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AZ CORP COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF INCORPORATION

OF

THE FOOTHILLS COMMUNITY ASSOCIATION

APR 20 4 43 PM '87

APPR *Quia Mendez*
DATE APR 20 FILED
DATE _____ TIME _____

In compliance with the requirements of Section 10-1001, et seq., Arizona Revised Statutes, as amended, the undersigned, for the purpose of forming a nonprofit corporation, does hereby state:

ARTICLE I
NAME

The name of the corporation is The Foothills Community Association (hereafter sometimes called the "Association").

ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for The Foothills Recorded with the County Recorder of Maricopa County, Arizona, as Instrument No. 87-218943.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association shall be located at 4625 South Wendler Drive, Suite 211, Tempe, Arizona 85282.

ARTICLE IV
STATUTORY AGENT

Gerald L. Jacobs, Esq. whose address is One East Camelback, Suite 1100, Phoenix, Arizona 85012-1656 and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance and care of the Common Area and other property owned by the

Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration, Articles and Bylaws. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Declaration, Articles and Bylaws.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Lot or Parcel which is subject to Assessment shall be a Member of the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration, Articles and Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Tom Kirk	4625 South Wendler, Suite 211 Tempe, Arizona 85282
Frank Pankratz	4625 South Wendler, Suite 211 Tempe, Arizona 85282
Jack Grossman	4625 South Wendler, Suite 211 Tempe, Arizona 85282

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote

of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local government agency whose approval of The Foothills, the plat, or the Declaration, Articles and Bylaws is required by law or requested by the Declarant. So long as there is a Class B Membership in the Association, any amendment of the Bylaws must be approved by the Veterans Administration or the Federal Housing Administration, if applicable.

ARTICLE IX
OFFICES

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Frank Pankratz	-President
Jack Grossman	-Vice President
Tom Kirk	-Secretary/Treasurer

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of each class of Membership. 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, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XI
AMENDMENTS

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans

Administration or any federal, state or local governmental agency whose approval of The Foothills, the plat, or the Declaration, Articles and Bylaws is required by law or requested by the Declarant. So long as there is a Class B Membership in the Association, any amendment of these Articles must be approved by the Veterans Administration or the Federal Housing Administration.

ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
FHA/VA APPROVAL

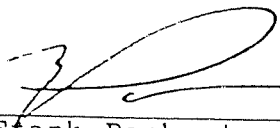
As long as there is a Class B Membership, and if such approval has been requested by Declarant, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

ARTICLE XIV
INCORPORATION

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

<u>Name</u>	<u>Address</u>
Frank Pankratz	4625 South Wendler, Suite 211 Tempe, Arizona 85282

Dated this 10th day of April, 1987.



Frank Pankratz, Incorporator

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 10th day of April, 1987, by Frank D. Pankratz, the President, Director and Incorporator of The Foothills Community Association, for and on behalf thereof.

Lori A. Shotts

Notary Public

My Commission Expires:



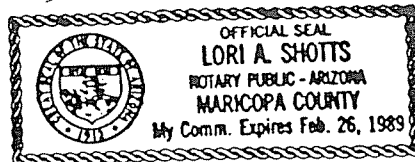
STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 10th day of April, 1987, by Jack Grossman, the Vice-President and Director of The Foothills Community Association, for and on behalf thereof.

Lori A. Shotts

Notary Public

My Commission Expires:



STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 10th day of April, 1987, by Thomas Kirk, the Secretary/Treasurer and Director of The Foothills Community Association, for and on behalf thereof.

Lori A. Shotts

Notary Public

My Commission Expires:



ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

The Foothills Community Association
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 3. Have 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 where 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.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, 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.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO

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 involved and the file or cause number of the case.

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.

State of Arizona
County of Maricopa ^{SS}

BY FRANK D. PANKRATZ DATE 4-10-87
TITLE President, Director and Incorporator

BY John Hussen DATE 4-10-87
TITLE Vice-President and Director

FISCAL DATE _____
BY [Signature] DATE 4-10-87
TITLE Secretary/Treasurer and Director

Subscribed, sworn to and acknowledged before me this _____ DAY of _____, 19_____.

SEE ATTACHED PAGE

NOTARY PUBLIC

My Commission expires: _____