

ARTICLES OF INCORPORATION
OF
RANCHO REYES HOMEOWNERS' ASSOCIATION

(an Arizona non-profit corporation)

The undersigned, having associated ourselves together for the purposes of forming a non-profit corporation pursuant to the provisions of Chapter 5, Title 10, Arizona Revised Statutes (¹the Act"), do hereby adopt the *following* Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be RANCHO REYES HOMEOWNERS ASSOCIATION, and its principal place of business shall be initially located at 180 West Fort Lowell, Tucson, Arizona 85705.

ARTICLE II
DEFINITIONS

All capitalized words and terms used herein shall have the same meaning given in the Declaration. "Declaration" shall mean the Declaration of Protective Covenants, Conditions and Restrictions for Rancho Reyes, Tucson, Arizona, as the same may be amended from time to time.

ARTICLE III
TERM

The duration shall be perpetual.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

4.1 The sole purpose of the Association is to provide for the acquisition, construction, management, maintenance, and care of the Common Area, and to carry out the duties and responsibilities of the Association as set forth in the Declaration

4.2 No part of the net earnings of the Association shall inure to the benefit of any private shareholder or individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments).

4.3 The Association shall have all of the powers which a corporation organized under the Act may have in order to accomplish the purposes set forth herein

ARTICLE V
INITIAL BUSINESS

The initial business of the Association shall be to take all such actions as may be appropriate to accomplish the purposes set forth above, and in particular to manage and maintain the Common Area for Rancho Reyes subdivision

ARTICLE VI
MEMBERSHIP

Each Owner, by virtue of being an Owner and only for so long as he is an Owner, shall be a Member. The Declarant also be Members for so long as Declarant owns at least one Lot.

**ARTICLE VII
DIRECTORS**

The number of Directors shall be determined as provided in the By-law's. The initial Board of Directors shall consist of the following three (3) directors who shall serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Duff C. Hearon	180 West Fort Lowell Tucson, Arizona 85705
Stephen J. Lenihan	180 West Fort Lowell Tucson, Arizona 85705
Susan E. Ginn	180 West Fort Lowell Tucson, Arizona 85705

**ARTICLE VIII
INCORPORATORS**

The names and addresses of the persons who are the incorporators are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Duff C. Hearon	180 West Fort Lowell Tucson, Arizona 85705
Stephen J. Lenihan	180 West Fort Lowell Tucson, Arizona 85705

**ARTICLE IX
OFFICERS**

The initial Officers shall consist of the following persons who shall serve until their successors are elected and qualified:

<u>NAME</u>	<u>TITLE</u>
Duff C. Hearon	President
Stephen J. Lenihan	Secretary
Stephen J. Lenihan	Treasurer

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

**ARTICLE XI
AMENDMENT**

At any annual meeting of the corporation or at any special meeting of the corporation called for that purpose, these Articles of Incorporation may be amended by the affirmative vote of sixty-seven percent (67%) of the voting power of the Association upon notice given as required by law.

**ARTICLE XII
STATUTORY AGENT**

Stephen J. Lenihan, whose address is 180 West Fort Lowell, Tucson, Arizona 85705, is hereby appointed the lawful agent of this corporation. 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.

IN WITNESS WHEREOF, we have hereunto set our hands this 17th day of August, 1994.

Duff C Hearon
Stephen J Lenihan

State of Arizona
County of Pima

This instrument was acknowledged before me this 17 Th day of August, 1994, by
Duff C. Hearon and Stephen J. Lenihan.

My coinruission expires:

OFFICIAL SEAL
SUSAN F GINN

PIMA COUNTY

Notary Public Arizona

Expires Oct- 31.1996

I, Stephen J. Lenihan, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Act.

Stephen J. Lenihan

ZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress Tucson,
Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 1-1084

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RANCHO REYES HOMEOWNERS' ASSOCIATION**

Pursuant to the provisions of the Arizona Revised Statutes Section 10-11006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Rancho Reyes Homeowners Association, and its Articles of Incorporation were filed with the Arizona Corporation Commission on August 19, 1994.

SECOND: The document attached hereto as Exhibit "A" sets forth the amendments to the Articles of Incorporation, which amendments were recommended by the Board of Directors and duly adopted by the act of the members of the corporation holding more than sixty-seven percent (67%) of the total votes that could be cast on the matter at their meeting on October 11, 1999, in the manner prescribed by law.

THIRD: The date of adoption of the amendments is October 11, 1999.

DATED this 11th day of October, 1999.

RANCHO REYES HOMEOWNERS'
ASSOCIATION, an Arizona non-profit corporation

By
R. Thomas Williams President

STATE OF ARIZONA)
) 55.
COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 2nd day of November 1999, by R THOMAS WILLIAMS as President of Rancho Reyes Homeowners' Association, an Arizona non-profit corporation.

My Commissions Expires:

EXHIBIT "A"
Notary Public

OFFICIAL SEAL
SUSAN ORRICO Notary Public - State of Arizona
PIMA COUNTY

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
RANCHO REYES HOMEOWNERS' ASSOCIATION**

1. A new Article XIII of the Articles of Incorporation shall be, and hereby is, adopted as follows:

**"ARTICLE XIII
DISSOLUTION**

If the Corporation is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes in accordance with applicable law."

2. A new Article XIV of the Articles of Incorporation shall be, and hereby is, adopted as follows:

**"ARTICLE XIV
HUD/VA APPROVALS**

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles of Incorporation, requires prior approval of HUD/VA as long as there are Class B voting rights, as defined in the Declaration."