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OF
VENTANA DE SABINO
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ARTICLES OF INCORPORATION

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FEB 12 12 03 PM '88

Betty Baylow
2-25-88

OF

VENTANA DE SABINO COMMUNITY ASSOCIATION
an Arizona non-profit corporation

B. Baylow
2-25-88 #10

518841

In compliance with the requirements of Section 10-451, Arizona Revised Statutes, the undersigned, all of whom are residents of Arizona, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Ventana de Sabino Community Association, hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 7670 E. Broadway, Suite 208, Tucson, Arizona 85710.

ARTICLE III

Randall K. Decker, whose address is 7670 E. Broadway, Suite 208, Tucson, Arizona 85710, is hereby appointed as the initial registered, statutory agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 residence Lots and Common Area within that certain tract of property described as:

Lots 1 through 86 inclusive and Common Areas "A", "B", "C" of the Amended Plat of VENTANA DE SABINO, according to the plat of record in the office of the Pima County Recorder in Book 33 of Maps, Page 53, and as further amended by Scrivener's Error recorded May 4, 1981 in Docket 6522 at Page 1143, Pima County Records;

EXCEPT all coal and other minerals as reserved in the Patent from the United States of America;

TOGETHER WITH an easement for ingress and egress and roadway purposes over an area of Lot 1 recorded per Map and Plat in Book 30 at Page 73 of Pima County records as reserved in Correction Deed

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter 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 of the duties and obligations of the Association as set forth in that certain Second Amendment to and Complete Restatement of the Declaration of Covenants, Conditions and Restrictions for Ventana de Sabino Homes, hereinafter called the "Declaration, applicable to the property and recorded or to be recorded in the Office of the Pima County Recorder and 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 in connection therewith and all office and other 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, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) 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 (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership in 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) on January 1, 1992.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of up to nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Randall K. Decker	7670 E. Broadway, Suite 208 Tucson, Arizona 85710
Ronald W. Decker	7670 E. Broadway, Suite 208 Tucson, Arizona 85710
Wendell T. Decker, Jr.	7670 E. Broadway, Suite 208 Tucson, Arizona 85710

At the first annual meeting the members shall elect three directors for a term of one (1) year, three directors for a term of two (2) years and three directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII DISSOLUTION

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 consolidated, 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require 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, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 9th day of February, 1988.

Randall K. Decker
Randall K. Decker, Incorporator

Ronald W. Decker
Ronald W. Decker, Incorporator

STATE OF ARIZONA)
) ss:
County of Pima)

SUBSCRIBED AND SWORN TO before me this 9th day of February, 1988 by Randall K. Decker, Ronald W. Decker.

Matthew A. Linn
Notary Public

My commission expires:
10-1-88