

AMENDED

ARTICLES OF INCORPORATION

~~NO~~ ~~ART~~

OF

MEADOWBROOK VILLAGE HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all residents of the State of Arizona and citizens of the United States, having voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

The names and addresses of all the incorporators are:

<u>Name</u>	<u>Resident and Post Office Address</u>
James Page	7902 East Wood Scottsdale, Arizona 85260
Verna Page	7902 East Wood Scottsdale, Arizona 85260

ARTICLE II

The name of this corporation shall be:
MEADOWBROOK VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE III

The principal place of business shall be in Phoenix, Maricopa County, Arizona, but other offices may be maintained within the State of Arizona at such places as the Board of Directors may designate, where meetings of members and directors may be held.

ARTICLE IV

This corporation is not organized for the purpose of profit, but is formed and the general nature of the business to be transacted shall be to do all things necessary for the general benefit and welfare of property owners in that certain

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Development identified as Meadowbrook Village Amended as the Board of Directors shall from time to time determine, subject to the Declaration of Restrictions and Declaration of Horizontal Property Regime of said development, these Articles of Incorporation and the By-Laws of the corporation, including, but not by way of limitation, the following:

(a) To provide for the maintenance of the commonly owned areas, on the plat of Meadowbrook Village Amended, Development, as recorded in Book 235, Page 21 of Maps of the Maricopa County Recorder and to improve, repair, maintain, rehabilitate and restore any real and personal property located in Meadowbrook Village Amended, Development.

(b) To hold title to any lands from time to time acquired by it within Meadowbrook Village Amended, Development, and to construct (subject to the approval by vote of two-thirds (2/3) of the owners), maintain and operate improvements thereon.

(c) To acquire, by purchase or otherwise, and to convey, lease or sub-lease Unofficial Document and otherwise dispose (subject to the approval by vote of two-thirds (2/3) of the owners), of any property within Meadowbrook Village Amended, Development.

(d) To approve any and all changes and alterations in the exterior of residences situated within the Meadowbrook Village Amended, Development, any and all major changes in the landscape design, the construction of any and all new buildings and structures of any character, including residences, swimming pools and their appurtenances, and to make repairs and maintain improvements on property on behalf of owners where such improvements are not maintained by the owners.

(e) To create an organization of property owners of said Development who may thereby join together for the protection of their common property interests and the promotion and betterment of their living conditions.

(f) To provide the necessary funds for the objects and purposes of this corporation by assessing each property owner, or by otherwise collecting funds from the owner of

property in Meadowbrook Village Amended, Development, and to borrow funds (subject to the approval by vote of two-thirds (2/3) of the owners), and secure payment of same, if necessary, for any of the objects and purposes of this corporation.

(g) To exercise all necessary remedies to collect assessments from the owners of property within this development including, but not limited to, filing liens upon the lands within the Meadowbrook Village Amended, Development, and to foreclose or otherwise enforce, compromise, release, satisfy and discharge said liens and to take any and all other legal action deemed necessary in connection with enforcement of payment of the obligation.

(h) To suspend the voting rights for any period for which the assessment against the owner's lot remains unpaid; and for a period not to exceed 60 days for any infraction of its published rules and regulations.

(i) To take any action necessary to enforce these covenants, restrictions, reservations and conditions which at present affect or in the future will affect the property within said Development.

(j) To do all things necessary for the general benefit and welfare of the property owners in the Meadowbrook Village Amended, Development, and without limiting the generality of the foregoing or the other objects, purposes and powers of this corporation as set forth in these Articles, to provide for the maintenance of drives, streets, walks, parks, recreation areas, planting areas and approaches, to provide caretakers and employ managers and other persons to undertake the necessary work to be accomplished, and to establish and adopt rules and regulations deemed necessary and expedient.

ARTICLE V

Ownership of one of the condominiums in Meadowbrook Village Amended shall entitle the owner to membership in the corporation. In the event that more than one condominium is owned by an individual, firm, partnership or corporation shall be entitled to as many votes as the number of condominiums owned. All property owners in Meadowbrook Village Amended,

Development, shall be members of this corporation and said membership shall cease and terminate immediately upon said member conveying his or her entire interest in the land of Meadowbrook Village Amended.

ARTICLE VI

The affairs of the corporation shall be conducted by a Board of Directors. During the period between the incorporation of this corporation and the issuance of at least fifty-six (56) member certificates in said corporation, the Board of Directors shall be composed of three (3) members. Following the issuance of at least fifty-six (56) certificates to owners of fifty-six (56) condominiums in the Meadowbrook Village Amended, Development, the Board of Directors shall be composed of five (5) members. The Directors shall be elected at the annual meeting of the corporation and shall hold office until the next Unofficial Document meeting of members and until their successors have been elected and qualified. Until the first meeting of the members of the corporation or until their successors are elected, the Board of Directors shall consist of the following members who were elected at an organizational meeting held at Phoenix, Arizona, on the sixteenth day of June, 1981: James Page and Verna Page, 7902 East Wood Drive, Scottsdale, Arizona; and Larry Worthington, 8619 East Cortez, Scottsdale, Arizona. This Board of Directors shall hold office until the issuance of fifty-six (56) member certificates. At that time a Board of Directors shall be elected at a special meeting of members called for that purpose, which Board of Directors shall hold office until the next annual meeting of the corporation and until their successors are elected and qualified. The Board of Directors shall have the power to adopt By-Laws and the certificate owners have the right to amend and rescind the same as may be expedient. Any and all vacancies in the Board of Directors or in any office may be filled by the remaining Directors, and the person so chosen to fill a vacancy shall serve during

the unexpired term of his predecessor and until his successor be elected and qualified.

The annual meeting of the members shall be held on the first Monday of December of each year, commencing with the year 1982. Special meetings may be held at such time and place and in such manner as may be prescribed by the By-Laws of the corporation.

At such time as the Board of Directors is composed of three (3) members, the officers of the corporation shall consist of a President, Vice President, and a Secretary-Treasurer (which office of Secretary-Treasurer shall be held by one person). The officers shall be from among the members of the Board of Directors and shall be elected by the Board of Directors at the first meeting of the Board after the annual meeting of members. Said officers shall hold office for one year and until their successors have been elected and qualified. The first officers of the corporation are James Page, President; Verna Page, Secretary-Treasurer, both of 7902 East Wood, Scottsdale, Arizona; and Larry Worthington, 8619 East Cortez, Scottsdale, Arizona, as Vice President, who shall hold office until their successors shall be elected by the Board of Directors.

ARTICLE VII

So long as there is a certificate membership in the corporation, which certificate or certificates are owned by the original developer or his successor or assignee for units in the development which have never been sold and are still held for sale, the following actions require the approval of the FHA or the VA: Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these articles.

ARTICLE VIII

The time of the commencement of this corporation shall be the date of the filing of the Article of Incorporation

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by the Arizona Corporation Commission, and shall be perpetual. The corporation shall be authorized to issue no more than 112 Certificates of membership.

ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall be Fifty Thousand Dollars (\$50,000.00) or such additional amount or amounts as may be authorized by three-fourths of the votes cast with respect thereto at a lawfully held meeting of the members of the corporation.

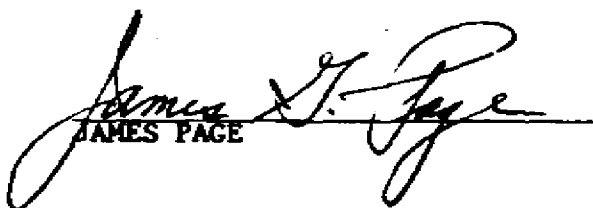
ARTICLE X

The private property of the incorporators, members, stockholders, directors and officers of the corporation shall be forever exempt from corporate debts and liabilities.

Unofficial Document XI

William J. Samuels, 930 East Osborn Road, Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for at least three (3) years is hereby appointed the lawful agent of this corporation to act and acknowledge service and upon whom may be served all necessary process or processes in any action, suit or proceedings that may be brought against this corporation in any of the courts of the State of Arizona; and for all purposes required by law the Board of Directors of this corporation may recall the appointment of this agent at any time and shall have the power to fill any vacancy in such position.

IN WITNESS WHEREOF the incorporators have hereunto set their hands this 14 day of Jan, 1984


JAMES PAGE


VERNA PAGE

STATE OF ARIZONA)
) ss.
County of Maricopa)

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On this, the 14 day of Jan,
19 82, before me, the undersigned Notary Public, personally
appeared James Page and Verna Page, known to me to be the persons
whose names are subscribed to the foregoing instrument and
acknowledged that they executed the same for the purpose
therein contained.

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

William J. Samuel
Notary Public

NOV 4, 1982 Unofficial Document
My Commision Expires

SEP 15 1982 -11 00

STATE OF ARIZONA }
County of Maricopa } ss

I hereby certify that the with-
in instrument was filed and re-
corded at request of

James Page

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in Docket
on Page 263-269

Witness my hand and official
seal the day and year aforesaid.
Bill Henry

County Recorder
By D. LIEBLER
Deputy Recorder

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