

**Action in Writing  
Of the Board of Directors of  
Melody Ranch Homeowners Association**


The undersigned, constituting all of the members of the Board of directors of Melody Ranch Homeowners Association, an Arizona nonprofit corporation, hereby take the following action in writing and without a meeting pursuant to Section 10-3704, Arizona Revised Statutes, which actions shall have the same force and effect as if taken by the Board at a duly called meeting of the Board:

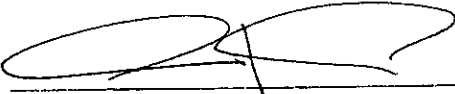
**RESOLVED**, that the Common area located at Melody Ranch tract A - Z and AA, AB, AC, and AD are hereby accepted for maintenance by the Association. Except:

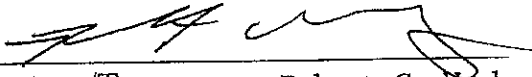
That the deeds for Tract A through Tract AD need to be deeded to the Association and copies provided to the management company.

Dated this 11<sup>th</sup> day of February, 2002.

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FEB 13 2002  
CPMC

  
\_\_\_\_\_  
President - Michael D. Brown

  
\_\_\_\_\_  
Vice-President - David J. Piccoli

  
\_\_\_\_\_  
Secretary/Treasurer - Robert C. Venberg

# UNITED STATES CODE

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## Where to Purchase a Copy of the U.S. Code

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If you are using it for legal research, I urge you to verify your results with the printed U.S. Code available through the U.S. Government Printing Office. The printed U.S. Code is available for purchase through the Government Printing Office (GPO) at (202) 512-1800, Monday through Friday, 8 a.m. to 4 p.m., eastern time. Orders can also be sent by mail to:

Superintendent of Documents  
U.S. Government Printing Office  
P.O. Box 371954  
Pittsburgh, PA 15250-7954

GPO accepts checks, VISA, and MasterCard.

The U.S. Code is also available on CD-ROM from the Government Printing Office. The U.S. Code CD-ROM with the laws in effect as of January 2, 1992, (stock number 052-001-00438-8) is available for \$34. The U.S. Code CD-ROM with the laws in effect as of January 4, 1993, (stock number 052-001-00389-6) will be available (January 17, 1995) for \$36. The U.S. Code CD-ROM with the laws in effect as of January 24, 1994, is scheduled to be available March 31, 1995.

### §182. Rules and regulations

The Secretary of Defense is authorized to make such rules and regulations as may be necessary to carry out the provisions of sections 179 to 182 of this title.

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[Back to Steve's American Flag Page](#)

[•STEVE4U HOME PAGE•](#)

FILED

APR 17 2001

PPR  
F  
A

*Michael Chavez*

4-17-01

0981934-3

ARTICLES OF AMENDMENT  
OF

MELODY RANCH HOMEOWNERS' ASSOCIATION

Pursuant to the provisions of Section 10-11006 of the Arizona Revised Statutes, the undersigned Arizona nonprofit corporation hereby adopts these Articles of Amendment:

1. Name of the Association. The name of the nonprofit corporation is MELODY RANCH HOMEOWNERS' ASSOCIATION, an Arizona nonprofit corporation, file number 0981934-3 (the "Association").

2. Amendment to Articles Adopted by the Board of Directors. Article V of the Association's Articles of Incorporation is hereby amended by deleting such paragraph in its entirety and substituting therefor the following:

The purpose for which the Association is organized is to act as a tax-exempt homeowners' association in accordance with section 528 of the Internal Revenue Code of 1986, as amended, or if the Association so elects, pursuant to section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and under the laws of the State of Arizona, and as such will serve as a homeowners' association for the owners of lots and homes under the Declaration of Covenants, Conditions, and Restrictions for Melody Ranch Homeowners' Association (the "Declaration"), recorded in the office of the County Recorder of Maricopa County, Arizona. The Association does not contemplate pecuniary gain or profit to the Members thereof. In furtherance of, and in order to accomplish the general purposes of the Association, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The specific purpose for which the Association is formed is to provide for the maintenance, preservation, and architectural control of the homes and lots in that subdivision known as "Dave Brown 172nd Street & Guadalupe" according to the plats of record in the office of the Maricopa County Recorder, as more particularly described in the Declaration, and to which additional property may be annexed, and all of which property, including any property annexed to the Declaration, by this reference, is incorporated herein.

4. Date Amendment was Adopted. The foregoing Amendment was adopted by the Association on the 17<sup>th</sup> day of April, 2001.

5. Amendment Adopted by the Association. This Amendment was duly adopted by the Association's members, and approved by the United States Department of Housing and Urban Development and the United States Veterans Administration.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Articles as of the 17<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
Michael D. Brown, President

  
\_\_\_\_\_  
Robert C. Venberg, Secretary

EXPEDITED  
AZ CORP COMMISSION  
FILED

MAR 9 4 45 PM '01

ARTICLES OF INCORPORATION  
OF

APPR M. Shary, Christy  
DATE APR 3 9 01  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_

MELODY RANCH HOMEOWNERS' ASSOCIATION

-0981934-3

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the Nonprofit Corporation Act of the State of Arizona, sections 10-2301 through 10-2594, inclusive, of the Arizona Revised Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I** - The name of this Arizona nonprofit corporation will be MELODY RANCH HOMEOWNERS' ASSOCIATION (the "Association"). The duration of the Association will be perpetual.

**ARTICLE II** - The incorporator of the Association is Robert C. Venberg, 2164 E. Broadway Road, Suite 300, Tempe, Arizona 85282.

**ARTICLE III** - The principal offices of the Association are located at 2164 E. Broadway Road, Suite 300, Tempe, Arizona 85282.

**ARTICLE IV** - The name and address of the initial Statutory Agent of the Association is Burgess J.W. Raby, 2164 E. Broadway Road, Suite 280, Tempe, Arizona 85282.

**ARTICLE V** - The purpose for which the Association is organized is to act as a tax-exempt homeowners' association in accordance with section 528 of the Internal Revenue Code of 1986, as amended, or if the Corporation so elects, pursuant to section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and under the laws of the State of Arizona, and as such will serve as a homeowners' association for the owners of lots and homes under the Declaration of Covenants, Conditions, and Restrictions for Dave Brown 172nd Street & Guadalupe (the "Declaration"), recorded in the office of the County Recorder of Maricopa County, Arizona. The Association does not contemplate pecuniary gain or profit to the Members thereof. In furtherance of, and in order to accomplish the general purposes of the Association, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The specific purpose for which the Association is formed is to provide for the maintenance, preservation, and architectural control of the homes and lots in that subdivision known as "Dave Brown 172nd Street & Guadalupe" according to the plats of record in the office of the Maricopa County Recorder, as more particularly described in the Declaration, and to which additional property may be annexed, and all of which property, including any property annexed to the Declaration, by this reference, is incorporated herein.

**ARTICLE VI** - The Association will have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as they may be amended from time to time, and all those powers necessary and convenient to effect the Association's purpose as set forth above, including but not limited to the power to exercise all of the rights and privileges and perform all duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time. In particular, the Association is formed to promote the health, safety, and welfare of the residents within the property covered by the Declaration, and additions thereto and as may hereafter be brought within the jurisdiction of the Association, and for this purpose to:

(a) Exercise all of the powers and privileges, and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as provided therein and, which, by this reference are incorporated herein;

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office

and other expenses incidental to the conduct of business of the Association, including all licenses, taxes, and governmental charges levied or imposed against the property of the Association;

(c) 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, if otherwise provided in the Declaration;

(d) Borrow money, and with the consent of two-thirds of each class of members, mortgage, pledge, or hypothecate any or all of the property of the Association as security for borrowed money or debts incurred, if allowable under the Declaration; and

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property or common areas, provided that any such merger, consolidation, or annexation will have the consent of two-thirds of each class of the members and the United States Department of Housing and Urban Development and the Veterans Administration (collectively, "HUD/VA"), as otherwise provided herein.

**ARTICLE VII** - Every person or entity who is a record owner of any lot or home in Melody Ranch Homeowners' Association will be a member of the Association, subject to and in accordance with the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, either legal or equitable. The Association will have no shareholders other than its Members, and no capital stock will be authorized or issued.

**ARTICLE VIII** - The Association will have two classes of voting membership, namely Class A and Class B, as provided below:

**Class A** - Class A Members will be all Owners, with the exception of Declarant (as such term is defined in the Declaration). Each Class A Member will be entitled to one vote for each lot or home owned. When more than one person holds interest in any lot or home, all such persons will be Members. The voting for such lot or home will be exercised as such persons among themselves determine, but in no event will more than one vote be cast with respect to any such lot or home. If any owner(s) cast(s) a vote representing a certain lot or home, it will thereafter be conclusively presumed for all purposes that such owner(s) was (were) acting with the authority and consent of any other owner(s) of the same lot or home.

**Class B** - The Class B Member will, at the inception of the Association, be Declarant, who will be entitled to three votes for each lot or home owned. Each Class B membership representing lots owned by Declarant will cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership;

(b) On January 1, 2011; or

(c) Five years after Declarant has ceased offering Lots or Residences for sale in the ordinary course of business.

If any lender to whom Declarant has or may hereafter assign, as security, all or substantially all of its rights under the Declaration succeeds to the interests of such Declarant by virtue of said

assignment, the Class B memberships will not be terminated thereby, and such lender will hold the Class B memberships on the same terms as they were held by Declarant.

The first annual meeting of the Members of the Association will be held within 30 days after the conversion of all the Class B memberships to Class A memberships, as above provided, or at such earlier time as the Board of Directors will designate. The dates of subsequent annual meetings will be as provided in the Bylaws of the Association. Until such time as the first annual meeting is required to be held, as herein provided, the provisions of Arizona Revised Statutes section 10-2313(B) are hereby waived.

**ARTICLE IX** - The affairs of the Association will be conducted by a Board of not less than three nor more than 25 directors and by a president, one or more vice presidents, a secretary, and a treasurer appointed by the Board of Directors, and such other officers as such Board may determine. The number of directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors of the Association will be:

Robert C. Venberg, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

Michael D. Brown, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

David J. Piccoli, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

**ARTICLE X** - This Association initially will have the officers set forth below. The names and addresses of the persons who initially will serve as such officers at the pleasure of the Board of Directors are:

President                      Michael D. Brown, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

Vice President              David J. Piccoli, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

Secretary/Treasurer      Robert C. Venberg, 2164 E. Broadway, Suite 300, Tempe, Arizona 85282

**ARTICLE XI** - The private property of the Members, directors, and officers of the Association will be forever exempt from the Association's debts and obligations.

**ARTICLE XII** - Pursuant to the provisions contained in section 10-2305, Arizona Revised Statutes, the Association will indemnify and hold harmless each of (i) its directors and officers, (ii) each Member of any committee appointed pursuant to the Bylaws of the Association, and (iii) Declarant, pursuant to the Declaration, and each of Declarant's directors and officers (collectively referred to as "Declarant"), against all contractual and other liabilities to others arising out of contracts made by, or other acts of such director(s), officer(s), committee(s), or Declarant, including but not limited to, judgments paid and satisfied and amounts in compromise and settlement, unless any such contract or act will have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification will include indemnification against all costs and expenses, including but not limited to, attorneys' fees reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which any such director, officer, committee member, or Declarant may be involved by virtue of such person(s) being or having been such director, officer, committee member, or Declarant, as allowable under section 10-2305, Arizona Revised Statutes.

**ARTICLE XIII** - The Association may be dissolved upon a vote approving such dissolution by at least two-thirds of the Class A Members and the Class B Member; provided, however that if the Class B Member determines that the need for the Association is no longer required or necessary for the Members of the Association, the Association will be dissolved upon the sole vote of the Class B Member. Upon the dissolution of the Association, all of the assets of the Association will be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created or will be distributed to one or more other nonprofit corporations with purposes similar to that of the Association.

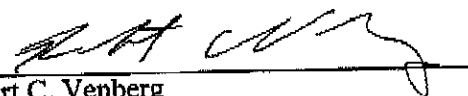
**ARTICLE XIV** - Membership in the Association will automatically terminate when an Owner ceases for any reason to be an Owner, any new Owner will automatically succeed to such membership in the Association. A membership in the Association will not be transferred, pledged, hypothecated, or alienated in any way, except upon sale of the lot to which it appertains (and then only with respect to such purchaser(s)) or by intestate succession, testamentary disposition, foreclosure, or other legal process transferring fee simple title to such lot (and then only to the person to whom such fee simple title is transferred). Notwithstanding the foregoing, if an Owner has granted an irrevocable proxy or otherwise pledged or alienated the voting right of his lot regarding special matters to a Mortgagee as additional security, only the vote of such Mortgagee will be recognized in regard to such special matters, if a copy of such proxy or other instrument has been filed with the Board of Directors. If more than one such instrument has been filed, the Board of Directors will recognize the rights of the first Mortgagee to so file, regardless of the priority of the Mortgages themselves. Any attempt to make a prohibited transfer of a membership is void and will not be recognized by or reflected upon the books and records of the Association.

**ARTICLE XV** - Amendment to these Articles of Incorporation will require a vote of two-thirds of the votes entitled to be cast at a meeting called for that purpose, and will be subject to approval of HUD/VA to the extent otherwise provided herein.

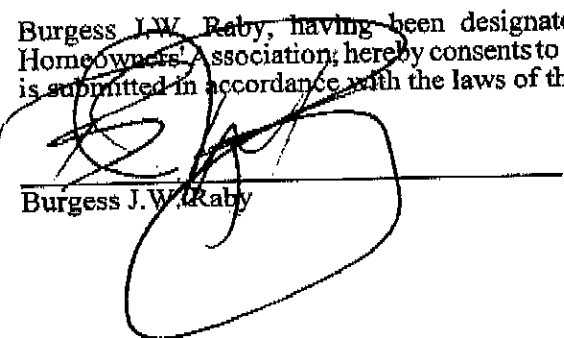
**ARTICLE XVI** - As long as there is a Class B Member, each of the following actions will require the prior approval of HUD/VA, as applicable: annexation of additional properties, mergers and consolidations, mortgaging or encumbering of any common areas and or dedication of any common areas (if such common areas come within the control of the Association), dissolution of the Association, or amendment of these Articles of Incorporation.

**ARTICLE XVII** - The fiscal year of the Association will be the calendar year from January 1 through December 31 of each year.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation as of the 7<sup>th</sup> day of March, 2001.

  
Robert C. Venberg

Burgess J.W. Raby, having been designated to act as Statutory Agent for Gilbert Estates Homeowners' Association, hereby consents to act in that capacity until his removal or his resignation is submitted in accordance with the laws of the State of Arizona.

  
Burgess J.W. Raby

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE  
A.R.S. §10-202.D

MELODY RANCH HOMEOWNERS' ASSOCIATION

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX (A OR B)  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
- 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
- 3. Have been or are 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 wherein such injunction, judgment, decree or permanent order:
  - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
  - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
  - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

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

2. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction? Yes \_\_\_\_\_ No X

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 aliases) and address of each person involved.
- 3. State(s) in which the corporation:
  - (a) Was incorporated. (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

3. The fiscal year end adopted by the corporation is December

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

BY [Signature] BY \_\_\_\_\_

PRINT NAME Robert C. Venberg PRINT NAME \_\_\_\_\_

TITLE Incorporator/Officer/Director DATE 3-9-01 TITLE \_\_\_\_\_ DATE 3-9-01

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate by at least one duly authorized officer of the corporation.

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



WILLIAM A. MUNDELL  
CHAIRMAN

JIM IRVIN  
COMMISSIONER

MARC SPITZER  
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL  
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL  
DIRECTOR, CORPORATIONS DIVISION

RABY LAW OFFICE  
% BURGESS J.W. RABY  
2164 E BROADWAY STE 280  
TEMPE, AZ 85282

RE: MELODY RANCH HOMEOWNERS' ASSOCIATION  
File Number: -0981934-3

We are pleased to notify you that your Articles of Incorporation were filed on March 9, 2001.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, during the fourth (4th) month following the close of each fiscal year. Each year, a preprinted Annual Report Form will be mailed to you prior to the due date of the report.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Very truly yours,

MARY FLOREZ-GASTELO  
Examiner  
Corporations Division  
Arizona Corporation Commission

CF:04  
Rev: 4/97

WILLIAM A. MUNDELL  
CHAIRMAN

JIM IRVIN  
COMMISSIONER

MARC SPITZER  
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL  
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL  
DIRECTOR, CORPORATIONS DIVISION

April 20, 2001

Raby Law Office  
2164 East Broadway Ste 280  
Tempe, Az 85282

Re: MELODY RANCH HOMEOWNERS' ASSOCIATION

This letter concerns the document checked below which was filed on APRIL 17, 2001

- ( X ) Articles of Amendment
- ( ) Articles of Restatement
- ( ) Articles of Merger
- ( ) Application for New Authority
- ( ) Articles of Domestication

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing. For your convenience we have attached a list of known qualified newspapers for publishing.

The commission is aware of its backlog, and will take into consideration the filing date and the approval date if publication is not returned within the ninety (90) day time frame.

Margaret Chavez  
Examiner  
Corporations Division

If you have any questions, please call the Corporations Division Phoenix (602) 542-3135,  
Tucson 520-628-6560 or toll free (Arizona residents only) at 1-800-345-5819  
For more information contact our web site, at the address indicated below.

FILED

APR 17 2001

PPR. Meagan Chavez

ARTICLES OF AMENDMENT  
OF

MELODY RANCH HOMEOWNERS' ASSOCIATION

4-17-01  
0981934-3

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4. Date Amendment was Adopted. The foregoing Amendment was adopted by the Association on the 17<sup>th</sup> day of April, 2001.

5. Amendment Adopted by the Association. This Amendment was duly adopted by the Association's members, and approved by the United States Department of Housing and Urban Development and the United States Veterans Administration.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Articles as of the 17<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
Michael D. Brown, President

  
\_\_\_\_\_  
Robert C. Venberg, Secretary