

FILED
FEB 13 1981
APPR. <i>[Signature]</i>
DATE APR 23 1981
TERM
DATE

ARTICLES OF INCORPORATION
OF

HARRISON ESTATES HOMEOWNERS ASSOCIATION, INC.

FOR THE STATE OF AZ.
FILED
FEB 13 1981
APPR.
DATE APR. 23 1981
TERMINATED <i>B. Blum</i>
DATE 3/11 TIME 12:00

505702

ARTICLE I. The name of the corporation is HARRISON

ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. The time of commencement of this corporation shall be the day these Articles are filed by the office of the Arizona Corporation Commission. The period of corporate existence shall be perpetual.

ARTICLE III. The purpose for which this corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV. The main purpose of the corporation is to provide for the maintenance of the real property and improvements thereon, provide for ownership of common property, and provide for recreation, safety, enjoyment and welfare of residents of the property described as follows:

Lots 3 and 4 of Harrison Estates Amended, according to the plat of record in the office of the County Recorder of Pima County, Arizona, in Book 8 of Maps, Page 60; EXCEPT the North 35 feet thereof.

ARTICLE V. The corporation's principal place of business shall be 1632 East Ft. Lowell Road, Tucson, Arizona 85719.

ARTICLE VI. The maximum indebtedness of the corporation, including any principal amount of mortgages outstanding at any time, shall not exceed the value of the assets of the corporation.

ARTICLE VII. The annual meeting shall be held on the third (3rd) Monday in January of each year.

ARTICLE VIII. The initial Statutory Agent shall be Michael Hornisher, 1632 East Ft. Lowell Road, Tucson, Arizona 85719, who by his signature below consents to act in that capacity until removed or by his resignation submitted in accordance with Arizona law.

ARTICLE IX. The private property and earnings of the members, officers and directors and incorporators are forever exempt from the debts and obligations of this corporation.

ARTICLE X. There shall be a President, Vice President, Secretary and Treasurer, and no less than three (3) and no more than five (5) directors. The names and addresses of the incorporators and initial Board of Directors are:

Eric Gregory Moore
P.O. Box 41044
Tucson, Arizona 85717

Patricia Mary Moore
2731 East Elm Street
Tucson, Arizona 85716

Michael Hornisher
1422 West Placita las Palmas
Tucson, Arizona 85704

The directors are also the incorporators of this corporation who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified. The activities and affairs of the corporation shall be managed by the Board of Directors and the Board shall have power to amend these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of January, 1981.

INCORPORATORS:

Michael Hornisher
MICHAEL HORNISHER

Eric Gregory Moore
ERIC GREGORY MOORE

Patricia Mary Moore
PATRICIA MARY MOORE

STATUTORY AGENT ACCEPTANCE:

Michael Hornisher
MICHAEL HORNISHER

STATE OF ARIZONA)
) ss.
County of Pima)

The foregoing Articles of Incorporation were acknowledged before me this 1st day of January, 1981, by ERIC GREGORY MOORE, PATRICIA MARY MOORE, and MICHAEL HORNISHER.

Caroline B. Cooley
Notary Public

My commission expires:
March 16, 1984

505702-7

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

FEB 1 4 50 PM '82

APPR. James Waterhouse
DATE APR 24 FILE #
TERM
DATE TIME

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HARRISON ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of A.R.S. §10-1033 et. seq., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. NAME:

The name of the corporation is Harrison Estates Homeowners Association, Inc. (hereinafter called the "Association").

2. AMENDMENTS:

The Articles of Incorporation were amended in their entirety, and the Restated Articles of Incorporation dated September 15, 1981 and attached hereto were adopted as the true and correct Articles of Incorporation of the Association by unanimous vote of the Members of the Association at a meeting of the Members of the Association duly held and convened on September 15, 1981 at 1632 East Fort Lowell Road, Tucson, Arizona 85719 in the manner prescribed by the Articles of Incorporation and the Arizona Revised Statutes.

IN WITNESS WHEREOF, the President and Secretary of the Association have executed these Articles of Amendment this 15th day of September, 1981.

Eric Gregory Moore
Eric Gregory Moore, President

Patricia Mary Moore
Patricia Mary Moore, Secretary

505702-7

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

FEB 1 4 50 PM '82

RESTATED ARTICLES OF INCORPORATION
OF

APPR. James L. Kestadt
DATE APPROVED FILE # _____
TERM _____
DATE _____ TIME _____

HARRISON ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of section A.R.S. §10-1037, the undersigned corporation, pursuant to the unanimous vote of the Members of the corporation at a meeting of the Members duly held and convened on September 15, 1981, hereby adopts the following Restated Articles of Incorporation.

1. Name. The name of this corporation (hereinafter called the "Association") is Harrison Estates Homeowners Association, Inc.

2. Duration. The period of duration of the Association shall be perpetual.

3. Principal Place of Business. The principal office for the transaction of business of the Association is located in Pima County, State of Arizona.

4. Statutory Agent. The name and address of the initial and current Statutory Agent of the Association is: Michael Hornisher, 1632 East Fort Lowell Road, Tucson, Arizona 85719.

5. Non-Profit Corporation. This Association is organized as a non-profit corporation under the laws of the State of Arizona.

6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits, or dividends to its Members, and the specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Association property within that certain tract of property situated in the City of Tucson, County of Pima, State of Arizona, more particularly described in that certain Declaration of Horizontal Property Regime and Covenants, Conditions and Restrictions (the "Declaration"), which was recorded on the 18th day of January, 1982, in Docket 6699, pages 690 through 759, inclusive of Official Records of the Pima County Recorder, and to promote the health, safety and welfare of all 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, all according to the Declaration.

In furtherance of said purposes, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce Assessments and fines as set forth in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) 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;

(e) Borrow money and, only with the assent (by vote or written consent) 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;

(f) 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;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area(s), provided that any merger, consolidation or annexation (other than an annexation of additional phases, which shall be allowed according to the Declaration) shall have the assent by vote or written consent of two-thirds (2/3) of each class of members;

(h) Have and exercise any and all powers, rights and privileges which a corporation organized under the General Non-profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of Members of the Association, the different classes of membership, if any; the property, voting and other rights and privileges of Members, and their liability for dues and Assessments and the method of collection thereof, shall be as set forth in the Declaration and Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of three (3) Directors, each of whom shall be a Member of the Association or an agent of Declarant (while Declarant remains a condominium Unit Owner). The initial and current Board of Directors, who shall serve until their successors are qualified according to the Bylaws are as follows:

Eric Gregory Moore
P. O. Box 41044
Tucson, Arizona 85717

Patricia Mary Moore
2731 East Elm Street
Tucson, Arizona 85716

9. Dissolution. In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein, except where the Association holds its assets in trust, in which case the assets shall be disposed of according to the applicable provisions of the Arizona Corporations Code for nonprofit corporation.

10. Amendments. The Articles may be amended by the vote or written assent of Members representing fifty-one percent (51%) of the total voting power of the Association, provided, however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. For so long as two (2) classes of membership exist, amendment of the Articles shall require the vote or written assent of the prescribed percentage of each class of membership.

11. Incorporators. The incorporators and their names and addresses are:

Eric Gregory Moore
P. O. Box 41044
Tucson, Arizona 85717

Patricia Mary Moore
2731 East Elm Street
Tucson, Arizona 85716

The foregoing Restated Articles of Incorporation correctly set forth without change the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

DATED this 15th day of September, 1981.

Harrison Estates Homeowners Association, Inc., an Arizona nonprofit corporation

By: Eric Gregory Moore
Eric Gregory Moore
Its President

By: Patricia Mary Moore
Patricia Mary Moore
Its Secretary

STATE OF ARIZONA)
County of PIMA) ss.

On this the 15TH day SEPT, 1981, before me, the undersigned Notary Public, personally appeared Eric Gregory Moore, the President of Harrison Estates Homeowners Association, Inc., an Arizona nonprofit corporation, known to me to be the person whose name is subscribed to the foregoing Restated Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

H. O. Zing
Notary Public

My Commission Expires:

3-29-83

STATE OF ARIZONA)
County of PIMA) ss.

On this the 15TH day of SEPT, 1981, before me, the undersigned Notary Public, personally appeared Patricia Mary Moore, the Secretary of Harrison Estates Homeowners Association, Inc., an Arizona nonprofit corporation, known to me to be the person whose name is subscribed to the foregoing Restated Articles of Incorporation, and acknowledged that she executed the same for the purposes therein contained.

H. O. Zing
Notary Public

My Commission Expires:

3-29-83