

VISTA DEL ORO MAINTENANCE ASSOCIATION

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OF
INCORPORATION

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ORIGINAL

ARIZONA DEPARTMENT OF REVENUE
FOR THE STATE OF AZ.
FORM 1

MAR 19 3 32 PM '93

ARTICLES OF INCORPORATION

MAR 4 3 32 PM '93

OF

Sonia Sells
3/22/93

VISTA DEL ORO MAINTENANCE ASSOCIATION

APPROVED
DATE APPROVED FILED
TERM *Sonia Sells*
DATE 3/18/93 TIME 10:30 AM

600987

In compliance with the requirements of Section 10-1001 et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I
NAME

The name of the corporation is VISTA DEL ORO MAINTENANCE ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE II
DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III
DEFINED TERMS

Terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions recorded with the County Recorder of Yavapai County, Arizona on the 25th day of April 1985, as Instrument No. 12931 (the "Declaration").

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Association is located at 6191 Nugget Patch Trail, Prescott, Arizona 86303.

ARTICLE V
STATUTORY AGENT

James Parrish, whose address is 6191 Nugget Patch Trail, Prescott, Arizona 86303, is hereby appointed and designated Statutory Agent for the Association, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by filing of the appointment of another agent.

ARTICLE VI
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the acquisition, management, maintenance and care of the Association's current property and other property placed under its jurisdiction. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may incorporate under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VII
THE CHARACTER OF THE BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the acquisition, maintenance and care of the Association's current property and other property placed under its jurisdiction, and to promote and protect the common good and general welfare of the people of the community encompassed within the properties governed by the Association, through the preservation and maintenance of the Streets and Roadways included within the real property located within Yavapai County, Arizona which is more particularly described on the plat which was filed for record in Book 4 of Land Surveys, page 72 of the Official Records of the Yavapai County, Arizona Recorder.

ARTICLE VIII
POWERS

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the Association's purposes as set forth above, including but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association, as set forth in the Declaration.

ARTICLE IX
MEMBERSHIP

Section 1. Identity of Members. Membership in the Association shall be limited to Owners of Lots. An Owner of a Lot shall automatically, upon becoming the Owner thereof, be a Member of the Association and shall remain a Member of the Association until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Ownership of a Lot shall be the sole qualification and criterion for membership.

Section 2. Transfer of Membership. Membership in the Association shall be appurtenant to each Lot and a membership in the Association shall not be transferred, pledged or alienated in any way, except upon the sale of a Lot and then only to such purchaser, or by intestate succession, testamentary disposition, foreclosure of a mortgage of record or other legal process. Any attempt to make a prohibited transfer is void and will not be reflected upon the books and records of the Association. Any transfer of ownership of a Lot shall operate to transfer said membership to a new Owner thereof.

ARTICLE X
VOTING RIGHTS

Section 1. Classes of Members. The Association shall have one class of voting membership. Each Owner of a Lot shall have one (1) vote for each acre owned as determined on a fractional basis proportionate to the actual acreage of the Lot owned.

Section 2. Joint Ownership. When more than one person is the owner of any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the owners among themselves may determine, but in no event shall more than one ballot be cast with respect to any Lot. The vote or votes for each such Lot shall be cast as a unit, and split votes shall not be allowed with respect to any Lot. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast(s) a ballot representing a certain Lot it will thereafter be conclusively presumed for all purposes that (s)he or they were acting with the authority and consent of all other Owners of the same Lot. In the event more than one ballot is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

Section 3. Corporate Ownership. In the event any Lot is owned by a corporation, partnership or other association, the corporation, partnership or association shall be a Member and shall designate in writing at the time of acquisition of the Lot an individual who shall have the power to vote said membership, and in the absence of such designation and until such designation is made, the chief executive officer, if any, of such corporation, partnership or association shall have the power to vote the membership, and if there is no chief executive officer, then the Board of Directors shall designate who shall have the power to vote the membership.

Section 4. Suspension of Voting Rights. In the event any Owner shall be in arrears in the payment of any amounts due under any of the provisions of the Association Declaration, Articles or Bylaws for a period of fifteen (15) days, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments are brought current, and for a period not to exceed 60 days for any infractions of Association published rules and regulations.

ARTICLE XI
BOARD OF DIRECTORS

Section 1. Authority; Election of Directors. The affairs of the Association shall be conducted by a Board of Directors consisting of from three to five directors determined as specified in the Bylaws, and such officers and committees as the directors may elect and appoint. Neither the directors nor the officers need be Members of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The names and post office addresses of the first directors of the Association are as follows.

<u>NAME</u>	<u>MAILING ADDRESS</u>
John C.S. Breitner	320 W. University Drive Chapel Hill, NC 27516

James Parrish

6191 Nugget Patch Trail
Prescott, AZ 86303

Robert McClarin

5337 E. Nisbet
Scottsdale, AZ 85254

The Directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.

At the first annual meeting, the Members shall elect one (1) director (with the highest vote total) for a term of three (3) years, one (1) director (with the next highest vote total) for a term of two (2) years, and one (1) director (with the third highest vote total) for a term of one (1) year; thereafter, directorships shall be for a term of three (3) years so that the staggering of terms shall be preserved.

Any vacancy occurring on the Board of Directors by reason of death, resignation, or disqualification of any such director shall be filled by appointment of the remaining directors; such replacement director to serve the unexpired portion of the prior director's term.

Section 2. Limitation of Liability of Directors. No director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Association or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) for a violation of Sections 10-1026 or 10-1097 of the Arizona Revised Statutes. The limitation of liability provided herein shall continue after a director has ceased to occupy such position as to the acts or omissions occurring during such director's term or terms of office, and no amendment to repeal this provision shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members having not less than two-thirds (2/3) of the total authorized votes. Upon dissolution of the Association, other than as incident to 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 non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XIII
AMENDMENTS


Amendment of these Articles shall require the assent of Members having at least seventy-five percent (75%) of the total authorized votes.

ARTICLE XIV
INCORPORATORS


The names and addresses of the incorporators of this Association are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John C. S. Breitner	320 W. University Chapel Hill, NC 27516
James Parrish	6191 Nugget Patch Trail Prescott, AZ 86303

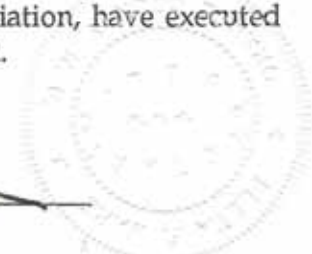
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, the undersigned, as the incorporators of this Association, have executed these Articles of Incorporation this 28 day of December 1992.



John C.S. Breitner



James Parrish




STATE OF N.C.)
County of Durham) ss.

On this, the 24 day of November, 1992, before me, the undersigned Notary Public, personally appeared John C. S. Breitner, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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

[Signature]
Notary Public



My Commission Expires:

7-25-95
My Commission Expires 7-25-95

STATE OF ARIZONA)
County of Yavapai) ss.

On this, the 28th day of December, 1992, before me, the undersigned Notary Public, personally appeared James Parrish, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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

 OFFICIAL SEAL
PEGGY MCSHEA
Notary Public - State of Arizona
YAVAPAI COUNTY
My Commission Expires Nov. 3, 1996

[Signature]
Notary Public

My Commission Expires:

November 3, 1996

ACCEPTANCE BY STATUTORY AGENT

James Parrish, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed, or until his submission of resignation, in accordance with applicable law.

Dated: 12/23/92, 1992

[Signature]
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