bylaws is reserved to the Members except so long as there is a Class B membership in the Association, the Declarant, 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 Project Documents is required by law or requested by the Declarant. So long as there is a Class B membership in the Association, any amendment of the Bylaws must be approved by the Veterans Administration or the Federal Housing Administration.

#### ARTICLE IX

##### 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 and until their successors have been elected and qualified:

Alan Fuller	-	President
Brad Reed	-	Vice-President
John Poulsen	-	Secretary/Treasurer

#### ARTICLE X

##### 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 each class of 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, or assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XI

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 so long as there is a Class B membership in the Association, the Declarant, 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 Project Documents is required by law or requested by the Declarant. So long as there is a Class B membership in the Association, any amendment of these Articles must be approved by the Veterans Administration or the Federal Housing Administration.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following 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, dedication of Common Area, undertaking self-management of the Project or the Association and dissolution and amendment of these Articles of Incorporation.

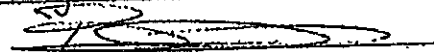
ARTICLE XIV

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brad Reed	1424 S. Stapley Mesa, Arizona 85204

Dated this 2 day of July, 1987.

  
Brad Reed

1 8 0 3 2 0 0 4 9

LAW OFFICES  
**O'CONNOR, CAVANAGH, ANDERSON, WESTOVER, KILLINGSWORTH & BESHEARS**  
 A PROFESSIONAL ASSOCIATION

JAMES H. O'CONNOR (1933-1978)  
 HARRY J. CAVANAGH  
 JOHN N. WESTOVER  
 ROBERT O. BESHEARS  
 CERALD L. JACOBS  
 THOMAS A. WOODRUE, JR.  
 RICHARD J. WOODS  
 ARTHUR P. ALLENSTON  
 DONALD L. CROSS  
 JIMMY ORANT  
 W.C. RARE, JR.  
 RICHARD G. BRITH  
 ROBERT S. KANT  
 J. VICTOR BLYTHE  
 DONALD C. DYKMAN  
 REDFELD T. BAUM  
 HELEN W. WALL  
 CALVIN L. RAUP  
 CHARLES L. FINE  
 MARSHALL W. ANSTANDIG  
 DAVID W. FARK  
 JOHN B. TUNMAN  
 HAROLD W. WALZ  
 CAROL M. CAMPBELL  
 STEVEN M. HERMAN  
 SCOTT A. SALMON  
 STEVEN L. USKOR  
 WILLIAM A. GERLIG  
 BRIAN E. KELLEY  
 JOHN E. OWEN  
 GLENN H. FELDMAN  
 JEAN E. HARRIS  
 A. WOLFF-BERBY  
 MAX H. SPIER  
 DANIEL W. PETERS  
 RICHARD W. LORENKIN  
 ROBERT A. RYAN  
 DAVID L. FURZE  
 STEPHEN E. RICHMAN  
 ARTHUR H. GOODMAN  
 NEL D. WERNER  
 SEYMOUR H. FORTER, JR.  
 ALAN A. HIDA  
 MICHELLE S. HANLON  
 NICHOLAS J. VAN MOORE  
 FRANK H. FOX  
 DAVID S. LANEY  
 CHRISTINA L. SUNDLOF  
 MICHAEL R. GAFFNEY  
 ANNA C. ROY-MORNE  
 PETER AKKACHA  
 THOMAS J. SUDRALL, JR.  
 TERESA D. HOFFMAN  
 WALTER F. BROWN, JR.  
 MANUEL SAGIE  
 BRIAN E. SMITH  
 JAMES W. BOZEMAN  
 ROBERT C. GLENNER  
 JAMES L. MARTIN  
 FELICE A. NATELUNI

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TELEPHONE TELECOPIER  
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 TELE (65-171) OCC-LAW

July 9, 1987

SUN CITY OFFICE  
 WILLIAM W. DON CARLOS  
 WILLIAM C. WAHL, JR.  
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 15280 NORTH DEL WEBB BOULEVARD  
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SCOTTSDALE OFFICE  
 MICHAEL E. WOLFF  
 SUITE 308  
 4110 NORTH SCOTTSDALE ROAD  
 SCOTTSDALE, ARIZONA 85251

OF COUNSEL  
 KENNETH I. TOOD

OUR FILE NO. 13844-5

WRITER'S DIRECT DIAL NUMBER  
 263-2802

Arizona Corporation Commission  
 Incorporating Division  
 P. O. Box 6019  
 1200 W. Washington  
 Phoenix, Arizona 85005

Re: Windsor Shadows Owners Association

Gentlemen:

I, Donald E. Dyekman, having been designated to act as statutory agent, hereby consent to act in that capacity until renewal or resignation is submitted in accordance with the Arizona Revised Statutes.

Very truly yours,

*Donald E. Dyekman*  
 Donald E. Dyekman

DED:cmj