

ARTICLES OF INCORPORATION

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56TH ST. & DOVE VALLEY HOMEOWNERS ASSOCIATION, INC.

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The undersigned, whose names and addresses appear below, do hereby associate ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this non-profit corporation shall be 56TH ST. & DOVE VALLEY HOMEOWNERS ASSOCIATION, INC. and its principal place of business shall be in Maricopa County, Arizona, with its mailing address at 1801 West Fourth Street, Tempe, Arizona 85281; but it may have and maintain other places of business within the State of Arizona and elsewhere as its Board of Directors may, from time to time, determine necessary.

ARTICLE II

This non-profit corporation is organized and established to act as a homeowners' association for the residential neighborhood known as "Casa Del Cielo" located in the City of Phoenix, County of Maricopa, State of Arizona (the "Project") for the benefit of all owners of property within the Project and to do all things and exercise all the powers and rights of a corporation which are lawful and consistent with the foregoing purposes and the non-profit character of this corporation. Without limiting the generality of the foregoing, the corporation is organized for the following purposes: (i) to manage, maintain and administer the areas within the Project which are for the common use and enjoyment of the owners of the real property within the Project, (ii) to administer and enforce the covenants, conditions and restrictions to which the Project is subject; (iii) to collect and disburse assessments lawfully charged against the owners of property within the Project, and (iv) to perform such other acts which generally benefit its members, the Project, and the owners of any interest therein.

ARTICLE III

In furtherance of and not in limitation of the general powers conferred by the State of Arizona and in furtherance of the objectives and purposes set forth in Article II hereof, the corporation shall have all powers incidental and desirable for carrying out the aforesaid objectives and purposes as may be

allowed to any non-profit corporation organized and existing under the laws of the State of Arizona. Notwithstanding the foregoing, the corporation shall not, except to an insubstantial degree, have any powers that are not in furtherance of its primary objectives identified herein, or are not within the authorized and permitted acts and powers of an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended from time to time, and under the analogous laws of the State of Arizona and any other states in which the corporation is then engaged in its activities.

ARTICLE IV

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The corporation shall not conduct its affairs for pecuniary profit, and no part of the net earnings or property of the corporation shall inure to the benefit of any members, directors, trustees, or other private persons.

ARTICLE V

The members of this corporation shall consist of those persons and organizations as, from time to time, may become members pursuant to the qualifications and terms of admission as provided in the Declaration of Covenants, Conditions and Restrictions for Casa Del Cielo (CC&R'S). No member shall have the right to sell, assign or transfer his or its membership or his or its rights or privileges as such, or to substitute another person or organization as a member in his or its place, except as permitted by the CC&R'S. Any person or organization ceasing to be a member, whether voluntarily or by expulsion as provided for in the CC&R'S, or by death or dissolution, shall forfeit all rights and privileges of membership.

ARTICLE VI

Upon dissolution or final liquidation of the corporation after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, all assets remaining shall be used and distributed exclusively for promotional, advertising and charitable purposes upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine.

ARTICLE VII

The names and addresses of the incorporators are:

Jessicá Christensen
3300 N. Central Ave., Suite 1800
Phoenix, Arizona 85012

Vicki Darr
3300 N. Central Ave., Suite 1800
Phoenix, Arizona 85012

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE VIII

Although this corporation is an autonomous democracy with the membership having the final authority and with all directors and officers accountable and subject to the authority and direction of the members, the business affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than seven (7) members. There shall be a President and a Secretary of the corporation, elected by the Board of Directors, and said officers are authorized to execute all formal and official legal papers of the corporation. There shall be such other officers of the corporation as the Directors may designate or as may be provided in the Bylaws of the corporation; and the duties and authorities of said Directors and other officers shall be as authorized by the membership, or as provided and set forth in the Bylaws. The Directors shall be elected from the members of the corporation at the annual meeting of the members of said corporation to be held at the main office or place of business of the corporation at the time and place provided in the Bylaws of the corporation, or at such other time and place as may be designated by the Board of Directors. The following persons shall comprise the initial Board of Directors, who shall serve until their terms expire or are terminated and their successors are elected in accordance with the Bylaws of the corporation:

Luigi Talarico, Jr.
2525 East Camelback Road, Suite 960
Phoenix, AZ 85016

Niel T. Pascoe
2525 East Camelback Road, Suite 960
Phoenix, AZ 85016

Ken Weiss
2525 East Camelback Road, Suite 960
Phoenix, AZ 85016

ARTICLE IX

The Board of Directors shall have power and authority to adopt, amend or rescind the Bylaws of this corporation for the purpose of and in order to facilitate the achievement of the corporation's principal objectives, and unless otherwise provided in the Bylaws, the vote of a majority of the Directors, when a quorum is present, shall be necessary and sufficient to adopt, amend or rescind the Bylaws. The Bylaws may also be adopted, amended or rescinded by a majority vote of members of the corporation then entitled to vote who are present, in person or by proxy, without notice at any annual meeting, or at any special meeting, provided that notice of the proposed adoption, amendment or rescission has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of the members who are then in good standing and entitled to vote.

ARTICLE X

The private property of the members, directors and officers of the corporation shall be exempt from all corporation debts, obligations and liabilities of whatsoever kind and nature.

ARTICLE XI

Wayne A. Smith, Esq., with offices at 3300 North Central Avenue, Suite 1800, Phoenix, Arizona 85012, is hereby appointed the lawful agent for this corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes, in any action, suit or proceedings that may be brought against the corporation in any of the courts of the State of Arizona, and for all purposes required by law. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE XII

These Articles of Incorporation may be amended or changed by a majority vote of members of the corporation then entitled to vote who are present, in person or by proxy, at any special meeting, provided that notice of the proposed amendment has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of such members who are then in good standing and entitled to vote; or they may be otherwise be amended as provided by the laws of the State of Arizona, except they shall not be amended so as to change the corporation from a non-profit corporation dedicated to the purposes above stated, and qualified for exemption under the above cited Internal Revenue laws and regulations, and the analogous laws of the State of Arizona.

this 14 IN WITNESS WHEREOF, we hereunto subscribe our names on
day of January, 1994.

Jessica Christensen
Jessica Christensen

Vicki Darr
Vicki Darr