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ARIZONA CORP. COMMISSION
OF THE STATE OF AZ.
FILED

ARTICLES OF INCORPORATION
OF

ENTRADA PROPERTY OWNERS' ASSOCIATION

NOV 15 4 43 PM '96

B. Malloy
12-6-96

- an Arizona non-profit corporation -
- Pursuant to A.R.S. §10-2432, et al. -

B. Malloy
11-18-96

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned Incorporators whose names and addresses are set forth hereinbelow, do hereby adopt the Articles of Incorporation of and for the Entrada Property Owners' Association, an Arizona non-profit corporation.

ARTICLE I

The name of this Corporation is Entrada Property Owners' Association.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The principal place of business for the transaction of business of the Corporation is: P.O. Box 362, Sahuarita, Arizona 85602-0362.

ARTICLE IV

The business purposes for which this Corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and specifically, but not in limitation thereof, for those purposes as set forth in the Declaration of Covenants, Conditions and Restrictions for Entrada, as recorded in the office of the Pima County Recorder, Pima County, Arizona, together with any amendments thereto, and take all other actions necessary, appropriate, or convenient in furtherance of its operation as a non-profit property owners' association, in accordance with these Articles, the Bylaws, and any adopted rules and regulations.

ARTICLE V

The purpose for which the corporation is organized is to act as a non-profit property owners' association in accordance with Section 528 of the Internal Revenue Code of 1954, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501(c)(4) of the Internal Revenue Code, as the same may be amended from time to time, and as such, shall serve as a property owners' association for the owners of lots and parcels as more fully set forth in the Declaration of Covenants, Conditions and Restrictions for Entrada Property Owners' Association recorded in the office of the County Recorder of Pima County, Arizona.

ARTICLE VI

The name and address of the initial statutory agent of the Corporation shall be: Delberta Lamb, 16455 Santa Rita Road, Box 3, Sahuarita, Arizona 85629.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the Corporation shall be seven (7) Directors, and their names and addresses are set forth below; said initial Directors shall serve as Directors until the first annual election of Directors and/or until their successors are elected and qualified. Except for the initial Board of Directors, the affairs of the Corporation shall be managed by a Board of not less than three (3) Directors and not more than nine (9) Directors.

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Delberta Lamb, President
16455 Santa Rita Road Box 3
Sahuarita, AZ. 85629

Gloria Kerr, Vice President
3460 North Houghton
Tucson, AZ

Linda McNeel
Secretary/Treasurer
P.O. Box 587
Sahuarita, AZ. 85629

Jack Mann, Director
P. O. Box 19051
Tucson, AZ 85731

Marilou Balloun
P. O. Box 19051
Tucson, AZ 85731

Deborah Conwell, Director
P. O. Box 606
Sahuarita, AZ 85629

Joe Cecillo
P. O. Box 498
Sahuarita, AZ 85629

ARTICLE VIII

The names and addresses of the Incorporators of the Corporation are as follows:

Delberta Lamb
16455 Santa Rita Road Box 3
Sahuarita, AZ 85629

Gloria Kerr
3460 North Houghton
Tucson, AZ

ARTICLE IX

Membership in this Corporation shall be limited solely to those individuals owning or purchasing under contract, one or more lots within Entrada, qualifying for membership in this Corporation pursuant to a recorded Declaration of Covenants, Conditions and Restrictions. The Corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each lot within the above-described property. In the event any lot within the above-described property is owned or is being purchased by two or more persons, a single certificate may be issued in the names of the multiple owners, who shall all be members. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and such times as provided by the Declaration of Covenants, Conditions and Restrictions, Bylaws and Rules and Regulations of this Corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

ARTICLE X

Each lot owner shall be entitled to one (1) vote for each lot owned. When more than one person owns a lot, all such persons shall be members, but the vote for each lot shall be exercised as they among themselves unanimously determine. In the event of non-agreement among the owners, the vote for the lot shall not be accepted. Unless provided for herein, all action shall be by a majority vote.

ARTICLE XI

These Articles of Incorporation may be amended by the vote or written assent of members representing a majority of the total voting power of the Association; provided, however, that as to particular matters as set forth in the Declaration of Covenants, Conditions and Restrictions, the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

ARTICLE XII

The liability of Directors for their acts is limited as set forth in the Bylaws, except as otherwise provided by A.R.S. §10-2342(a)(8).

