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**ARTICLES OF INCORPORATION
OF**

CHULA VISTA HOMEOWNERS ASSOCIATION

2000 FEB 7 10 10 20
Daria Lumbly
2-4-2000

In compliance with the requirements of Arizona Revised Statutes, Section 10-3201 et seq., as amended, the undersigned, all of whom are eighteen (18) years or more of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
DEFINITIONS**

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in that certain Amendment to Protective Covenants and Declaration of Covenants, Conditions and Restrictions for Chula Vista which was recorded on January 7, 2000, in the Office of the County Recorder, Cochise County, Arizona, at Document 00100569 (hereinafter referred to as the Declaration"). As provided in the Declaration, Fidelity National Title Agency, Inc., an Arizona corporation, as Trustee under Trust No. 10979, is the "Declarant."

**ARTICLE II
NAME**

The name of the corporation is the Chula Vista Homeowners Association (hereinafter referred to as the "Association").

**ARTICLE III
KNOWN PLACE OF BUSINESS**

The initial known place of business of the Association is located at 16901 South Sonoita Highway, Vail, Arizona 85641.

**ARTICLE IV
STATUTORY AGENT**

Donald Martin, a bona fide resident of the State of Arizona for the last three years, whose address is 16901 South Sonoita Highway, Vail, Arizona 85641, is hereby appointed the initial Statutory Agent in this Association.

**ARTICLE V
GENERAL NATURE OF BUSINESS**

This Association does not contemplate pecuniary gain or profit to the Members (as defined in the Declaration) thereof. The purposes for which it is formed are:

1. To provide for the management, maintenance and care of any common easements and other property which the Declaration requires or permits the Association to maintain;

2. To provide for architectural control as required by the Declaration or the Protective Covenants of all property covered by the Declaration and the Protective Covenants; and

3. For these purposes, and subject to any limitations set forth in the Declarations, to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; to

b. Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; and to

c. Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Identity of Members. The Association shall be a non-stock corporation; no stock shall be issued and no dividends or pecuniary profits shall be paid to its Members. Membership in the Association shall be limited to Owners of Parcels (as defined in Declaration). An Owner of a Parcel shall automatically, upon becoming the Owner thereof, be a Member of the Association and shall remain a Member of the Association until such time as his/her ownership ceases for any reason, at which time his/her membership in the Association shall automatically cease.

Transfer of Membership. Membership in the Association shall be appurtenant to each Parcel, and a membership in the Association shall not be transferred, pledged or alienated in any way, except upon the sale of a Parcel and then only to such purchaser, or by intestate succession, testamentary disposition, foreclosure of mortgage of record or other legal process. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association.

**ARTICLE VII
VOTING RIGHTS**

Classes of Members. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of Declarant until the termination of the Class B membership. Each Class A Member shall be entitled to one (1) vote for each Parcel owned.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to four (4) votes for each Parcel owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier to occur of the following events:

1. One hundred twenty (120) days after such time as the total votes vested in Class A Members, excluding Declarant, equal or exceed the total votes vested in Class B Declarant.

2. Seven (7) years following the effective date of the Declaration.

3. Such earlier time as Declarant shall designate in writing.

Joint Ownership. When more than one person is the Owner of any Parcel, all such persons shall be Members. The vote for such Parcel shall be exercised as they among themselves determine, but in no event shall more than one ballot be cast as a unit, and fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner casts a ballot representing a certain Parcel, it will thereafter be conclusively presumed for all purposes that he/she was acting with the authority and consent of all other Owners of the same Parcel. In the event more than one ballot is cast for a particular Parcel, none of said votes shall be counted and said votes shall be deemed void.

Corporate Ownership. In the event any Parcel is owned by a corporation, partnership or other association, the corporation, partnership or association shall be a Member and shall designate in writing at the time of acquisition of the Parcel an individual who shall have the power to vote said membership, and in the absence of such designation and until such designation is made, the president, general partner or other chief executive officer of such corporation, partnership or association shall have the power to vote the membership.

Suspension of Voting Rights. In the event any Owner shall be in arrears in the payment of any assessments or other amount due pursuant to any of the provisions of the Declaration for a period to ten (10) days, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current. In addition, the Board of Directors, after notice either hand-delivered or given by certified mail return receipt requested, may suspend an Owner's right to vote for a period not to exceed sixty (60) days for any other infraction of the Declaration.

**ARTICLE VIII
BOARD OF DIRECTORS**

The Association shall be managed by a Board of Directors who need not be Members of the Association and shall have the exclusive right of determining and transacting the affairs of the Association. Except as provided in the By-laws, directors shall hold office for two (2) years or until their successors are elected and qualified. They shall be elected at the annual meeting of the Members, however, directors may be replaced as provided in the By-laws. The names and addresses of the persons who will serve as directors of the Association until the succession of their successors are:

Donald Martin
16901 South Sonoita Highway
Vail, Arizona 85641

Scott Martin
HC2 Box 789
Elgin, Arizona 85611

Matt Martin
Box 9M Sunset Rte.
Willcox, Arizona 85643

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS**

Any person who serves as an officer, Director or Member of the Board of Directors, or any committee appointed by the Board of Directors, shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his/her official capacity.

The liability of a Director shall not in any way be eliminated for any of the following:

1. Any breach of the Director's loyalty to the Association or its Members.

2. Acts or omissions which involve intentional misconduct or a knowing violation of law.

3. Any transaction from which the Director derived an improper personal benefit.

ARTICLE X OFFICERS

The affairs of the Association are to be conducted by such officers as are specified in the By-laws and shall be elected by the Board of Directors as provided in the By-laws.

ARTICLE XI BY-LAWS

The Board of Directors shall have the power and authority to enact By-laws and amendments thereto which are not inconsistent with the provisions hereof and not inconsistent with the Declaration.

ARTICLE XII DURATION

The Association shall commence as of the date the Arizona Corporation Commission shall file these Articles of Incorporation and the duration shall be perpetual.

ARTICLE XIII AMENDMENTS

Amendment to these Articles of Incorporation shall require the written assent of sixty percent (60%) of the total authorized votes entitled to be cast by the Members. Anything in this Article to the contrary notwithstanding, Declarant reserves the right to amend all or any part of these Articles without the consent of other Members to such extent and with such language as may be required to change addresses or officers set forth herein or if requested by the Veterans Administration, the Federal Housing Administration, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation, as a condition precedent to such agency's approval of the Declaration or of these Articles, or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any of the Parcels or as may be appropriate to bring these Articles into conformity with the Declaration, as the same may be from time to time amended. It is the desire and intention of the Declarant (but without

obligation) to retain control of the Association and its activities during the anticipated period of planning and development. If any amendment requested pursuant to the provisions of this Article or any administrative or judicial decision or interpretation deletes, diminishes or alters such control, Declarant shall have the right to prepare, provide for and adopt as an amendment hereto other and different control provisions consistent with the control provisions of these Articles and the Declaration.

**ARTICLE XIV
DISSOLUTION**

The Association may be dissolved by the affirmative written vote of Members casting not less than two-thirds (2/3) of the total votes permitted to be cast by the Members. 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 the sued for purposes similar to these for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE XVI
INCORPORATORS**


The name and address of the incorporator is as follows:

Donald Martin
16901 South Sonoita Highway
Vail, Arizona 85641

**ARTICLE XVII
INTERPRETATION**

In the event that any provision hereof is inconsistent with or in derogation of the Declaration, the provisions of the Declaration shall be deemed to control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, I, the undersigned and sole incorporator of this Association, have executed these Articles of Incorporation this 25 day of January, 2000.


Donald Martin