

CURT WAGNER  
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AZ. CORP. COMMISSION  
FILED

ARTICLES OF INCORPORATION  
OF  
CANOA SECA ESTATES, INC.

SEP 16 1988  
APPR. Betty Barlow  
TERM \_\_\_\_\_  
DATE 9-19-88  
519999

We, the undersigned incorporators, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is CANOA SECA ESTATES, INC., hereafter called the "Corporation."

ARTICLE II

OFFICE

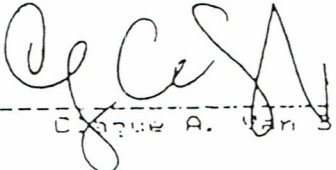
The principal office of the Corporation is 3300 S. Placita De La Fabula, Green Valley, Pima County, Arizona.

ARTICLE III

STATUTORY AGENT

Clague A. Van Slyke, whose address is Fifteenth Floor United Bank Tower, 1 S. Church Street, Tucson, Arizona 35701-1612, is hereby appointed Statutory Agent of this corporation.

I, CLAGUE A. VAN SLYKE, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

  
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Clague A. Van Slyke

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to promote the health, safety and welfare of its members and to provide for maintenance, preservation and architectural control of certain common areas within the subdivision in Pima County, Arizona, known as CANOA SECA ESTATES. Lots 1 thru 171 and Common Areas "A" and "B." and any annexations thereto, hereinafter referred to as "Declaration." The Corporation shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional residential property, streets, roadways, alleys and consolidation or annexation shall have the assent of more than one-half (1/2) of the votes from those members entitled to vote, whether or not exercised by the member personally. The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from Federal Income Tax under Section 538 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.

ARTICLE V

MEMBERSHIP

Membership shall be determined as provided in the declaration.

ARTICLE VI

VOTING RIGHTS

The members' voting rights shall be determined as provided in the Declaration.

ARTICLE VII

INITIAL BUSINESS

The character of business which the Corporation initially intends actually to conduct in this state is the operation of a non-profit homeowners association.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors of not less than three persons. The number and term of Board of Directors shall be provided in the Bylaws of the Corporation. The names and address of the persons elected to serve as

Directors until the next annual meeting of Members or until their successors are elected and qualified are

Dennis Wilkins  
5902 E. Pima  
Tucson, Arizona 85712

Roger Giachetti  
P.O. Box 587  
Green Valley, Arizona 85622

Carol M. Johnson  
P.O. Box 587  
Green Valley, Arizona 85622

#### ARTICLE XI

#### INCORPORATORS

The names and addresses of the incorporators of this Association are

Roger Giachetti  
P.O. Box 587  
Green Valley, Arizona 85622

Carol M. Johnson  
P.O. Box 587  
Green Valley, Arizona 85622

#### ARTICLE X

#### DISSOLUTION

This Corporation may be dissolved only in accordance with the provisions of the Declarations of Covenants, Conditions and Restrictions for Canoa Seca Estates and in accordance with the Arizona law. Upon dissolution, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such a dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI

LIMITATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the corporation or its members for monetary damage for breach of fiduciary duty is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provision in these Articles shall eliminate or limit the liability of a director for any of the following:

Any breach of such person's duty or loyalty to the corporation or its members.

Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law.

A violation of A.R. S 10-1026 (issuance of shares of stock and distribution of income or profit to members, directors, or officers prohibited.)

Any transaction from which the director derived an improper personal benefit.

A violation of A.R. S. 10-1097 (director conflicts of interest.)

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council of the corporation in an advisory capacity.

Pursuant to A.R.S. 10-1017.D, and to the extent permitted thereunder, any person who serves as a director or who serves on a board or council in an advisory capacity to the nonprofit corporation or board of directors of a non profit corporation shall be immune from civil liability and shall not be subject to suit directly or by any way of contribution for any act or omission resulting in damage or injury if such person acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person, providing that such limitation of liability does not modify the duties or liabilities of a director or person serving in an advisory capacity to the corporation or the corporation's members.

IN WITNESS WHEREOF, We, the said Incorporators, have hereunto set our hands this 15<sup>th</sup> day of August, 1988.

  
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Roger Giachetti  
Incorporator

  
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Carol M. Johnson  
Incorporator