

FEB 22 1999

ARTICLES OF INCORPORATION  
STARR PASS SHADOWS COMMUNITY ASSOCIATION  
(an Arizona non-profit corporation)

APPR. Cheryl Lea  
TERM \_\_\_\_\_  
DATE 2-27-99

0867256-7

**Article 1. Name.** The name of the corporation is **Starr Pass Shadows Community Association** (the "Association").

**Article 2. Non-profit Corporation.** The Association is formed as a nonstock, non-profit corporation under the laws of the State of Arizona. The Association shall make no distributions of income to its Members, Directors or officers.

**Article 3. Principal Office.** The mailing address of the initial principal office of the Association is 4742 N. Oracle Road, Suite 111, Tucson, Arizona 85705.

**Article 4. Definitions.** All capitalized terms used herein which are not defined shall have the same meanings as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Starr Pass Shadows, recorded or to be recorded in the Official Records of Pima County, Arizona (the "Declaration").

**Article 5. Initial Business and Purposes.** The initial business and purposes for which the Association is organized are:

a. To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as specified in the Declaration, in the Bylaws of the Association (the "Bylaws") and in the other Project Documents and as provided by law; and

b. To provide an entity for the furtherance of the interests of the Owners of Lots subject to the Declaration.

**Article 6. Powers.** The Association shall have all of the common law and statutory powers conferred upon non-profit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration and the other Project Documents, including, without limitation, the power:

a. To fix, collect and enforce payment by any lawful means of Assessments and other charges to be levied against Lots;

b. To manage, control, operate, maintain, repair and improve all Areas of Association Responsibility and any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

c. To enforce covenants, conditions and restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration and any other Project Documents;

d. To engage in other activities which will actively foster, promote and advance the common interests of all Owners of Lots subject to the Declaration;

e. To buy or otherwise acquire, sell, dedicate for public use or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, own, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration and the Project Documents;

f. To borrow money for any purpose, subject to such limitations as may be contained in the Declaration and other Project Documents;

g. To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other corporation, association or other entity or agency, public or private;

h. To adopt, alter and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

i. To take any other action as may be authorized or contemplated under the Declaration.

The foregoing enumeration of powers shall not limit nor restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

#### **Article 7. Members.**

a. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws.

b. The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights and obligations are specified in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws.

c. Change of membership in the Association shall be established by recording in the Official Records of Pima County, Arizona, a deed or other instrument

establishing record title to Lots subject to the Declaration. Upon such recordation and the payment of the transfer fee provided for in the Declaration, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

d. The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of its Lot.

**Article 8. Duration and Dissolution.** The Association shall exist perpetually. However, subject to restrictions imposed by the Declaration, the Association may be dissolved with the written consent of not less than two-thirds (2/3rds) of each class of Members. Upon dissolution, the Association's assets remaining after payment or provisions of payment of all known debts and liabilities of the Association shall be distributed exclusively to one or more public agencies, utilities, non-profit corporations, trusts or other organizations to be devoted to purposes as near as practical to those to which the Association was to be required to be devoted.

**Article 9. Directors.**

a. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board shall consist of three (3) Directors. The number of Directors shall be increased to five (5) upon the termination of the Class "B" Membership and may be further increased in accordance with the Bylaws. As long as the Class "B" Membership is in existence, Directors need not be Members.

b. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Jeffrey R. Grobstein  
4742 N. Oracle Road, Suite 111  
Tucson, AZ 85705

Roger Zetah  
6613 N. Scottsdale Rd., Ste. 200  
Scottsdale, AZ 85250

Ronald Teaney  
4742 N. Oracle Road, Suite 111  
Tucson, AZ 85705

Each of the foregoing persons has consented to be a Director.

c. The method of election, removal and filling of vacancies on the Board and the term of office of Directors shall be as set forth in the Declaration and the Bylaws.

d. The Board may delegate its operating authority to such entities, individuals and committees as it, in its discretion, may determine.

**Article 10. Bylaws.** The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

**Article 11. Liability of Directors, Officers and Committee Members.** To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no Director, officer or committee member of the Association shall be personally liable to the Association for monetary damages for breach of duty of care or other duty as a Director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director, officer or committee member of the Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

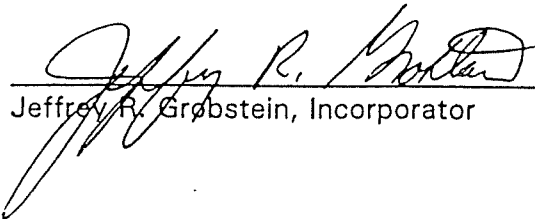
**Article 12. Amendments.** Amendments to these Articles may be adopted by approval of Members representing two-thirds (2/3rds) of the total Class "A" votes in the Association and, so long as the Class "B" Membership is in existence, all such amendments shall require the approval of the Declarant. However, in no event shall any amendment be in conflict with the Declaration or impair or dilute any rights of Members that are governed by such Declaration.

**Article 13. Incorporator.** The name and address of the incorporator of the Association is as follows:

Jeffrey R. Grobstein  
4742 N. Oracle Road, Suite 111  
Tucson, AZ 85705

**Article 14. Statutory Agent.** The Association hereby appoints C. Timothy White, Esq., whose address is Tiffany & Bosco, P.A., 1850 N. Central Avenue, Suite 500, Phoenix, Arizona 85004, who is now and has been for more than three (3) years past, a bona fide resident of the State of Arizona, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served and which, when served, shall be lawful, personal service upon the Association. The Association may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 1999.

  
\_\_\_\_\_  
Jeffrey R. Grobstein, Incorporator

STATE OF ARIZONA  
ACCEPTANCE OF APPOINTMENT  
AS STATUTORY AGENT  
OF  
STARR PASS SHADOWS COMMUNITY ASSOCIATION,  
an Arizona nonprofit corporation

To: Arizona Corporation Commission  
Incorporating Division  
1300 West Washington  
Phoenix, Arizona 85007

Please be advised that C. Timothy White, whose address is Tiffany & Bosco, P.A., 1850 N. Central Avenue, Suite 500, Phoenix, Arizona 85004, hereby accepts and acknowledges its appointment as statutory agent for service of process upon Starr Pass Shadows Community Association, an Arizona corporation, and consents to act in that capacity until removal or resignation.

The undersigned hereby certifies that he has been a resident in the State of Arizona for a period in excess of three years.

DATED this 19<sup>th</sup> day of Feb, 1999.



\_\_\_\_\_  
C. Timothy White

ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

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

Tucson Address: 402 West Congress  
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE  
A.R.S. §10-202.D

Starr Pass Shadows Community Association  
(Exact Corporate Name)

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

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 the file or cause number of case

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation which has been placed in bankruptcy or receivership or had its charter revoked or administratively or judicially dissolved by any state or jurisdiction?  
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
- 2. Full Name, including alias, and address for each person involved
- 3. State(s) in which the corporation (a) was incorporated, (b) has transacted any 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
- D. The fiscal year end adopted by the corporation is December 31.

Under penalties of law, the undersigned incorporators/officers/directors 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: Jeffrey R. Grobstein  
Jeffrey R. Grobstein  
TITLE: Director/President  
DATE: 2/9, 1999

BY: Roger Zetani  
Roger Zetani  
TITLE: Director/Secretary/Treasurer  
DATE: 2-9, 1999

BY: Ronald Teaney  
Ronald Teaney  
TITLE: Incorporator/Director/Vice President  
DATE: 2/9, 1999

BY: \_\_\_\_\_  
TITLE: \_\_\_\_\_  
DATE: \_\_\_\_\_, 1999