

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
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By Paula Leachman
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ARTICLES OF INCORPORATION
OF
VACTOR RANCH COMMUNITY ASSOCIATION

The undersigned voluntarily associate themselves together for the purpose of forming a non-profit corporation and do hereby certify:

ARTICLE I
Definitions

The words and terms used herein will be deemed to have the same meanings as given those words and terms defined in the Declaration of Covenants, Conditions and Restrictions pertaining to Vactor Ranch Community Association, and as same may be amended or restated from time to time ("Declaration").

ARTICLE II
Name

The name of the corporation is VACTOR RANCH COMMUNITY ASSOCIATION.

ARTICLE III
Principal Place of Business

The principal place of business of the Association is located at 5620 North Kolb Road, Suite 220, Tucson, Arizona 85715.

ARTICLE IV
Statutory Agent

Patrick O'Hagin, a bona fide resident of the State of Arizona for the last four (4) years, whose address is 6137 East Grant Road, Suite A, Tucson, Arizona 85712, is hereby appointed the initial statutory agent of this Association.

ARTICLE V
General Nature of Business

The Association does not contemplate any pecuniary gain or profits to the members thereof.

The purposes for which this Association is formed are:

A. To promote the health, safety and welfare of the Owners and tenants of any and all Lots located in the Property.

B. For the above purpose to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

3. Pay all expenses in connection with the authorized purposes of the Association and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. Subject to the provisions of the Declaration, 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;

5. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE VI Membership and Voting Rights

Membership and voting in the Association will be in accord with the provisions in the Declaration.

ARTICLE VII Incorporators

The names and post office addresses of the incorporators are as follows:

Names

Addresses

Glen W. Kerslake

5620 North Kolb Road, #220
Tucson, Arizona 85715

Robert C. Storie

5620 North Kolb Road, #220
Tucson, Arizona 85715

ARTICLE VIII
Board of Directors and Officers

The affairs of the Association will be managed by a Board of not less than three (3) Directors, nor more than seven (7) Directors. The first Board of Directors will consist of three (3) Directors and such Officers as the Board may appoint or elect. All Directors and Officers must be Members of the Association or employees or representatives of Declarant. The number of Directors may be changed by amendment of the Bylaws of the Association.

The first Board of Directors of the Association will consist of the following three individuals:

<u>Names</u>	<u>Addresses</u>
Glen W. Kerslake	5620 North Kolb Road, #220 Tucson, Arizona 85715
Robert C. Storie	5620 North Kolb Road, #220 Tucson, Arizona 85715
Drew Vactor	2800 North Sabino Canyon Road Tucson, Arizona 85715

The Board of Directors will serve until the first annual meeting following termination of the Class B Membership.

At the first annual meeting following the termination of the Class B Membership, or at a special meeting of the Association called by the first Board of Directors, the Members will elect a Board of Directors to be divided into three classes. The term of office of Directors of the first class will expire at the first annual meeting following their election. The term of office of Directors of the second class will expire at the second annual meeting following their election. The term of office of Directors of the third class will expire at the third annual meeting after their election.

At each annual election of Directors held after the classification and election described in the preceding paragraph, Directors chosen to succeed those whose terms expire will be elected for a term of office to expire at the third annual meeting of Members after their election. The manner of electing Directors and the term of office of Directors may be changed by an amendment to the Bylaws.

ARTICLE IX
Amendments

These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of at least two-thirds (2/3) of Members of the Association present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of Members.

ARTICLE X
Interpretation

If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Declaration, the terms and provisions of the Declaration will prevail and supersede such conflicting or inconsistent provisions in these Articles except as may otherwise be required by applicable law. If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Bylaws, the terms and provisions of these Articles of Incorporation will prevail and supersede such conflicting or inconsistent provisions in the Bylaws except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the Association, the Board of Directors of the Association, nor any agent or employee of the Association will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XI
Limitation of Liability

To the fullest extent provided by law, the personal liability of the Directors of the Association or the Members for breach of fiduciary duty as a Director will be eliminated, except only as may be provided otherwise in Arizona Revised Statutes Section 10-1029 A.8, as the same may be amended or renumbered.

ARTICLE XII
Membership

Every person or entity who is record Owner of any Lot is entitled to Membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, Ownership of any Lot.

ARTICLE XIII
Dissolution

If the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes as the Association in accordance with Arizona Revised Statutes Section 10-1046, as the same may be amended or renumbered.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this _____ day of _____, 1996.


Glen W. Kerslake


Robert C. Storie

The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.


Patrick O'Hagin