

EXPEDITED

NOV 09 2004

APPR. *Paulo Gomes*
TERM 11-9-04
DATE 11032704

ARTICLES OF INCORPORATION

OF

MOUNTAINSIDE ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of § 10-3201, et seq., Arizona Revised Statutes, as amended (the "Arizona Nonprofit Corporation Act"), the undersigned states as follows:

**ARTICLE I
NAME**

The name of the Association is Mountainside Estates Homeowners Association *dy*
(the "Association").

**ARTICLE II
DEFINED TERMS**

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Mountainside Estates now or hereafter recorded in the records of Maricopa County, Arizona (the "Declaration"), which Declaration relates or will relate to a residential project known as "Mountainside Estates", located in Phoenix, Arizona.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Association shall be located at City Property Management, 11022 South 51st Street, Ahwatukee, Arizona 85044.

**ARTICLE IV
STATUTORY AGENT**

Michael E. Woolf, whose address is 2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012, and who has been a bona fide resident of the State of Arizona for more than three (3) years, is hereby appointed and designated as the initial statutory agent for the Association.

**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 Areas of Association Responsibility 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 Associations 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 Areas of Association Responsibility 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 and may only be transferred or terminated in conjunction with conveyance of the Lot. Membership rights may be suspended or limited if a Member is in default under the Declaration. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. Pursuant to the Declaration, there shall be two classes of members in the Association: Class A members, which shall include all Lot Owners, and the Class B member, which shall include the Declarant. Transfer of a Class A or Class B membership shall be pursuant to the provisions set forth in the Declaration.

**ARTICLE VIII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors shall be two (2). 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>
Barney Feldman	6832 South 38th Place Phoenix, Arizona 85040
Barney F. Kogen	6832 South 38th Place Phoenix, Arizona 85040

**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:

President -	Barney Feldman
Secretary -	Barney F. Kogen
Treasurer -	Barney F. Kogen

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

The personal liability of a director or officer of the Association to the Association or its Members for monetary damages for breach of his or her fiduciary duties as a director or officer 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 at a regular or special meeting of the Members by the Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association present in person or by proxy at the regular or special meeting; provided, however, that the Declarant, so long as the Declarant owns any Lot, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of any federal, state or local governmental agency whose approval of the Project or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot, any amendment to these Articles must be approved in writing by the Declarant. Notice of any proposed amendments to these Articles shall be made pursuant to the provisions of Article II of the Bylaws for notice of a special or regular meeting.

ARTICLE XII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Lot Owners representing not 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 disbursed in accordance with Arizona law for non-profit Associations, or as otherwise agreed to by a unanimous vote of all Members. If, and only if, the Board has received written notice that an FHA or VA loan has been obtained by an Owner within the Project and will continue in effect following dissolution, then upon dissolution of the Association the assets will be conveyed to an appropriate public agency to be used for purposes similar to those for which this Association was created or such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization devoted to a similar purpose.

ARTICLE XIII
DURATION

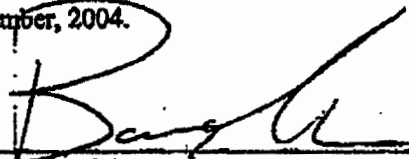
The Association shall exist perpetually.

**ARTICLE XIV
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Barney Feldman	6832 South 38th Place Phoenix, Arizona 85040

Dated this 5 day of November, 2004.



Barney Feldman, Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this Association, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 9th day of November, 2004



Michael E. Woolf