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AZ CORPORATION COMMISSION  
FILEDARTICLES OF INCORPORATION  
OFLAS NUBES HOMEOWNERS ASSOCIATION  
an Arizona Nonprofit Corporation

MAR 15 2010

FILE NO. -15894988

## ARTICLE I

Name and Known Place of Business

The name of the Association is LAS NUBES HOMEOWNERS ASSOCIATION, hereafter called the "Association" and which shall have a known place of business at 2640 East Ganley, Tucson, Arizona 85706.

## ARTICLE II

Statutory Agent

The name and address of the initial statutory agent of the Association is Sidney Y. Kohn, The Kohn Law Firm, 1200 N. El Dorado Place, Suite H-810, Tucson, Arizona 85715.

## ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to the members thereof. The Association in the fulfillment of its purposes shall have those powers enumerated in Arizona Revised Statutes Section 10-3302, *et seq.*, and the Declarations of Covenants, Conditions and Restrictions for LAS NUBES recorded in Docket 13544 at Page 1011 in the office of the County Recorder of Pima County, Arizona, and any subsequent amendment, modification or restatement thereof, hereinafter referred to as "Declarations."

The specific purposes for which the Association is formed are to promote the health, safety and welfare of its members, to hold title to the Common Area and easements as set forth in the Declarations, to provide for the reconstruction, maintenance and preservation of the Common Area and easements as set forth in the Declarations and to exercise control of uses in and throughout all of the real property now or hereafter made subject to the Declarations as therein provided.

## ARTICLE IV

Incorporator

The name and address of the Incorporator of the Association is:

Lee R. Piette  
2640 East Ganley  
Tucson, AZ 85706

ARTICLE V  
Membership

The Association will have members. Membership shall be determined as provided in Article III, Section 3.01 of the Declarations or in any amendment, modification or restatement thereof. The Association shall be a non-stock corporation.

ARTICLE VI  
Voting Rights

The members' voting rights shall be determined as provided in Article III, Section 3.03 of the Declarations or in any amendment, modification or restatement thereof.

ARTICLE VII  
Initial Business

The character of business which the Association initially intends to conduct in this State is the operation, as agent for its members, of an Owners Association in a commercial subdivision or subdivisions in Pima County, Arizona.

ARTICLE VIII  
Board of Directors

The number of directors constituting the initial Board of Directors shall be no more than three (3); thereafter, the number of directors shall be fixed by the Bylaws. The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
Lee R. Piette	2640 East Ganley Tucson, AZ 85706

ARTICLE IX  
Amendments to Bylaws

The power to amend, repeal or adopt new bylaws is reserved to the members.

ARTICLE X  
Elimination of Director Liability/Indemnification

Pursuant to Arizona Revised Statutes Section 10-3850 *et seq.* or any successor provision, no director (including any person who serves on a board or council of the Association in an advisory capacity) shall have any personal liability to the Association or its members for monetary damages for breach of fiduciary duty as director except as imposed by Arizona Revised Statutes Section 10-3202 (B) (1) or any successor statute. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

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LEE'S ASPHALT INC.

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To the fullest extent permitted by Arizona Revised Statutes Section 10-3850 *et seq.* and any successor provision, every director, officer or committee member of the Association who is employed, appointed or acts as such at the request of the Declarant or the Board of Directors, including without limitation, the Declarant, as defined in the Declarations (to the extent a claim may be brought against Declarant by reason of its appointment, removal or control over the members of the Board of Directors or the Association or otherwise) shall be indemnified by the Association, and every person serving as a director, officer, committee member, employee, volunteer or direct agent of the Association, or otherwise acting on behalf of, and at the request of the Association, who is named as plaintiff or defendant in threatened, pending or completed litigation, may be indemnified, in the discretion of the Board of Directors, by the Association. Such indemnification shall include without limitation, all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having served in such capacity on behalf of the Association (or in the case of Declarant by reason of having appointed, removed or controlled or failed to control members of the Board of Directors, a committee of the Board of Directors or of the Association, or the Association or otherwise), or any settlement thereof, whether or not he or she is a director, officer or serving in such other specified capacity at the time such expenses are incurred; provided, however, in the case of a proceeding threatened or brought in the right of the Association, the indemnity shall exclude judgments, fines and settlement except to the extent a court of competent jurisdiction shall determine that the indemnity is proper as to a settlement. Such indemnification shall be available only if such officer, director, member of a committee or other person or Declarant acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to a criminal proceeding, he or she had reasonable cause to believe his or her conduct was lawful.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such persons may be entitled at law or otherwise

IN WITNESS WHEREOF, I, the said Incorporator, have hereunto set my hand this 12<sup>th</sup> day of March, 2010.

**INCORPORATOR:**

Lee R. Picie

**Acceptance of Statutory Agent**

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

Sidney Y. Kohn

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LEE'S ASPHALT INC.

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**NONPROFIT  
CERTIFICATE OF DISCLOSURE**  
Pursuant to A.R.S. § 10-3202 (D)

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

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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.                                                                                                             | 4. Dates of corporate operation.                                                                                     |
| 2. Full name, including alias and address of each person involved.                                                                                  | 5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |                                                                                                                      |

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 3/15/2010 BY \_\_\_\_\_ DATE \_\_\_\_\_

TITLE Incorporator TITLE \_\_\_\_\_

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

TITLE \_\_\_\_\_ 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 (60) 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.**