

# EXPEDITED

AZ CORP COMMISSION  
FOR THE STATE OF AZ

## ARTICLES OF INCORPORATION OF

### VOLTERRA COMMUNITY ASSOCIATION

2004 APR 26 P 4:19

APPROVED

DATE APR 26 2004

TERM

DATE

1117159-0

#### ARTICLE I

##### NAME

The name of the corporation is Volterra Community Association. *ok*

#### ARTICLE II

##### DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Volterra recorded at Recording No. 2004-0354250, 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 of Incorporation, 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 8125 North 23rd Avenue, Suite 100, Phoenix, AZ 85021.

#### ARTICLE IV

##### STATUTORY AGENT

Karen Plantage, whose address is 8125 North 23rd Avenue, Suite 100, Phoenix, Arizona 85021, and who is a resident of the State of Arizona, is hereby appointed and designated as the initial statutory agent for the corporation.

## ARTICLE V

### PURPOSE OF THE ASSOCIATION

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Areas of Association Responsibility 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 Community Documents or Arizona law. 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 Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Community Documents.

## ARTICLE VII

### MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. 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 Community 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 three (3). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Scott Raney	8125 N. 23rd Avenue Suite 100 Phoenix, AZ 85021
Karen Plantage	8125 N. 23rd Avenue Suite 100 Phoenix, AZ 85021
Tonea Willhite	8125 N. 23rd Avenue Suite 100 Phoenix, AZ 85021

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members.

**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:

Scott Raney	- President
Karen Plantage	- Vice President
Tonea Willhite	- Secretary and 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: (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests; (b) in all other cases, that the conduct was at least not opposed to its best interests; and (c) 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 of Incorporation may be amended by Members holding at least two-thirds (2/3) of the Eligible Votes. Any amendment to these Articles of Incorporation must be approved in writing by the Declarant if the Declarant owns one or more Lots or any part of the Additional Property or holds an option to purchase any Lot or any part of the Additional Property at the time the amendment is approved by the Members.

**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. Any dissolution of the Association must be approved in writing by the Declarant if the Declarant owns one or more Lots or any part of the Additional Property or holds an option to purchase any Lot or any part of the Additional Property at the time the dissolution is approved by the Members.

**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 Community Documents.

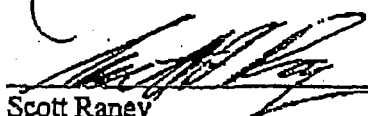
**ARTICLE XVI**

**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Scott Raney	8125 N. 23rd Avenue Suite 100 Phoenix, AZ 85021

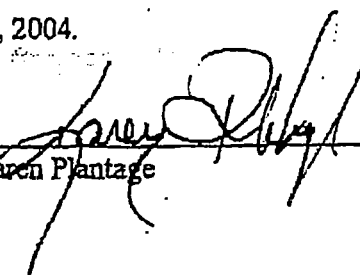
Dated this 21<sup>st</sup> day of April, 2004.

  
\_\_\_\_\_  
Scott Raney

**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 26<sup>th</sup> day of April, 2004.

  
\_\_\_\_\_  
Keren Plantage

**COMMISSIONERS**  
MARC SPITZER - Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES



**ARIZONA CORPORATION COMMISSION**

BRIAN C. MCNEIL  
Executive Secretary

JOANNE C. MACDONNELL  
Director, Corporations Division

May 11, 2004

MARISCAL WEEKS MCINTYRE & FRIE  
MARK A. SHELTON  
2901 N CENTRAL AVE #200  
PHOENIX, AZ 85012-2705

RE: VOLTERRA COMMUNITY ASSOCIATION  
File Number: -1117157-0

We are pleased to notify you that your Articles of Incorporation were filed on April 26, 2004.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report Form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,  
DARLA SEVINSKY  
Examiner  
Corporations Division

JAMES P. ABDO  
REDFIELD T. BAUM, JR.  
MAXINE M. BECKER  
GARY L. BIRNBAUM  
FREDDA J. BISMAN  
JAMES T. BRASELTON  
DAVID G. BRAY  
ROBERT C. BROWN  
SPENCER W. CASHDAN  
SCOTT L. CLAUS  
D. SAMUEL COFFMAN  
ROBIN L. DE RESPINO  
JASON A. DONKERSLEY  
DONALD E. DYKMAN  
WILLIAM E. FARRELL  
FRED C. FATHE  
GLENN M. FELDMAN  
RICHARD A. FRIEDLANDER  
GERALD GAFFANEY  
KENNETH A. HODSON  
SCOTT A. HOLCOMB  
MEGAN E. IRWIN  
DAVID L. LANSKY  
DANA M. LEVY  
KELLY W. LEWIS  
BRIAN M. MUELLER  
WILLIAM NOVOTNY

CHARLES H. OLDHAM  
DAVID J. OUIMETTE  
JAMES H. PATTERSON  
MICHAEL J. PLATI  
ANDREW L. PRINGLE  
LES RAATZ  
LEONCE A. RICHARD III  
STEPHEN E. RICHMAN  
JAMES S. RIGBERG  
MICHAEL S. RUBIN  
PAUL RUDERMAN  
MICHAEL R. SCHEURICH  
ROBERT L. SCHWARTZ  
VALERIE C. SHEEDY  
ROBERT A. SHULL  
KENNETH C. SPAFFORD  
TERRY L. TEDESCO  
TIMOTHY J. THOMASON  
DAVID I. THOMPSON  
ANNE L. TIFFEN  
DENISE H. TROY  
BROOKE U. WALKER  
ALLISON S. WEINSTOCK  
PETER A. WINKLER  
STEVEN D. WOLFSON  
MICHAEL E. WOOLF  
CLAUDIA D. WORK

RUSSELL PICCOLI (OF COUNSEL)

PHILLIP WEEKS (1936-1998)  
DONALD N. MCINTYRE (1932-1998)

LAW OFFICES

**MARISCAL, WEEKS, McINTYRE & FRIEDLANDER, P.A.**

**2901 NORTH CENTRAL AVENUE  
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OUR FILE NO.: 12396-12

June 11, 2004

Karen Plantage  
D.R. Horton/Dietz-Crane Homes  
8125 N. 23rd Avenue, Suite 100  
Phoenix, AZ 85021


**Re: Volterra**

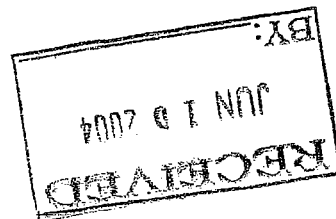
Dear Karen:

Enclosed is the Affidavit of Publication from Arizona Capitol Times showing that the Articles of Incorporation were published as required by law.

If you have any questions, please contact me.

Very truly yours,

  
Donald E. Dyekman  
For the Firm



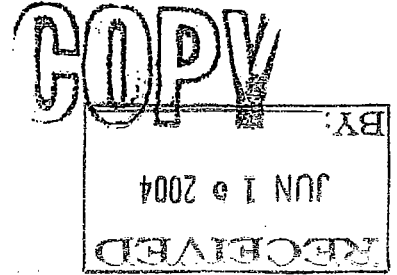
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Enclosures



**AFFIDAVIT OF PUBLICATION  
for Corporation Commission**

**ARIZONA CAPITOL TIMES**

P.O. Box 2260 Phoenix, AZ 85002  
Phone: (602) 258-7026 / Fax: (602) 258-2504



RECEIVED  
JUN 07 2004  
ARIZONA STATE COMMISSION  
CORPORATION COMMISSION

STATE OF ARIZONA  
County of Maricopa

I, DIANA CREIGHTON, am authorized by the publisher as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/is being published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:

- 1) May 21, 2004
- 2) May 28, 2004
- 3) June 4, 2004

THE NAME OF THE CORPORATION: VOLTERRA COMMUNITY ASSOCIATION

CORPORATE FILE NUMBER: 1117157-0

TYPE OF DOCUMENT: Articles of Incorporation

(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment, etc.)

AUTHORIZED SIGNATURE: 

SUBSCRIBED AND SWORN TO BEFORE ME  
ON THE 4TH DAY OF JUNE, 2004.

NOTARY SIGNATURE: 