

AZ CORP COMMISSION
OF THE STATE OF AZ
FILED

FEB 11 1 51 PM '98

APPR. _____ FILED
DATE APPR. _____
TERM _____
DATE 3/3/98 TIME _____

ARTICLES OF INCORPORATION
OF
HIGHLAND RANCH III BLUEJAY ROAD OWNERS ASSOCIATION

In compliance with the requirements of § 10-1001, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I

NAME

The name of the corporation is Highland Ranch III Bluejay Road Owners Association.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Highland Ranch III at Recorder's No. 97-0800-162, records of Maricopa County, Arizona.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 1901 East University #200, Mesa, Arizona 85203.

ARTICLE IV

STATUTORY AGENT

Mark D. Pugmire, whose address is 1901 East University, Suite 200, Mesa, Arizona, 85203, and who has been a bona fide resident of the State of Arizona for more than three(3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Common Area 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 Project Documents. 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 Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

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 the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Mark D. Pugmire	1901 East University Suite 200 Mesa, Arizona 85203

D. Grant Lane

1901 East University
Suite 200
Mesa, Arizona 85203

Jack E. Lane

1901 East University
Suite 200
Mesa, Arizona 85203

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Developer, so long as the Developer owns any Lot, and thereafter, the Board, without a vote of the members, may amend the Bylaws for any legal purpose which Developer, in Developer's sole and absolute discretion, approves, or to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Developer or the Association.

ARTICLE IX

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

- | | | |
|-----------------|---|---------------------|
| Mark D. Pugmire | - | President |
| | - | Vice President |
| D. Grant Lane | - | Secretary/Treasurer |

ARTICLE X

LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE XI

AMENDMENTS

These Articles may be amended by members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Developer, so long as the Developer owns any Lot, may amend these articles for any legal purpose which Developer, in Developer's sole and absolute discretion approves, or to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Developer or the Association. So long as the Developer owns any lot, any amendment to these Articles must be approved in writing by the Developer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by owners representing no less than two-thirds (2/3) of the authorized votes in each class of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to and 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.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

VA/FHA APPROVAL

As long as there is a class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers or consolidations, mortgaging of Common Area, dedication of Common Area, undertaking self-management

of the Project or the Association and dissolution or amendment of these Articles of Incorporation.

ARTICLE XV

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Mark D. Pugmire	1901 East University Suite 200 Mesa, Arizona 85203

Dated this 10 day of February, 1998

Mark D. R.
Mark D. Pugmire

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 the capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Date this 10 day of February, 1998

Mark D. R.