

EXPEDITED
AZ CORP COMMISSION
FILED

ARTICLES OF INCORPORATION

2000 AUG -7 P 2: 56

OF

APPR. *[Signature]*

DATE AP. GREENFIELD HEIGHTS HOMEOWNERS ASSOCIATION, INC.
TERM 8-7-2000

DATE TIME
088814-9

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation.

1. Name. The name of this corporation (hereinafter the "*Association*") is "Greenfield Heights Homeowners Association, Inc."
2. Duration. The period of duration of the Association shall be perpetual.
3. Principal Place of Business. The principal office for the transaction of business of the Association is located in Maricopa County, Arizona.
4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are:

Matthew R. Berens, Esq.,
BERENS, THOMSON PLC
3200 North Central Avenue, Suite 1800
Phoenix, Arizona 85012
5. Nonprofit Corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona.
6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Area, and all responsibilities within that certain tract of property situated in the City of Mesa, Maricopa County, Arizona, which is more particularly described in that plat for the subdivision and those certain Declaration of Covenants, Conditions and Restrictions for said subdivision (the "*Declaration*") all to be recorded with the Maricopa County Recorder, and to promote the health, safety and welfare of all of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to the Declaration.

In furtherance of said purposes, this Association shall have the powers to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration;
- b. Fix, levy, collect and enforce assessments, charges and fines as set forth in the Declaration and Bylaws;
- c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Area;
- d. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- e. Grant non-exclusive easements over the Common Area to any person for purposes beneficial to the Members;
- f. Borrow money and, only with the assent (by vote or written consent) of two-thirds ($\frac{2}{3}$) of each class of Members, mortgage, pledge, deed of trust or hypothecate any or all of its personal or real property as security for money borrowed or debts incurred;
- g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote or written consent of two-thirds ($\frac{2}{3}$) of each class by Members; and
- h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Non-profit Corporation Act A.R.S. § 10-1001 et seq. may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of Members of the Association, the different classes of Membership, if any, the property, voting and other rights and privileges of Members, their liability for assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members or the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. The initial Board of Directors and the addresses of the members, whom shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Michael H. Nuesle
Gordon Phillips
Janet Thuringer
13253 North La Montana Drive
Suite 203
Fountain Hills, Arizona 85268

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage or injury was caused by wilful and wanton or grossly negligent conduct of the Director. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provision of A.R.S. §§ 10-1016(D) and 10-1029(A)(8), as the same may be expanded or modified in the future.

10. Dissolution. In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Non-profit Corporation Act. The Directors or persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance, then such assets may be granted, transferred or conveyed to any non-profit corporation, association, trust or other organization devoted to similar purposes. If such acts are not feasible, said Directors or other persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. Amendments. These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total voting power of each class of Membership in the Association, provided however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision. Notwithstanding the foregoing, the Declarant, without the vote or written consent of the Members, may amend these Articles in order to conform the Articles to the requirements or guidelines of the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Articles, Bylaws or other documents relative to the Association or the Property is required by law or requested by the Declarant or the Association.

12. 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, if either of those agencies has approved the development plan of the Property: annexation or additional property, mergers and consolidations, mortgaging of Common Area, dedication of Common Area and dissolution and amendment of these Articles.

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

YOLANDA MARTINEZ
3200 NORTH CENTRAL AVE
SUITE 1800
PHOENIX, AZ 85012

RE: GREENFIELD HEIGHTS HOMEOWNERS ASSOCIATION, INC.
File Number: -0958814-9

We are pleased to notify you that your Articles of Incorporation were filed on August 7, 2000.

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, for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, during the fourth (4th) month following the close of each fiscal year. Each year, a preprinted Annual Report Form will be mailed to you prior to the due date of the report.

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.

Very truly yours,

ADLENEA BAYLESS
Examiner
Corporations Division
Arizona Corporation Commission

CF:04
Rev: 4/97

Mark the "x" in this box only if there is a change to Employer Identification Number (EIN) or Name.

See instructions on page 1.

BANK NAME/
DATE STAMP

AMOUNT OF DEPOSIT (DOLLARS)



EIN 86-1020053 082312

GREENFIELD HEIGHTS HOMEOWNERS
% MICHAEL H NUSSLE
13253 N LA MONTANA DR
FOUNTAIN HILLS AZ 85268-8401

941 945
990- 1120
C
943 990-T
720 990-PF
GT-1 1042
940

1st Quarter
2nd Quarter
3rd Quarter
4th Quarter

52

FOR BANK USE IN MICR ENCODING

29 2

Telephone number

Federal Tax Deposit Coupon
Form 8109 (Rev. 10-96)