

EXPEDITED

NOV 4 2003

APPR. David Lewinsky
TERM _____
DATE 11-4-03 ARTICLES OF INCORPORATION
OF
RANCHO ABREGO HOMEOWNERS ASSOCIATION

1101700-5

In compliance with the requirements of the Arizona Revised Statutes Sec. 10-3201, et. seq., the undersigned incorporator, who is a resident of Arizona and who is of legal age, for the purpose of forming a corporation not for profit, does hereby certify as follows:

**ARTICLE 1
NAME**

The name of the corporation is **RANCHO ABREGO HOMEOWNERS ASSOCIATION**, herein called the "Association." *OKP*

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association and its known place of business in Arizona is 1870 West Prince Road, Suite #47, Tucson, AZ 85705.

**ARTICLE 3
INCORPORATOR**

The name and address of the incorporator is Michael B. Whyde, 5633 E. Grant Road, Tucson, AZ 85712.

**ARTICLE 4
STATUTORY AGENT**

F. Michael Cadden, whose address is c/o 1870 W. Prince Road Suite 47 Tucson, AZ 85705 is hereby appointed statutory agent of this Association.

**ARTICLE 5
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 Lots and Common Areas within that certain subdivision known as RANCHO ABREGO (the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto. Notwithstanding any other provisions of these Articles, the



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Association shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under section 501(a) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States tax laws. Without limiting the generality of the foregoing, the Association may:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth that certain Declaration of Covenants, Conditions, Restrictions and Easements for RANCHO ABREGO (the "Declaration"), applicable to the Property and recorded or to be recorded in the Office of the County Recorder of Pima County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein;

(b) To establish a plan for the improvement, development and maintenance of the Property and to make rules and regulations regarding the use, ownership and administration of the Property;

(e) To fix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, and 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;

(d) To maintain, repair and preserve the common areas of the Property and to employ persons in connection with the maintenance and preservation of the Property, or to hire or contract with a person or corporation to manage the Property and to maintain, repair and preserve the common areas; or

(e) To have and to exercise any and all powers, rights and privileges consistent with the specific purpose for which this Corporation is formed which a non-profit corporation organized under the laws of the State of Arizona may now or hereafter have or exercise.

ARTICLE 6 MEMBERSHIP

Membership shall be determined as provided in the Declaration. Each Owner of a Lot within the Covered Property shall be entitled to membership, and membership shall be appurtenant to ownership.

ARTICLE 7
BOARD OF DIRECTORS

A Board of Directors who shall be elected or appointed as provided in the Declaration and the Association's Bylaws shall conduct the affairs of this Association. The names and addresses of those individuals serving as initial directors until successors are elected and qualified are:

Peter Aronoff, AF Sterling Home Builders, Ltd.
3573 East Sunrise Drive
Tucson, AZ 85718

Mark Jaffee, Canoa Homes
310 S Williams Blvd
Tucson AZ 85711

Michael B. Whyde, Pepper-Viner at Sahuarita, L.L.C.
5633 E. Grant Road
Tucson AZ 85712

ARTICLE 8
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than members holding at least seventy-five percent (75%) of the total Member Interests. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 as shall at the time qualify as an exempt organization under Section 501(a) of the Internal Revenue Code of 1986.

ARTICLE 9
DURATION

The time of commencement of this Association shall be the date of filing of the Articles of Incorporation, and it shall endure perpetually until dissolved as provided by law.

ARTICLE 10
AMENDMENTS

Amendment of these Articles shall require the approval of seventy-five percent (75%) of those members eligible to vote. The Association does not and

shall not issue capital stock and, accordingly neither this Amended and Restated Articles nor any amendment hereafter adopted shall provide for an exchange, reclassification or cancellation of issued shares.


**ARTICLE 11
NON-LIABILITY**

The private property and personal assets of the members, officers, directors, employees, agents and incorporators shall at all times be exempt of corporate debts. To the extent permitted by Arizona Revised Statutes, no director shall have any liability to the Corporation for any act or omissions as director and each director shall be immune from civil liability and suit for any act or omission as a director. To the extent permitted by Arizona Revised Statutes, the Corporation shall indemnify its directors, officers, members, employees and agents from any and all liability incurred as a director, officer, members, employee or agent of the Corporation and the Corporation may purchase and maintain insurance for the liability of its directors, officers, members, employees and agents and the indemnification of such liability by the Corporation.

**ARTICLE 12
CONFLICTS**

In the case of any inconsistency or conflict between the provisions hereof and the Declaration, the provisions of the Declaration shall govern and control. In the case of any inconsistency or conflict between the provisions hereof and the Bylaws, the provisions hereof shall govern and control.

DATED this 30th day of October, 2003.



Michael B. Whyde, Incorporator

CONSENT OF STATUTORY AGENT

I, F. M. Cadden, having been designated to act as Statutory Agent of RANCHO ABREGO HOMEOWNERS ASSOCIATION, hereby consent to act in that capacity until removed or my resignation is submitted in accordance with the Arizona Revised Statutes.

Cadden Community Management
1870 West Prince Road, Suite #47
Tucson, AZ 85705