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STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting;

I, GEORGE S. LIVERMORE, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of

MONTEREY PARK ASSOCIATION

which were filed in the office of the Arizona Corporation Commission on the 26th day of March, 1965 as provided by law.



IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 26th DAY OF March A. D. 1965

George S. Livermore
SECRETARY

BY

ASSTANT SECRETARY

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ARTICLES OF INCORPORATION
OF
MONTEREY PARK ASSOCIATION

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KNOW ALL MEN BY THESE PRESENTS: That we,
whose hands are hereunto affixed, desiring to form a non-profit
corporation under the laws of the State of Arizona, have associated
ourselves together for that purpose and adopt the following Articles
of Incorporation.

ARTICLE 1

The names and addresses of all of the incorporators and
directors are:

JAMES POWERS
303 West Claremont Street
Phoenix, Arizona

WILLIAM H. REHNQUIST
1817 Palmscroft Drive, N.W.
Phoenix, Arizona

FREDERICK O. ROBERTSHAW
4031 East Minnezona
Phoenix, Arizona

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The above-named incorporators and directors were duly elected at the meeting held for that purpose on March 22, 1965, at 807 Security Building, 234 North Central Avenue, Phoenix, Arizona.

ARTICLE II

The name of the association shall be MONTEREY PARK ASSOCIATION.

ARTICLE III

The principal place of business shall be in Phoenix, Maricopa County, Arizona, but other offices may be maintained within the State of Arizona at such places as the Board of Directors may designate, where meetings of members and directors may be held.

ARTICLE IV

This association is not organized for business purposes, nor is it organized for the purpose of gaining pecuniary profit. No part of the net earnings, if any, of said association shall inure to the benefit of any members, nor to any other person.

ARTICLE V

The general nature of the objects, purpose, and scope of this association shall be:

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To hold title to any lands from time to time acquired by it within VILLA MONTEREY UNIT FIVE and VILLA MONTEREY UNIT FIVE-A, subdivisions of Maricopa County, Arizona.

To purchase, lease or sublease any of the subdivided lots within such subdivision;

To pay all real estate taxes which may be assessed against and levied on said lands;

To repair, maintain, rehabilitate and restore any real property within the subdivisions, and the exterior of any improvements located thereon;

To approve or disapprove any and all changes in occupancy or ownership of the subdivided lots within said subdivisions; any and all changes or alterations in the exterior of residences situated on lots located within the subdivisions; any and all major changes in the landscape design in the subdivisions; the erection of any and all new structures of any character, including residences, swimming pools and their appurtenances;

To file liens upon the subdivided lots within said VILLA MONTEREY UNIT FIVE and VILLA MONTEREY UNIT FIVE-A to secure the payment of obligations due from the owner to the Association,

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and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said liens, and do all other things necessary to the filing, maintenance, enforcement, and discharge of said liens;

To take any action necessary to enforce these covenants, restrictions, reservations and conditions which at present effect or in the future will affect the property within said VILLA MONTEREY UNITS FIVE and FIVE-A.

To do all other things necessary, appropriate or convenient in the furtherance of any of the foregoing.

The foregoing paragraphs shall be construed as the objects, purposes and powers of this association, and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained.

ARTICLE VI

The association shall issue shares of stock to each member of the association, each of which shall have one vote.

Each certificate shall have such rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as are provided by the by-laws of this association.

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ARTICLE VII

The management of said association shall be vested in a Board of Directors. During that period between the incorporation of the association and the issuance of the original group of certificates of membership in said association the Board of Directors shall be composed of three members. Following the issuance of the original group of certificates of membership to the owners of all residential units in Villa Monterey Units Five and Five-A, the Board of Directors shall be composed of not less than five (5) members, nor more than fifteen (15) as may be determined by the By-Laws. The Directors shall be elected at the annual meeting of the association and shall hold office until the next annual meeting of the members, and until their successors shall have been elected and qualified, except that the By-Laws may provide for two (2) year terms for directors provided that not less than sixty per cent (60%) of the membership of the Board shall be subject to election each year. The first Board of Directors having been elected at the organizational meeting of the association, shall hold office until the issuance of the original group of certificates of membership. At that time a Board of Directors of eleven (11) members, who shall be owners of lots in Villa

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Monterey Units Five and Five-A, shall be elected at a special meeting of the members called for that purpose. Seven of the members of this Board of Directors shall hold office until the next annual meeting of the association or until their successors are elected and qualified, and the four members receiving the highest number of votes shall serve for a term of two years or until their successors are elected and qualified. The Board of Directors shall have the power to adopt by-laws and to change or amend the same as may be expedient. Any and all vacancies in the Board of Directors or in any office may be filled by the remaining Directors, and the person so chosen to fill a vacancy shall serve during the unexpired term of his predecessor and until his successor be elected and qualified.

The annual meeting of the members of the association shall be held on the third Monday of March, 1955, and on the same day of each and every year thereafter. Special meetings may be held at such time and place and in such manner as may be prescribed by the by-laws of the association.

The officers of the association shall consist of a president, vice president and secretary-treasurer, and such other officers as

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the Board of Directors may from time to time elect. The officers shall be selected from among the members of the Board of Directors and shall be elected by the Board of Directors at the first meeting of the Board after the annual meeting of members, and said officers shall hold office for one year and until their successors have been elected and qualified. The first officers of the association shall be elected by the Board of Directors at their first meeting after their election.

ARTICLE VIII

The time of commencement of this association shall be when the Articles have been filed in the office of the Corporation Commission of the State of Arizona, and a certified copy thereof recorded in the office of the County Recorder of Maricopa County, Arizona, and its termination shall be twenty-five (25) years thereafter, with the power of renewal as provided by law.

ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this association is at any time to subject itself is such amount as shall be computed by the Board of Directors in

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conformity with and in the manner prescribed by the by-laws, but such indebtedness or liability at no time shall exceed the sum of \$100,000.00.

ARTICLE X

Members may be required to pay such reasonable fees, assessments or dues annually or at other stated times as may be required by the by-laws.

ARTICLE XI

The private property of the incorporators, members, directors and officers of this association shall be forever exempt from corporate debts and liabilities.

ARTICLE XII

Proper by-laws to control the duties of the officers and to regulate the affairs of the association, including the obligations of the members of the association shall be enacted by the members and by the Board of Directors.

ARTICLE XIII

JAMES POWERS, of Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for at least three (3) years.

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is hereby appointed the lawful agent of this association to act and acknowledge service and upon whom may be served all necessary process or processes in any action, suit or proceedings that may be brought against this association in any of the courts of the State of Arizona; and for all purposes required by law the Board of Directors of this association may recall the appointment of this agent at any time and shall have the power to fill any vacancy in such position.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 25 day of March, 1965.

JAMES POWERS
James Powers

WILLIAM H. REHNQUIST
William H. Rehnquist

FREDERICK O. ROBERTSHAW
Frederick O. Robertshaw

STATE OF ARIZONA)
) SS:
County of Maricopa)

Personally appeared before me, a Notary Public in and for the State and County aforesaid, JAMES POWERS, WILLIAM H. REHNQUIST and FREDERICK O. ROBERTSHAW, known to me to be the persons whose names are subscribed to the within Articles

**Board Resolution
Amendment to Articles of Incorporation
of Monterey Park Association**

WHEREAS, Monterey Park Association ("Association") is governed by the Articles of Incorporation of Monterey Park Association ("Articles of Incorporation");

WHEREAS, there is no provision giving the members the right to vote on amendments to the Articles of Incorporation;

WHEREAS, A.R.S. § 10-11002(B) provides that "if no members are entitled to vote on the proposed amendment, the board of directors may adopt one or more amendments to the corporation's articles of incorporation";

NOW THEREFORE, the Association hereby amends the Articles of Incorporation as follows:

1. The second paragraph of Article VII of the Articles of Incorporation shall be amended in its entirety to read as follows:

The annual meeting of the members of the association shall be held at such time and place and in such manner as may be prescribed by the by-laws of the association. Special meetings may be held at such time and place and in such manner as may be prescribed by the by-laws of the association.

The remainder of Article VII will remain unchanged.

2. Article VIII of the Articles of Incorporation shall be amended in its entirety to read as follows:

The duration of the association shall be perpetual.

The President of the Association hereby certifies that the above amendments have been adopted by the Board of Directors of the Association.

DATED as of this 19 day of February 2015.

MONTEREY PARK ASSOCIATION

Signature: _____

Printed Name: _____

Its: President