

AZ CORPORATION COMMISSION  
FILED

"EXP"

APR 08 2005

FILE NO.

1194285-2



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ARTICLES OF INCORPORATION

OF

PRESIDIO PARK CENTRAL HOMEOWNERS ASSOCIATION

In compliance with the requirements of laws of the State of Arizona, the undersigned have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Presidio Park Central Homeowners Association, hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 585 S. Cherry Avenue, Suite 151, Tucson, Arizona, 85719.

ARTICLE III

STATUTORY AGENT

The name and address of the Association's statutory agent for service of process is Thomas D. Bailey II, 585 S. Cherry Avenue, Suite 151, Tucson, Arizona, 85719. By his signature hereto, Thomas D. Bailey II accepts his appointment as Statutory Agent, consents to act in such capacity, and specifically reserves the right to resign as Statutory Agent in accordance with the provisions of the Arizona Revised Statutes.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof.

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and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and common area within that subdivision of real property described on the attached Exhibit "A" (the "property") and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions, Restrictions, Reservations and Easements, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded by the declarant thereof (the "Declarant") in the Office of the County Recorder of Pima County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of the members of the entire membership who are eligible to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the votes of the members of the entire membership who are eligible to vote, agreeing to such dedication, sale or transfer:

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of the members of the entire membership who are eligible to vote;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract

- 1194285-2

sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment by the Association. No stock shall be issued by the Association.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

(1) Class A. Class A members will be all Lot owners, with the exception of the Declarant so long as Declarant is a Class B member. Class B members will be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such owners of such Lot will be members, but the vote for such jointly-owned Lot will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to any Lot.

(2) Class B. The Class B member will be the Declarant and will be entitled to four (4) votes for each Lot owned. The Class B membership will cease and will be converted to a Class A membership when the total Class A membership outstanding votes equal or exceed the total Class B votes membership outstanding.

## ARTICLE VII

### BOARD OF DIRECTORS

A Board of not more than five (5) directors nor fewer than one (1) director, who need not be members of the Association, shall manage the affairs of this Association. The number of directors serving from time to time shall be as determined by the Board of Directors or by the members from time to time. The name and address of the person who is to act in the capacity of director until the election of other or successor directors is:

Name	Address
Thomas D. Bailey II	585 S. Cherry Ave. Ste. 151 Tucson, Arizona 85719

All meetings of the Directors, each Director may vote in person or by proxy. All proxies shall be in writing and filed with the Chairman of the Board or Secretary. All proxies shall be revocable and automatically cease in 11 months.

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## ARTICLE VIII

### OFFICERS

The affairs of the Corporation shall be administered by officers elected by the Board of Directors at its first meeting, and each successive meeting of the Board of Directors following the annual meeting of the members of the Association, or at other meetings called for such purpose, which officers shall serve at the pleasure of the Board of Directors. The officers shall consist of a President, a Vice President (provided, however, if one person holds all Corporation offices, there shall be no Vice President), both of whom shall be members of the Board of Directors, and a Secretary and Treasurer. All such offices may be held by one person. The initial officer of the Corporation shall be:

Thomas D. Bailey II

President

The initial officer shall serve until other or successor officers are appointed and qualified.

## ARTICLE IX

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the votes of the members of the entire membership who are eligible to vote. Upon the dissolution of this Association, whether resulting from voluntary action on the part of the Board of Directors, court orders, lapse of time, or otherwise, no part of the remaining assets of the Association, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past member, Director or officer, but the whole of such remaining assets shall be dedicated by the Directors in cash or in kind absolutely and without possibility of reversion, as absolute gifts without return consideration, direct or indirect, in such amounts and proportions as the Directors shall determine, to a public agency or utility or to a non-profit organization to be devoted to purposes similar to those of the Association. The determination of the Directors with respect to all such distributions shall be final.

## ARTICLE X

### DURATION

The corporation shall exist perpetually.

## ARTICLE XI

### AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the

votes of the members of the entire membership who are eligible to vote. Notwithstanding anything contained herein to the contrary, however, the Board of Directors shall have the right to amend all or any part of these Articles to correct minor errors or omissions or to such an extent and with such language as may be requested by the Federal Housing Administration ("FHA"), the Veterans Administration ("VA"), Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation and to further amend to the extent requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of these Articles, or by any federally or state chartered lending institution as a condition precedent to lending funds upon the security of any Lot(s) or any portions thereof Any such amendment shall be effected by the filing, by the Board of Directors, of Articles of Amendment duly signed by or on behalf of the Association with signatures acknowledged, specifying the errors or omissions in question and the federal, state or local governmental agency or the federally or state chartered lending institution requesting the amendment and setting forth the amendatory language requested by such agency or institution. The filing of such Articles of Amendment specifying such a request by an agency or institution shall be deemed conclusive proof of the agency's or institution's request for such an amendment, and such Articles of Amendment, when filed, shall be binding upon all of the property and all persons having an interest therein.

## ARTICLE XII

### FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles. Consent of the FHA and VA to the foregoing will not be required if the FHA and VA have elected not to approve the property for certification or if such approval has been revoked, withdrawn, canceled or suspended. Consent of the FHA or VA will be deemed to have been given if the matter has been submitted to the agency for approval and the agency has failed to respond within 30 days of such submittal.

## ARTICLE XIII

### BYLAWS

The original Bylaws of the Association may be adopted by the incorporator.

## ARTICLE XIV

### INDEMNIFICATION

The Association 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 or she is or was serving at the request of the Association as a director, officer, employee of the Association, in all circumstances in which,

- 1194285-2

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 XV

INCORPORATOR

The name and address of the incorporator are:

Thomas D. Bailey II

585 S. Cherry Ave., Ste. 151  
Tucson, Arizona 85719

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 5<sup>th</sup>, day of April, 2005.

  
\_\_\_\_\_  
THOMAS D. BAILEY II

STATUTORY AGENT/INCORPORATOR

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

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

1194285-2  
Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

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

PRESIDIO PARK CENTRAL HOMEOWNERS 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, consumer fraud or antitrust 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 restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are 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 fraud or registration provisions of the securities laws of that jurisdiction?; or
  - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
  - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No X

B. IF YES, the following information MUST be attached:

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

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 other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_\_\_ No X

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

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

D. The fiscal year end adopted by the corporation is DECEMBER.

Under penalties of law, the undersigned incorporators/officers declare that we have examined 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 [Signature] DATE 4/6/05  
TITLE INCORPORATOR

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

**DOMESTIC CORPORATIONS:** ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, 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.

-1194285-2

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): Presidio Park Central  
Homeowners Association

Please Check or Complete the Appropriate Sections:

A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document

2. ☐ Domestic (from Arizona) ☐ Foreign (organized in another state or country)

3. ☐ Profit/Business Corporation (B) ☒ Nonprofit Corporation (NP) ☐ LLC ☐ Trust ☐ Other

4. Payment ☒ Check # 1300 ☐ Cash ☐ MOD account # \_\_\_\_\_  
Amount: \$ 75.00 ☐ No fee required ☐ See attached distribution of funds instructions

5. Processing ☒ Expedited (Priority service, \$35 Additional Fee Per Document)  
☐ Regular (usually 2-4 months)

B. Filing Type: (Check one only)

☐ Articles of Domestication

☒ Articles of Incorporation

☐ Articles of Organization

☐ Application to Transact Business(B)

☐ Application to Conduct Affairs (NP)

☐ Application for New Authority

☐ Application for Registration

☐ Articles of Amendment

☐ Articles of Amendment & Restatement

RECEIVED

APR 08 2005

Publication of \_\_\_\_\_

☐ Articles of Correction

☐ Merger of (name): \_\_\_\_\_

\_\_\_\_\_ into: \_\_\_\_\_

\_\_\_\_\_ Other: \_\_\_\_\_

C. Special Instructions: \_\_\_\_\_

D. Extras:

☐ Certified Copies- \_\_\_\_\_ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs)

☐ Good Standing Certificate- \_\_\_\_\_ (Qty. @ \$10 ea.)

☐ Expedite Certified Copies (\$35 extra)

☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☒ Mail or ☐ Pick Up or ☐ Fax # ( \_\_\_\_\_ )

The following individual should be called to pick up completed documents:

Name: \_\_\_\_\_ Phone: ( \_\_\_\_\_ ) \_\_\_\_\_

Pick-up by: \_\_\_\_\_ Date: \_\_\_\_\_

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: \_\_\_\_\_ Firm: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip: \_\_\_\_\_