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AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
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ARTICLES OF INCORPORATION

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DATE 8-27-85
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STARLIGHT PINES HOMEOWNERS ASSOCIATION

The undersigned, as incorporators, have this date voluntarily associated themselves together for the purpose of forming a private non-profit membership corporation under and by virtue of the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be STARLIGHT PINES HOMEOWNERS ASSOCIATION.

ARTICLE II

Reference to Declarations

Reference is made to those certain Declarations of Covenants, Conditions and Restrictions of STARLIGHT PINES HOMEOWNERS ASSOCIATION recorded, respectively, on April 3, 1984, in Docket 971, pages 851 to 857, inclusive, records of Coconino County, Arizona. Those Declarations as amended from time to time as therein provided, are incorporated herein by reference.

ARTICLE III

Business and Purpose

Section 1. The initial and primary purpose of the Corporation is to constitute the council of homeowners and to serve as the governing body for all "Owners" of "Lots" (as defined in the Declarations) hereinafter sometimes collectively referred to as the "Properties" (as defined in the Declarations), formed by ROBERT STUDNEK, JAMES STUDNEK, HELEN STUDNEK, STEPHEN KOHNER and PATRICIA KOHNER, as owners of the Second Beneficial Interest in Commonwealth Title of Arizona, Trust No. 373, in STARLIGHT PINES, hereinafter sometimes referred to as "Declarants," as owner of the following described real property, and the improvements therein, situated in Maricopa County, Arizona.

Section 31, Township 15 North, Range 12 East, Gila and Salt River Base and Meridian, Coconino County, Arizona. The Association shall consist of six (6) units of development. As each unit is developed, it shall be included in the homeowners association.

Section 2. The Corporation is organized for the conduct of any or all lawful affairs for which corporations may be incorporated under the provisions of Title 10, Chapter 5, Arizona Revised Statutes, except that educational, religious, charitable, literary and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 3. The Corporation is not organized for the purpose of gaining pecuniary profit. No corporate dividends shall be declared or paid and all Corporations of the earnings shall be used exclusively for this corporate purposes. No part of the net earnings of the Corporation, if any, shall be distributable to any member, director or officer or to any other person.

Section 4. The Corporation initially intends, to the extent permitted by applicable law, to serve as the governing body for all of the Owners of Lots in the STARLIGHT PINES HOMEOWNERS ASSOCIATION for the maintenance, repair, replacement, administration and operation of the Common Area within the Properties.

ARTICLE IV

Place of Business

The principal place and office for the transaction of activities of the Corporation shall be initially located in Phoenix, Arizona, although the permanent known place of business shall be One East Camelback Road, Suite #430, Phoenix, Arizona 85012. Other offices may be established and maintained within the State of Arizona at such places as the Board of Directors may designate and where meetings of members of the Corporation and the Board of Directors may be held.

ARTICLE V

Membership

Section 1. The Corporation shall be a non-stock corporation and shall be controlled by its members, who shall constitute the council of homeowners, and no dividends or pecuniary profits shall be paid to its members. No certificates of membership shall be issued, an membership shall be evidenced by an official list of said members, which list shall be kept by the Secretary of the Corporation.

Section 2. The number and qualifications of members of the Corporation, the different classes of memberships, if any, voting and other rights and privileges of members, and their liability for Assessments (as defined in the Declarations) and method of collection thereof and transfer or termination of membership shall be as set forth in the Declarations.

ARTICLES

ARTICLE VI

Board of Directors and Officers

Section 1. The business and affairs of the Corporation shall be conducted by a Board of Directors in accordance with the Declarations, these Articles and the By-Laws. The Board of Directors, who shall serve without compensation for their services to the Corporation, shall initially consist of at least three (3) Directors may be increased as provided in the By-Laws. The term of a Director, other than a Director serving in his or her capacity as an initial Director, shall be for one (1) year from taking office.

Section 2. Until the first annual meeting of the members to be held as provided in the By-Laws, and until their successors are elected and qualified at said time, the following three (3) persons shall constitute the initial Board of Directors of the Corporation, which initial Board of Directors may be subsequently expanded as provided in the By-Laws:

Ronald Kohner
P.O. Box 35662
Phoenix, AZ 85069

Donald Krayeski
P.O. Box 35662
Phoenix, AZ 85069

Stephen A. Kohner
P.O. Box 35662
Phoenix, AZ 85069

Section 3. Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors; though less than a quorum, or by a sole remaining director. The term of any director so chosen, shall be for the unexpired term of his or her predecessor. Except for the initial Directors, Directors must be members of the Corporation.

Section 4. The number of directors constituting a quorum for the purpose of transacting the business of the Board shall be fixed by the By-Laws but in no event may a quorum consist of less than one-third (1/3) of the total number of directors.

Section 5. The principals officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by, and in case of the President from, the Board of Directors. The initial officers of the Corporation shall be elected by the Board of Directors at the first meeting of said Board of Directors following incorporation of the Corporation.

Section 6. The power to adopt, amend and repeal the By-Laws and the Properties Rules (as defined in the Declarations), shall be by a 75% vote of the members. The Board of Directors shall have the power to elect officers, agents and committees, (with such members, powers and authority as they may confer), and the exercise on behalf of the Corporation, directly or through its agents and officers, to the extent permitted by law, the powers of the Corporation set forth in the Declarations, these Articles of Incorporation and the By-Laws.

ARTICLES

ARTICLE VII

Maximum Indebtedness

The total amount of indebtedness or liability, direct or contingent, to which the Corporation may subject itself at any one time shall not exceed the greater of Twenty-five Thousand Dollars (\$25,000.00) or the Corporation's gross receipts for the previous fiscal year, unless authorization to incur a greater amount is made by the affirmative 2/3 vote of a majority of the members of the Corporation.

ARTICLE VIII

Private Property

The members, directors and officers of the Corporation shall not be individually or personally liable for the debts or other liabilities of the Corporation. The private property of the members, directors and officers of the Corporation shall be forever exempt from corporate debts or liabilities of any kind whatsoever; provided, however, that the foregoing shall not limit or affect the personal liability owed by a member directly to the Corporation; nor shall the foregoing limit or otherwise affect the Corporation's recourse against a member's property, including his or her Unit for any indebtedness owed to the Corporation.

ARTICLE IX

Interdealing

No transaction, contract or act of the Corporation shall be either void or voidable or in any other way affected or invalidated by reason of the fact that any officer, director or member of this Corporation, or any other corporation or other entity of which they may be an officer, director, member or shareholder, is in any way interested in such transaction, contract or act, provided the interest of such officer, director or member is disclosed to or known by the members of the Board of Directors of this Corporation or such members or directors as shall be present at any meeting at which action is taken upon any such transaction, contract or act. Neither shall any such officer, director or member be accountable or otherwise responsible to this Corporation for or in connection with any such action, contract or transaction or for any gains or profits realized by them by reason of the fact that they or any other corporation or other entity of which they are an officer, director, member or shareholder is interested in any such transaction, contract or act. Any such officer, director or member, if they are a director, after making full disclosure of their interest, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize or take action upon any such

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transaction, contract or act, and they may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if they or any other corporation or other entity of which they are an officer, director, member or shareholder, were not interested in such transaction, contract or act.

ARTICLE X

Statutory Agent

Dan R. Morris, whose address is 7902 North Black Canyon Highway, Suite #200, Phoenix, Arizona 85051, is hereby appointed the statutory agent of the Corporation, to accept and acknowledge service of all necessary process or processes, in any action, suit or proceedings that may be brought against the Corporation in any court located in the State of Arizona, and for all purposes required by law. The Board of Directors of the Corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE XI

Amendments

These Articles of Incorporation may be amended at a lawfully held meeting of the members by the affirmative vote of the members holding not less than 75% of the voting power in the Corporation.

ARTICLE XII

Conflicts

These Articles of Incorporation are intended to comply with the provisions set forth in the Declarations. In case any of the provisions of these Articles of Incorporation conflict with the provisions of said Declarations, and such conflict is not resolved by express language herein which refers to such conflict, the provisions of said Declarations shall control.

ARTICLE XIII

Names and Addresses of Incorporators

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

Ronald L. Kohner
1 East Camelback Road
Suite 430
Phoenix, Arizona

Donald Krayeski
1 East Camelback Road
Suite 430
Phoenix, Arizona

15 IN WITNESS WHEREOF, we have hereunto set our hands this
day of July, 1986.

Ronald L. Linn
Incorporator

Robert L. Linn
Incorporator

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 15 day of July, 1986, before me,
the undersigned Notary Public, personally appeared RONALD L.
KOHNER known to me to be the person whose name is subscribed to
the within instrument, and acknowledged that he executed the same
for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Donald K. S. S. S.
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Aug. 29, 1989

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 15 day of July, 1986, before me,
the undersigned Notary Public, personally appeared DONALD
KRAYESKI known to me to be the person whose name is subscribed to
the within instrument, and acknowledged that he executed the same
for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Donald K. S. S. S.
NOTARY PUBLIC

My Commission Expires:
My Commission Expires Aug. 29, 1989