

AZ CORP COMMISSION
FOR THE STATE OF AZ
FILED

EXPEDITED

1090556-6
2003 AUG 15 P 3: 55

ARTICLES OF INCORPORATION
OF

APPR. Trieh Davidson
DATE APP. 8/15/03
TERM _____
DATE _____

LA PALOMA COMMUNITY ASSOCIATION

In compliance with the requirements of § 10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I
NAME

The name of the Association is La Paloma Community Association (the "Association").

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ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for La Paloma now or hereafter recorded in the records of Maricopa County, Arizona (the "Declaration"), which Declaration relates or will relate to a residential project to be known as "La Paloma" located in Chandler, Arizona.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association shall be located at 4145 East Baseline Road, Gilbert, Arizona 85234.

ARTICLE IV
STATUTORY AGENT

David L. Lansky, whose address is 2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012, and who has been a bona fide resident of the State of Arizona for more than three (3) years, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents.



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In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which Associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots and may only be transferred or terminated in conjunction with conveyance of such Lot Owner's Lot. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The names and addresses of the initial director of the Association who shall serve until the first annual meeting of the Members or until his successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Randall B. Jackson	4145 East Baseline Road Gilbert, Arizona 85234

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the members except that the Declarant, so long as there is a Class B Membership, and thereafter the Board, without a vote of the members, may amend the Bylaws pursuant to Article XI therein.

ARTICLE IX
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Randall B. Jackson	-	President
Melodie Ono Jackson	-	Vice President
Bruce Jackson	-	Secretary and Treasurer

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

The personal liability of a director or officer of the Association to the Association or its Members for monetary damages for breach of his or her fiduciary duties as a director or officer is hereby eliminated to the extent permitted by the Arizona Nonprofit Association Act, as it may be amended from time to time.

ARTICLE XI
AMENDMENTS

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Declarant, so long as there is a Class B Membership, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant is a Class B Member, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE XII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by owners representing not less than two-thirds (2/3) of the authorized votes in each class of Membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XIII
DURATION

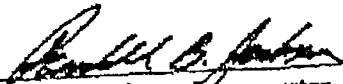
The Association shall exist perpetually.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Randall B. Jackson	4145 East Baseline Road Gilbert, Arizona 85234

Dated this 14TH day of AUG, 2003.

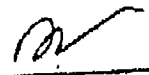


Randall B. Jackson, Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this Association, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 15th day of August, 2003



David L. Lansky