

**EASTWOOD
HOA**

**ARTICLES
OF
INCORPORATION**

ARTICLES OF INCORPORATION

OF

EASTWOOD ASSOCIATION

In compliance with the requirements of the State of Arizona general non-profit corporation laws. The undersigned, all of whom reside as follows:

Gem L. Pennington, 368 N. 2nd Ave., Phoenix, AZ 85003

Emilee Nagel, 368 N. 2nd Ave., Phoenix, AZ 85003

Charles A. Ditsch, 101 N. 1st Ave., Suite 2080, Phoenix, AZ 85003

and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is EASTWOOD ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the association is located at 368 North 2nd Avenue, Phoenix, Arizona 85003.

ARTICLE III

This corporation hereby appoints CHARLES A. DITSCH, Suite 2080, The Arizona Bank Building, 101 North First Avenue, Phoenix, Arizona 85003, who is now and has been for more than three (3) years last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notices and processes, including the service of summons, may be served, and which, when so served, shall be lawful personal service upon this corporation. The directors may, at any time, appoint another agent for such purpose, and the filling of such other appointment shall revoke this or any other previous appointment of such agent.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION:

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and

architectural control of the residence Lots and Common Area within that certain tract of property described as:

SEE EXHIBIT "A" ATTACHED

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 and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the County Recorder of Maricopa County, Arizona in Docket 12100 at Pages 1120 – 1144, 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 each class of members, 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 each class of members, 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 each class of members;
- g) 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 V

MEMBERSHIP:

Every person or entity who is a record owner of equitable title (or legal title, if Equitable title has merged) in any lot which is subject by covenants of record to

assessment by the Association, as described above, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who 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.

ARTICLE VI

VOTING RIGHTS:

The Association shall have two classes of voting membership:

CLASS A. Section 1) Class A Members shall be all Owners, with the exception of the Declarant, so long as Declarant is a Class B member, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 2) In the event any Class A Owner shall be in arrears in the payment of any amounts due under any of the provisions of the Declaration for a period of fifteen (15) days, or shall be in default in the performance of any of the terms of the Declaration for a period of fifteen (15) days, said owner's right to vote as a member of the Association shall be suspended and shall remain suspended until all payments are brought current and all defaults are remedied.

Section 3) Voting on any matter may be either in person or by written proxy signed by the Owner.

CLASS B. Class B Members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b) on February 15, 1980.

ARTICLE VII

BOARD OF DIRECTORS:

The affairs of this Association shall be managed by a Board of not less than two (2) or more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Gem L. Pennington, 368 N. 2nd Ave., Phoenix, AZ 85003

Emilee Nagel, 368 N. 2nd Ave., Phoenix, AZ 85003

Charles A. Ditsch, 101 N. 1st Ave, Ste 2080, Phoenix, AZ 85003

who were elected at the meeting of the Association held on July 5, 1978.

At the first annual meeting the members shall elect two directors for a term of three years, thereafter the members shall elect two directors for a term of three years.

ARTICLE VIII

DISSOLUTION:

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 be used for purposes similar to those for which this 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 IX

DURATION:

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS:

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 1978.

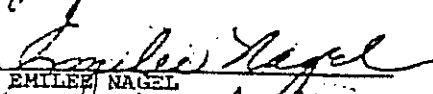
GEM L. PENNINGTON

EMILEE NAGEL

CHARLES A. DITSCH

constituting the incorporators of this Association, have
executed these Articles of Incorporation this 5th day of
July, 1978.


GEM L. PENNINGTON

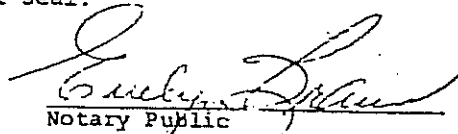

EMILEE NAGEL


CHARLES A. DITSCH

STATE OF ARIZONA)
) SS
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me, this
5th day of July, 1978, by GEM L. PENNINGTON,
EMILEE NAGEL, and CHARLES A. DITSCH.

WITNESS my hand and official seal.


Notary Public

My Commission Expires:

April 11 1982

A.C.C. - INCORPORATING DIV.
RECEIVED
JUL 18 1978
DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING.

Handwritten:
G. L. Company

116871

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Handwritten:
J. 9.
12-51

FILED

JUL 18 1978

At 11:59 a.m. at request of
Rev. Walter D. Smith + Pats
Address 1st N. First Ave. - Rm. 2080
Phoenix, AZ 85003
By James H. Gray
SECRETARY

Handwritten:
G. L. Company
R. # 105064