

AZ CORPORATION COMMISSION
FILED

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AZ Corp. Commission



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**ARTICLES OF INCORPORATION
OF
SAN MIGUEL COMMUNITY ASSOCIATION,
an Arizona non-profit corporation**

Article 1. Name. The name of the corporation is San Miguel Community Association (the "Association").

Article 2. Non-profit Corporation. This Association is formed as a nonstock, non-profit corporation under the laws of the State of Arizona. The Association shall make no distributions of income to its Members, Directors or Officers.

Article 3. Article I, Principal Office. The mailing address of the initial principal office of the Association is 3275 West Iba Road, Suite 220, Tucson, Arizona 85741.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the same meanings as set forth in the Trust Declaration of Establishment of Covenants, Conditions and Restrictions for Las Campanas, Blocks D and E (A.K.A. San Miguel Subdivision), recorded as Docket 12818, Page 1848, in the Official Records of Pima County, Arizona (the "Declaration").

Article 5. Initial Business and Purposes. The initial business and purposes for which the Association is organized are:

a. To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as specified in the Declaration, in the Bylaws of the Association (the "Bylaws") and in the other Project documents and as provided by law; and

b. To provide an entity for the furtherance of the interests of the Owners of Lots subject to the Declaration.

Article 6. Powers. The Association shall have all of the common law and statutory powers conferred upon non-profit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration or the other Project documents, including, without limitation, the power:

a. To fix, collect and enforce payment by any lawful means of Assessments and other charges to be levied against Lots;

b. To manage, control, operate, maintain, repair and improve all Block D and Block E Common Areas and other areas of Block D and Block E which the Declarant is to maintain pursuant to the Declaration and any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

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c. To enforce covenants, conditions and restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or any other Project documents;

d. To engage in other activities which will actively foster, promote and advance the common interests of all Owners of Lots subject to the Declaration;

e. To buy or otherwise acquire, sell, dedicate for public use or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, own, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or the Project documents;

f. To borrow money for any purpose, subject to such limitations as may be contained in the Declaration or other Project documents;

g. To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other corporation, association or other entity or agency, public or private;

h. To take any other action as may be authorized or contemplated under the Declaration;

i. To adopt, alter and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

j. To provide any and all supplemental municipal services to the Project as may be necessary or proper.

The foregoing enumeration of powers shall not limit nor restrict in any manner the exercise of other rights and powers which may now or hereafter be provided by law; the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

Article 7. Member.

a. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws.

b. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws.

c. Change of membership in the Association shall be established by recording in the Official Records of Pima County, Arizona, a deed or other instrument establishing record title to Lots subject to the Declaration. Upon such recording and the payment of the transfer fee provided for in the Declaration, the Owner designated by such

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instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

d. The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of its Lot.

Article 8. Duration and Dissolution. The Association shall exist perpetually. However, subject to restrictions imposed by the Declaration, the Association may be dissolved with the written consent of not less than two-thirds (2/3rds) of the Members. Upon dissolution, the Association's assets remaining after payment or provision of payment of all known debts and liabilities of the Association shall be distributed equitably to one or more public agencies, utilities, non-profit corporations, trusts or other organizations to be devoted to purposes as near as practical to those to which the Association was to be required to be devoted.

Article 9. Directors

a. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. As long as the Declarant owns any Lot, the Board need only have one (1) Director. Once the Declarant no longer owns any Lot, the number of Directors shall be increased to a minimum of three (3) and a maximum of five (5) and may be further increased in accordance with the Bylaws. As long as the Declarant owns any Lot, Directors need not be Members.

b. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows: David Flagg, 3275 West Ina Road, Suite 220, Tucson, Arizona 85741 and Heidi Yetzer 3275 West Ina Road, Suite 220, Tucson, Arizona 85741. Each of the foregoing persons has consented to be a Director.

c. The method of election, removal and filling of vacancies on the Board and the term of office of Directors shall be as set forth in the Declaration and the Bylaws.

d. The Board may delegate its operating authority to such entities, individuals and committees as it, in its discretion, may determine.

Article 10. Bylaws. The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

Article 11. Liability of Directors, Officers and Committee Members. To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no Director, officer or committee member of the Association shall be personally liable to the Association for monetary damages for breach of duty of care or other duty as a Director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director, officer or committee member of the

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Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

Article 12. **Amendments.** Once the Declarant no longer owns any Lot, amendments to these Articles may be adopted by approval of Members representing two-thirds (2/3rds) of the total votes in the Association. However, in no event shall any amendment be in conflict with the Declaration or impair or dilute any rights of Members that are governed by such Declaration. Notwithstanding anything herein to the contrary, so long as the Declarant owns any Lot, the Declarant, without the consent of any Member, may amend these Articles to conform to the requirements or guidelines of the FEHA, VA, or any other federal, state or local agency whose approval or consent is required or requested by Declarant or the Association.

Article 13. **Incorporation.** The name and address of the incorporator of the Association is as follows: Lisa Hoskin, 3375 West Ina Road, Suite 220, Tucson, Arizona 85741.

Article 14. **Statutory Agent.** The Association hereby appoints David M. Paldik, Esq., whose address is Greenberg Traurig, LLP, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served and which, when served, shall be lawful, personal service upon the Association. The Association may, at any time, appoint another agent for such purpose and the filing of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of June, 2006.

Lisa Hoskin
Lisa Hoskin, Incorporator

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STATE OF ARIZONA
ACCEPTANCE OF APPOINTMENT
AS STATUTORY AGENT
OF
SAN MIGUEL COMMUNITY ASSOCIATION,
an Arizona nonprofit corporation

To: Arizona Corporation Commission
Incorporating Division
1300 West Washington
Phoenix, Arizona 85007

Please be advised that David M. Paltzik, Esq., whose address is Greenberg Traurig, LLP, 2375 E. Camelback Road, Suite 700, Phoenix, Arizona 85016, hereby accepts and acknowledges his appointment as statutory agent for service of process upon San Miguel Community Association, an Arizona non-profit corporation, and consents to act in that capacity until removal or resignation.

The undersigned hereby certifies that he has been a resident in the State of Arizona for a period in excess of three years.

DATED this 22nd day of June, 2006.



David M. Paltzik

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ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-8900

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1947

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

RAYMIRAL COMMUNITY ASSOCIATION
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, customer fraud or interest in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or violation of title or occupancy in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or was subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of federal or applicable provisions of the securities laws of that jurisdiction? or
 - (b) Involved the violation of the customer fraud laws of that jurisdiction? or
 - (c) Involved the violation of the interest or violation of title laws of that jurisdiction?

Yes _____ No X

- B. If YES, the following information MUST be attached:

- | | |
|---|---|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case. |
| 3. Present known aliases. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or involuntarily dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THIS ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|---|
| 1. Name and address of the corporation. | 4. Date of corporate conversion. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, date of agency and the file or case number of the case. |
| 3. State(s) in which the corporation: | |
| (a) Was incorporated. | |
| (b) Has transferred business. | |

- D. The fiscal year end adopted by the corporation is December 31 _____

Under penalty of law, the undersigned incorporators declare that we have executed this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY John P. Rossi DATE 6/22/06 BY _____ DATE _____
 TITLE John P. Rossi, Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____
 TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THIS INITIAL CERTIFICATE OF DISCLOSURE. (If more than one incorporator, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CP 0001 - Non-Profit
Rev: 9/00

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