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AZ Corp. Commission



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AZ CORPORATION COMMISSION
FILED

FEB - 1 2008

**NON-PROFIT
ARTICLES OF INCORPORATION
OF**

FILE NO. 142608t-1 **CASA VILLA HOMEOWNERS' ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS:

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

1. Name. The name of this corporation (hereinafter "Association") is **CASA VILLA HOMEOWNERS' ASSOCIATION.**

2. Duration. The period of duration of this Association shall be perpetual.

3. Principal Place of Business. The principal office for the transaction of business of the Association is located at 18784 East Pine Valley Drive, Queen Creek, Arizona 85242. The Association is formed for the owners of the Casa Villa Subdivision in Pinal County located at 785 East Cowboy Cove Trail, Queen Creek, Arizona 85243.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association is:

William A. Kozub, Esq.
BERENS, KOZUB & KLOMBDANE, PLC
7047 East Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

5. Non-Profit Corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona and the Corporation shall have Members.

6. PURPOSE and Powers. This Association does not contemplate the

distribution of gains, profits or dividends to its Members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Area and all other areas for which the Association has such responsibilities within that certain tract of property situated in Pinal County, Town of Queen Creek, Arizona, which is more particularly described in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") which shall be recorded in the official records of the Pinal County Recorder, and to promote the health, safety and welfare of all of the members and occupants within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to the Declaration. In furtherance of these purposes, this Association shall have the powers set forth in the By-Laws.

In furtherance of said purposes, this Association shall have the powers to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration;
- b. Fix, levy, collect and enforce assessments, charges and fines as set forth in the Declaration and Bylaws;
- c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Area;
- d. 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;
- e. Grant non-exclusive easements over the Common Area to any person for purposes beneficial to the Members;
- f. Borrow money and, only with the assent (by vote or written consent) of two-thirds (2/3) of each class of Members, mortgage, pledge, deed of

trust or hypothecate any or all of its personal or real property as security for money borrowed or debts incurred;

g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote or written consent of two-thirds (2/3) of each class by Members; and

h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act A.R.S. § 10-3101 et seq. may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of Members of the Association, the different classes of Membership, if any, the property, voting and other rights and privileges of Members, their liability for assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of Directors of not less than one (1) nor more than five (5) Directors (the "Directors") (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members or by the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. The initial Board of Directors, the members of which shall serve until their successors are elected or appointed according to the Bylaws, is as follows:

Karl Conover
18784 East Pine Valley Drive
Queen Creek, Arizona 85242

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage

or injury was caused by willful and wanton or grossly negligent conduct of the Director. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provisions of A.R.S. §§ 10-1017 (D), 10-1025(D) and 10-1029(A)(8), as the same may be expanded or modified in the future.

10. Disolution. In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Non-profit Corporation Act. The Directors or persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance, then such assets may be granted, transferred or conveyed to any non-profit corporation, association, trust or other organization devoted to similar purposes. If such acts are not feasible, said Directors or other persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. Amendments. These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total voting power of each class of Membership in the Association, provided however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

12. 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, if either of those agencies has approved the development plan of the Property: annexation or additional property, mergers and consolidations,

mortgaging of Common Area, dedication of Common Area and dissolution and amendment of these Articles.

13. Incorporator. The Incorporator and his name and address are:

Karl Conover
18784 East Pine Valley Drive
Queen Creek, Arizona 85242

14. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, I, the undersigned, constituting the Incorporator(s) of this Association, have executed these Articles of Incorporation this 21 day of January, 2008.

By 
Karl Conover, Incorporator

CONSENT TO ACT AS STATUTORY AGENT

I, William A. Kozub, having been designated to act as Statutory Agent for Casa Villa Homeowners' Association, hereby consent to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

By 
William A. Kozub

NONPROFIT
CERTIFICATE OF DISCLOSURE
PURSUANT TO A.R.S. § 10-3202 (D)

Casa Villa
Ecuadorians' Association
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, commercial fraud or similar in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or receipt of stolen property in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or was subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate in which such injunction, judgment, decree or permanent order:
 - (a) involved the violation of fraud or negligent purchase of the securities laws of that jurisdiction; or
 - (b) involved the violation of the commercial fraud laws of that jurisdiction; or
 - (c) involved the violation of the anti-trust or restraint of trade laws of that jurisdiction?

Yes _____ No KK

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior address(es) for immediate preceding 7-year period.
5. Date and location of birth.
6. Social Security number.
7. The name and description of such conviction or judicial action, date and location, the court and public agency involved and the or cause number of case.

- C. Has any person serving as an officer, director, trustee or incorporator of this corporation, served in any such capacity in any other corporation in any jurisdiction as the bankruptcy, receivership, trustee, administrator, administrative liquidator or judicial liquidator of the other corporation?

Yes _____ No KK

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including title and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has its principal business.
4. Date of corporate separation.
5. A description of the bankruptcy, receivership or other proceeding, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is December 31

Under penalty of law, the undersigned incorporator(s) declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THIS SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____ DATE _____ BY [Signature] DATE 1-29-08
TITLE President & Director

BY _____ DATE _____ BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATIONS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and this person was not included in this disclosure, the corporation must file an AMENDED disclosure signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CP 4026 - Non-Profit
Rev. 08/2005

Arizona Corporations Commission
Corporations Division