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DATE: 2/24/97 _____
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ARTICLES OF INCORPORATION
OF

VISTA VILLA TOWNHOMES
HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons whose residences are set forth hereinbelow, do hereby adopt these Articles of Incorporation of and for Vista Villa Townhomes Homeowners Association, Inc., a non-profit corporation.

ARTICLE I

The name of this corporation is Vista Villa Townhomes Homeowners Association, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and specifically, but not in limitation thereof, for those purposes as set forth in the Declaration of Covenants, Conditions and Restrictions, Vista Villa Townhomes, as recorded in Maricopa County, Arizona Recorder's office, together with any amendments thereto, and do all other things necessary, appropriate, or convenient in furtherance of its operation as an owners association, and in accordance with these

Articles, the Bylaws, and any adopted rules and regulations.

ARTICLE IV

The corporation initially intends to conduct the business of an owners association.

ARTICLE V

The name and address of the initial statutory agent of the corporation shall be Duane J. Steinle, 6745 E. Superstition Springs Boulevard, No. 2077, Mesa, Arizona 85206.

ARTICLE VI

The number of Directors constituting the initial Board of Directors is 3 and their names and addresses are set forth below; said initial Directors shall serve as Directors until the first annual election of Directors or until their successors are elected and qualified. Excepting for the initial Board of Directors, the affairs of the corporation shall be managed by a Board of not less than 3 or more than 5 Directors as set by the Bylaws.

Duane J. Steinle
6745 E. Superstition Springs Blvd.
No. 2077
Mesa, AZ 85206

Karen Mae Steinle
6745 E. Superstition
Springs Blvd., No. 2077
Mesa, AZ 85206

Melvin L. Johnson, Jr.
P.O. Box 719
Lynnwood, WA 98046

ARTICLE VII

The names and addresses of the initial incorporators are as set forth below.

Duane J. Steinle
6745 E. Superstition Springs Blvd.
No. 2077
Mesa, AZ 85206

Sharon J. Peterson
40 E. Virginia, #202
Phoenix, Arizona 85004

ARTICLE VIII

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more Unit/Lot within Vista Villa Townhomes. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each Unit/Lot within the above described property. In the event any Unit/Lot within the above described property is owned or is being purchased by two or more persons, a single certificate shall be issued in the names of the multiple owners, who shall all be members. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as provided by the Declaration of Covenants, Conditions and Restrictions, Vista Villa Townhomes, Bylaws and Rules and Regulation of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

The corporation shall have two classes of voting, each Unit/Lot owner shall be entitled to one vote for each Unit/Lot owned, except Declarant (as defined in the Declaration of Restrictions), who shall be entitled to 3 votes for each Unit/Lot owned. When there is more than one owner of a Unit/Lot, all such persons shall be members, but the vote for such Unit/Lot shall be exercised as they among themselves unanimously determine. In the event of non-agreement among the owners, the vote for the Unit/Lot shall not be accepted. Unless otherwise provided for herein, all

action shall be by a majority vote.

ARTICLE IX

These Articles of Incorporation may be amended by the vote or written assent of members representing seventy-five percent (75%) of the total voting power of the Association, provided, however, that as to particular matters as set forth in the Declaration of Covenants, Conditions and Restrictions, 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.

ARTICLE X

The liability of Directors for their acts is limited to the fullest extent allowed by law.

IN WITNESS WHEREOF, we have hereunto set our hands on the 28 day of August, 1996.


Incorporator


Incorporator

EXHIBIT "A"

Lots 1 thru 77, inclusive, VISTA VILLA TOWNHOMES, according to Book 426 of Maps, Page 10, records of Maricopa County, Arizona.

RENZ D. JENNINGS
CHAIRMAN

MARCIA WEEKS
COMMISSIONER

CARL J. KUNASEK
COMMISSIONER



JAMES MATTHEW
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

VISTA VILLA TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

We are pleased to notify you that your Articles of Incorporation were filed on
9-4-96

You must publish a copy of your Articles of Incorporation WITHIN SIXTY (60) DAYS from the File Date. The publication must be in a newspaper of general circulation in MARICOPA County, 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, no later than the 15th day of the fourth (4th) month following the close of each fiscal year. Your fiscal year end is DECEMBER 31, 1996. Each year, a preprinted Annual Report Form will be mailed to you prior to the due date of the report.

Your first annual report will be due 4-15-97

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

Very truly yours,

Terry Martinez

Examiner
Corporation Division
Arizona Corporation Commission