

JAN 23 1997

ARTICLES OF INCORPORATION  
OF  
SONORAN VISTA of GILBERT HOMEOWNERS' ASSOCIATION

APPR. \_\_\_\_\_  
TERM \_\_\_\_\_  
DATE 1-29-97

07880842

In compliance with the requirements of Chapter 22, Title 10, Arizona Revised Statutes, the undersigned, all of whom are residents of the State of Arizona, and all of whom are of full age, have this date voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation SONORAN VISTA of GILBERT HOMEOWNERS' ASSOCIATION, an Arizona non-profit corporation, hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at c/o Diamond Key Homes, Inc., 2111 East Highland Avenue, Suite 440, Phoenix, Arizona 85016, in the County of Maricopa, State of Arizona.

ARTICLE III

INCORPORATORS

The name and post office address of the incorporator is as follows:

---

Diamond Key Homes, Inc., an Arizona Corporation  
2111 East Highland Avenue - Suite 440  
Phoenix, AZ 85016

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

Section 1. This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the resident's lots and common area on the following real property located in the County of Maricopa, State of Arizona, and all structures and improvements thereon, more particularly described as:

(See attached Exhibit "A")

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Sonoran Vista, hereinafter called the "Declaration", applicable to the property and recorded in the office of the County Recorder of Maricopa County, State of Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

---

(c) 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.

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized as a non-profit corporation of the State of Arizona by law may now or hereafter have or exercise, and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out any of the business purposes of the Association.

(f) Act in the capacity of principal, agent, joint venture, partner or otherwise.

(g) Make contracts of all kinds and descriptions with third parties, firms and corporations.

(h) Enter into, perform and carry out contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the purposes of the corporation.

(i) Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members agreeing to such dedication, sale or transfer.

(j) Participate in mergers and consolidation or annexation, except such annexation as provided for in Article XII of the Declaration, shall have the assent of two-thirds (2/3rds) of the members.

---

Section 2. The foregoing statement shall be construed as a statement both of purposes and of power in each clause and shall be in no way limited or restricted by reference to inference from the terms or provisions of any other clauses, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of powers and purposes, the Association shall not, except to an insubstantial degree, engage in any activities or

exercise any powers that are not in furtherance of the primary purposes of the Association.

Section 3. This Association is organized pursuant to the laws of the State of Arizona which govern non-profit corporations.

## ARTICLE V

### MEMBERSHIP

Section 1. The Association shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the Association, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title in fee simple (or legal title if the equitable title is merged) of the dwellings constructed or planned to be constructed and to record owners of fee title on the property described above and any addition thereto as may hereafter be brought with the jurisdiction of the Association by annexation. An owner of a dwelling or fee title to the property described above shall automatically, upon becoming the owner of the dwelling, be a member of the Association and shall remain as a member of the Association until such time as his ownership ceases for any reason, at which time his membership in said Association shall automatically cease. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept in the office of the Secretary of the Association. No membership shall be issued to any other person or persons except as it may be issued in substitution for outstanding membership assigned to the new record owners of equitable title (or legal title if equitable title has merged).

Section 2. In the event said dwelling or lot is owned by two (2) or more persons, whether in joint tenancy, tenancy in common, community property or otherwise, the membership as to each dwelling unit shall be joint and a single membership for such dwelling shall be issued in the names of all and they shall designate to the Association, in writing, at the time of issuance, one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board of Directors of the Association shall make such designation.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. The Class A members shall be all owners with the exception of the Declarant and Developer as defined in Article V and shall be entitled to one (1) vote for each lot owned. When more than one (1) person owns an interest in any lot, the vote for such lot shall be exercised by the member as determined in Article V, Section 2, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B members shall be the Declarant and the Developer (as defined in the Declaration of Covenants, Conditions and Restrictions recorded for the property referred to in Article IV). Class B Members may terminate membership at will. The Class B members shall be entitled to four (4) votes for each lot in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Seven (7) years from the date of recordation of the Declaration.

## ARTICLE VII

### DURATION

---

The time of commencement of this Association shall be the date upon which the Arizona Corporation Commission files the Articles of Incorporation, and it shall have perpetual life.

## ARTICLE VIII

### BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be conducted by a Board of Directors consisting of an odd number of not less than three (3) nor more than nine (9) members, 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. The same person may hold two (2) or more offices, except that the President may not, at the same time hold the office of Vice President or Secretary.

Section 2. The Directors shall be elected by the members of the Association at the first and each ensuing annual meeting thereof, as provided for in the By-laws of this Association. The directors need not be members of the Association. The Board of Directors will adopt By-laws for the Association and such By-laws may be amended, supplemented, repealed or suspended and new By-laws may be adopted as provided for therein.

Section 3. The initial Board of Directors shall consist of three (3) directors, who shall serve until the first annual meeting of the Association, or until their successors are elected and qualified, as provided for in the By-laws. The following persons were elected and shall serve as directors of the Association:

Larison Clark  
2111 E. Highland Ave. - #440  
Phoenix, AZ 85016

Amy Cwick  
2111 E. Highland Ave. - #440  
Phoenix, AZ 85016

Rick Jellies  
2111 E. Highland Ave. - #440  
Phoenix, AZ 85016

**ARTICLE IX**

**PRIVATE PROPERTY EXEMPTION**

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

**ARTICLE X**

**STATUTORY AGENT**

The Association hereby appoints Stephen Manes of 7301 North 16th Street, Suite 103, Phoenix, AZ 85020, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, as its lawful Statutory Agent upon whom all notices and processes, including service of summons, may be served and which when served, shall be lawful, personal service upon this Association. The Directors may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

**ARTICLE XI**

**NON-DISCRIMINATION**

The Association shall not execute, file, or record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.

**ARTICLE XII**

**DISSOLUTION**

---

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the total number of votes eligible to vote. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes, as nearly as practicable, the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted,

conveyed and assigned to any non-profit corporation, association, trust and other organization to be devoted to purposes and uses that would nearly reflect the purposes and uses to which they were required to be devoted by the Association.

#### ARTICLE XIII

##### FHA/VA APPROVAL

As long as there is a Class B membership and the Developer's sale of its residences involves financing guaranteed by FHA or VA, the following actions will, where and if applicable, 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, and dissolution or amendment of these Articles.

#### ARTICLE XIV

##### MEETING OF MEMBERS

The first annual meeting of the members of the Association shall be held as provided for in the By-laws of the Association. Any amendment of the By-laws, duly adopted, changing the date of the annual meeting shall be valid and effective without the necessity of amending the Articles of Incorporation of the Association. The annual meeting of the Board shall be held at the office of the Association or at such other office or offices at such other places within the County of Maricopa, State of Arizona, as may be designated by the Board of Directors. There shall be no less than two (2) meetings of the Board of Directors during each fiscal year.

---

#### ARTICLE XV

##### AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of seventy-five percent (75%) of the entire membership.



ARTICLE XVI

ANNEXATION

Section 1. Additional land which is platted in the subdivision plat of Sonoran Vista subdivision, recorded in Book 430 of Maps, page 43, record of Maricopa County Recorder, State of Arizona, may be annexed by the Declarant (as defined in the Declaration of Covenants, Conditions and Restrictions for the property referred to herein) without the consent of the members within seven (7) years of the date of recordation of this instrument subject to any required consent by FHA or VA.

Section 2. The Association may at any time annex other residential properties and common areas to the properties described in these Articles and so add to its membership under the provisions of Article V herein, provided, however, that any such annexation shall have the assent of two-thirds (2/3rds) of each class of the membership entitled to vote.

IN WITNESS WHEREOF, the undersigned person has hereunto set his hand this 23<sup>rd</sup> day of January, 1998.

\_\_\_\_\_  
Diamond Key Homes, Incorporator  
by Larison Clark  
its President

STATE OF ARIZONA

) ss.

County of Maricopa )

On this 23 day of January, 1997<sup>OK</sup>, before me, the undersigned Notary Public, personally appeared Larison Clark, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

[Signature]  
Notary Public



My Commission Expires