

JUN-28-2004 13:17
AZ. CORP. COMMISSION
FILED

JUN 14 2004

APPROVED: Sylvia Algiers
TERM: _____
DATE: 6/14/2004
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ARTICLES OF INCORPORATION
OF
TARTESSO COMMUNITY ASSOCIATION

The undersigned hereby sets forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and, for that purpose, hereby adopts these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Tartesso Community Association (the "Association").
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ARTICLE II
DEFINITIONS

Unless otherwise specifically provided herein, capitalized terms and phrases used herein shall have the meanings given those terms in that certain Declaration of Covenants, Conditions, Restrictions, Reservations and Easements for Tartesso, as amended from time to time (the "Declaration"). The Declaration is expected to be recorded in the records of the County Recorder of Maricopa County, Arizona, concurrently with, or shortly following, incorporation of the Association. Until such time as the Declaration is recorded, the Association shall have no members, and its affairs shall be managed entirely by the board of directors of the Association (the "Board") without any vote or consent of any other person. Upon recordation of the Declaration, the persons or entities defined as "Members" in the Declaration shall be the members of the Association. These Articles are effective as of the date they are duly filed with the Arizona Corporation Commission, however, the provisions of these Articles relating to the Declaration or the members of the Association shall not be operative until the Declaration has been recorded.

ARTICLE III
INITIAL BUSINESS

The character of business that the Association initially intends to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers, privileges and prerogatives under the Declaration.

ARTICLE IV
BOARD OF DIRECTORS

The Board of Directors of the Association (the "Board") shall consist of the number of directors as set forth in the Bylaws of the Association. The names and addresses of the three (3) individuals who are to serve as directors until their successors are appointed, or until the first annual election of directors, are as follows:

NAME

ADDRESS

Robert C. Speirs

6730 North Scottsdale Road
Suite 230
Scottsdale, Arizona 85253

Kristopher L. Harman

6730 North Scottsdale Road
Suite 230
Scottsdale, Arizona 85253

Jon A. Munson

6730 North Scottsdale Road
Suite 230
Scottsdale, Arizona 85253

ARTICLE V
STATUTORY AGENT

Mark A. Vander Stoep, whose address is 6303 South Rural Road, Suite 3, Tempe, Arizona 85283, is hereby appointed statutory agent of the Association. The Board may revoke the appointment of the agent at any time and shall have the power to fill any vacancy.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Chris B. Heister, 6730 N. Scottsdale Road, Suite 230, Scottsdale, Arizona 85253.

ARTICLE VII
MEMBERSHIP

The Association shall have members and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to change the qualifications and requirements of members and their respective voting rights.

ARTICLE VIII
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of all of the Members who are eligible to vote. Notwithstanding anything contained herein to the contrary, however, the Declarant, for so long as it holds a Class B Membership shall have the right to amend all or any part of these Articles to correct minor errors or omissions. Additionally, Declarant shall have the right to amend these Articles to the extent and with the language requested by the Federal Housing Administration ("FHA"), the Veterans Administration ("VA"), Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation, and to further amend these Articles, to the extent requested by any other federal, state or local governmental agency that requests an amendment as a condition precedent to the agency's

approval of these Articles, or by any federally or state chartered lending institution as a condition precedent to lending funds upon the security of any Lot(s) or Parcel(s) or any portions thereof. Any such amendment shall be effected by the filing, by the Board, of Articles of Amendment duly signed by or on behalf of the Association with signatures acknowledged, specifying the errors or omissions in question and/or the federal, state or local governmental agency or the federally or state chartered lending institution requesting the amendment and setting forth the amendatory language requested by the agency or institution. The filing of Articles of Amendment specifying such a request by an agency or institution shall be deemed conclusive proof of the agency's or institution's request for an amendment, and the Articles of Amendment, when filed, shall be binding upon all of the property and all persons having an interest therein.

ARTICLE IX
ELIMINATION OF DIRECTOR LIABILITY; INDEMNIFICATION

To the fullest extent permitted by Arizona law, no director of the Association shall be liable to the Association or its members for damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article IX, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Association occurring prior to such repeal, amendment or modification. To the fullest extent permitted by Arizona law, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the indemnification and advancement of expenses to a director or officer are permitted by law. No repeal, amendment or modification of this Article IX, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE X
CONFLICT WITH DECLARATION

The Association is formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Declaration. In the event of any inconsistency between the terms of the Declaration, as amended or supplemented from time to time, and the terms of these Articles, as amended from time to time, the terms of the Declaration shall control.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 14th day of June, 2004.

By: 
Name: Chris B. Heeter

ACCEPTANCE OF STATUTORY AGENT

DATE: June 10, 2004
TO: ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
1300 WEST WASHINGTON
PHOENIX, ARIZONA 85007
RE: TARTESSO COMMUNITY ASSOCIATION

Please be advised that MARK A. VANDER STOEP, having been designated Statutory Agent for the above-referenced corporation, approves of such designation and consents to act in such capacity. However, MARK A. VANDER STOEP specifically reserves the right to resign as Statutory Agent in accordance with the provisions of the Arizona Revised Statutes.


MARK A. VANDER STOEP
6303 South Rural Road, Suite 3
Tempe, Arizona 85283