

# ALISANOS COMMUNITY ASSOCIATION

## ARTICLES OF INCORPORATION

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# **ARTICLES OF INCORPORATION OF ALISANOS COMMUNITY ASSOCIATION**

## **ARTICLE I - NAME**

The name of the corporation is ALISANOS COMMUNITY ASSOCIATION (the "Association")

## **ARTICLE II - DURATION**

The Association shall exist perpetually.

## **ARTICLE III - PURPOSE OF THE ASSOCIATION**

The object and purpose for which this Association is organized is to perform the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Alisanos, dated the 28<sup>th</sup> of August 1996, recorded September 9, 1996 as Document #96-0636981 in the office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time (the "Declaration"). In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Chapter 5 of Title 10, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation Law").

## **ARTICLE IV - CHARACTER OF BUSINESS**

The character of the business which the Association intends to conduct in Arizona is to fulfill the duties and obligations of the Association as set forth in the Declaration.

## **ARTICLE V - STATUTORY AGENT**

J. Gregory Lake, whose address is Norwest Tower, 3300 N. Central Avenue, Suite 2150 Phoenix, AZ 85012 and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the initial statutory agent of the Association.

## **ARTICLE VI - 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>
Norman Nicholls	Fulton Homes 4625 South Wendler Drive Suite 204 Tempe, AZ 85282
Ira Fulton	Fulton Homes 4625 South Wendler Drive Suite 204 Tempe, AZ 85282
Douglas S. Fulton	Fulton Homes 4625 South Wendler Drive Suite 204 Tempe, AZ 85282

#### **ARTICLE VII - INCORPORATOR**

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

<u>Name</u>	<u>Mailing Address</u>
Norman Nicholls	Fulton Homes 4625 South Wendler Drive Suite 204 Tempe, AZ 85282

#### **ARTICLE VIII - LIMITATION ON LIABILITY OF DIRECTORS**

To the fullest extent allowable under the General Nonprofit Corporation Law, including without limitation Arizona Revised Statutes 10-1005.A.18 and 10-1029.A.8, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duties as director, except for liability for any of the following:

- (i) Any breach of the director's duty of loyalty to the Association or its members;
- (ii) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Arizona Revised Statutes 10-026;
- (iv) Any transaction from which the director derived an improper personal benefit;
- (v) A violation of Arizona Revised Statutes 10-1097.

**ARTICLE IX - PRINCIPAL OFFICE**

The principal office of the Association shall be located at 4625 S. Wendler Dr., Suite 204, Tempe, AZ 85282.

**ARTICLE X - MEMBERSHIP AND VOTING RIGHTS**

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration.

**ARTICLE XI - BYLAWS**

The Board of Directors 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 project, the Plat or the Declaration is required by law or requested by the Declarant.

**ARTICLE XII - OFFICERS**

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 or until their successors have been elected and qualified:

Norman Nicholls	President
Ira Fulton	Vice President
Douglas S. Fulton	Secretary/Treasurer

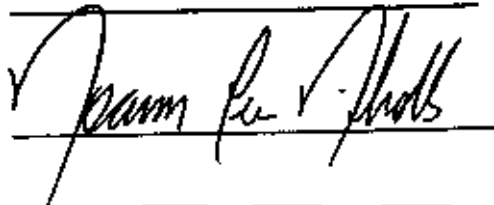
**ARTICLE XIII - DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by the Owners representing not less than two-thirds (2/3) of the authorized votes of the Association 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 as the Board of Directors shall determine. 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 as the Board of Directors shall determine.

**ARTICLE XIV - 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 project, the Plat or the Declaration is required by law or requested by the Declarant.

DATED this 30<sup>th</sup> day of August 1996.

A handwritten signature in black ink, appearing to read "James R. [unclear]", is written over a horizontal line.

**STATUTORY AGENT CONSENT**

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 General Nonprofit Corporation Law.

A handwritten signature in black ink, appearing to read "J. Gregory Lake", is written over a horizontal line.

J. Gregory Lake  
302 North First Avenue, 9th Floor  
Phoenix, Arizona 85003

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

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

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

FULTON HOMES CORP

AUG 06 1996

RECEIVED

CERTIFICATE OF DISCLOSURE  
A.R.S. Sections 10-128 & 10-1084

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

ALISANOS COMMUNITY ASSOCIATION  
EXACT CORPORATE NAME

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:
- 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.
  - 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.
  - 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:
    - Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - Involved the violation of the consumer fraud laws of that jurisdiction; or
    - 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:
- Full name and prior name(s) used.
  - Full birth name.
  - Present home address.
  - Prior addresses (for immediate preceding 7-year period).
  - Date and location of birth.
  - Social Security number.
  - 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 X

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

- Name and address of the corporation.
- Full name, including alias and address of each person involved.
- State(s) in which the corporation:
  - Was incorporated.
  - Has transacted business.
- Dates of corporate operation.
- 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.

BY [Signature] DATE \_\_\_\_\_  
 TITLE Incorporator/President

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

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

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

FISCAL DATE: December 31

ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)  
When initial officers have been elected, an AMENDED Certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers and directors.