

ARIZONA COMMISSION  
SECRETARY OF STATE  
FILED

ARTICLES OF INCORPORATION

OF

SPRINGPOINTE HOMEOWNERS ASSOCIATION, INC.

MAY 8 11 03 AM '84  
APPR *Betty Carlson*  
DATE APPE 5/9/84 # -  
TERM \_\_\_\_\_ TIME \_\_\_\_\_  
DATE \_\_\_\_\_

510924

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is SPRINGPOINTE HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

Place of Business

The principal place of business of the Association shall be Tucson, Pima County, Arizona, and its known place of business shall be at 5151 E. Broadway, Suite 900, Tucson, Pima County, Arizona 85711.

ARTICLE III

Purpose

This Association 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

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members and to provide for maintenance, preservation and architectural control of common areas within the subdivision in Pima County, Arizona, known as SPRINGPOINTE; to have and to exercise all powers, rights and privileges which a non-profit corporation of the State of Arizona may by law now or hereafter have or exercise and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out any of the purposes of the association. The Association in the fulfillment of its purposes shall have those powers enumerated in A.R.S. Section 10-1005 and the Declaration of Covenants, Conditions and Restrictions of SPRINGPOINTE, hereinafter referred to as the "Declaration", as recorded in the office of the County Recorder of Pima County, Arizona. The Association shall not carry on any activities not permitted to be carried on by a homeowner's association exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue law.

#### ARTICLE IV

##### Initial Business

The character of business which the corporation initially intends actually to conduct in this State is the operation of a homeowner's association.

ARTICLE V

Membership, Voting and Other Rights

The authorized number and qualification of members of the Association; the different classes of membership, if any; voting and other rights and privileges of the members; and their liability for assessments and the method of collection thereof, shall be as provided for in the Declaration of SPRINGPOINTE and as provided for in the By-Laws of the Association.

ARTICLE VI

Statutory Agent

The initial statutory agent for the Association is hereby designated as HUGH M. CALDWELL, JR., 5151 E. Broadway, Suite 1600, Tucson, Arizona, 85711.

ARTICLE VII

Board of Directors

The number of directors constituting the initial Board of Directors shall be five (5); the number of directors thereafter shall be fixed by the By-Laws of the Association. The names and addresses of the persons who are to serve as directors until the First Annual Meeting of Members, to be held at a time and place as provided by the By-Laws, or until their successors are elected and qualified are:

ANDREW B. KELLY  
5151 E. Broadway, Suite 900  
Tucson, Arizona 85711

KEVIN OBERG  
5151 E. Broadway, Suite 900  
Tucson, Arizona 85711

DAVID J. MARSHALL  
5151 E. Broadway, Suite 900  
Tucson, Arizona 85711

W. WEBB PARKER  
5151 E. Broadway, Suite 900  
Tucson, Arizona 85711

PATRICIA MEYER  
5151 E. Broadway, Suite 900  
Tucson, Arizona 85711

#### ARTICLE VII

##### Incorporator

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

ANDREW B. KELLY  
5151 East Broadway, Suite 900  
Tucson, Arizona 85711

#### ARTICLE IX

##### Exemption

The private property of each and every officer, director, and  
member of this Association shall at all times be exempt from the  
debts and liabilities of the Association.

#### ARTICLE X

##### Governing Documents

In the event that any part or provision of these Articles of  
Incorporation are in conflict or inconsistent with the Declara-  
tion, or any amendments thereto, the terms and provisions of the

above referenced Declaration shall prevail and supersede such conflicting or inconsistent provisions hereof except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the corporation, the Board of Directors of the Corporation, nor any agent or employee of the corporation shall be authorized or empowered to take any action inconsistent with the above provisions of the above referenced Declaration.

#### ARTICLE XI

##### Amendment to Articles

These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of seventy-five percent (75%) of the members of this corporation entitled to vote at any duly constituted and convened regular or special meeting of members, and upon ten (10) days prior written notice of the effective date of such amendment to all first mortgagees (as defined in the above referenced Declaration of SPRINGPOINTE). No amendment shall, in any manner, serve to alter, diminish, modify or otherwise effect the rights of any first mortgagee.

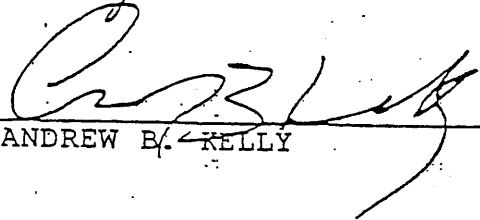
#### ARTICLE XII

##### FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of

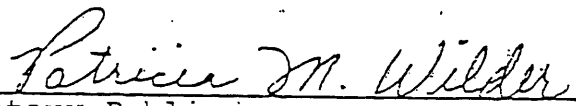
additional properties, mergers and consolidations, mortgaging of  
Common Area, dedication of Common Area, dissolution and amendment  
of these Articles.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto  
set my hand this 3rd day of May, 1984.

  
\_\_\_\_\_  
ANDREW B. KELLY

STATE OF ARIZONA     )  
                                  ) ss.  
COUNTY OF PIMA     )

The foregoing instrument was acknowledged before me this 3rd  
day of May, 1984, by ANDREW B. KELLY.

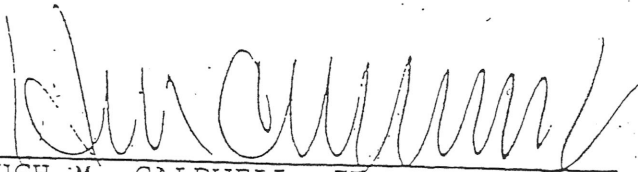
  
\_\_\_\_\_  
Notary Public

My Commission Expires:

My Commission Expires Nov. 1, 1985

CONSENT OF STATUTORY AGENT

I, HUGH M. CALDWELL, JR., having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

  
HUGH M. CALDWELL, JR.

A.C.C. INCORPORATING DIV.  
RECEIVED

MAY 08 1984

DOCUMENTS ARE SUBJECT  
TO REVIEW BEFORE FILING

