

ARTICLES OF INCORPORATION

OF

SAND FLOWER COMMUNITY ASSOCIATION

Nov 21 1 20 11  
Christina  
11-28-94

In compliance with the requirements of laws of the State of Arizona, the undersigned, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is **Sand Flower Community Association**, hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 5090 North 40th Street, Suite 148, Phoenix, Arizona 85018.

ARTICLE III

STATUTORY AGENT

Chris B. Heeter, whose address is 5090 North 40th Street, Suite 148, Phoenix, Arizona 85018, is hereby appointed the statutory agent of this Association.

ARTICLE IV PURPOSE AND POWERS OF THE

ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that subdivision of property described on attached Exhibit "A" and sometimes referred to as "Sand Flower"; and any other property annexed thereto, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions, Reservations and Easements, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder of Maricopa County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 incident to the conduct of the business of the Association, including all licenses, taxes or 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;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. No stock shall be issued by the Association.

ARTICLE VI VOTING RIGHTS The Association shall have two classes of voting membership:

(1) Class A. Class A Memberships shall be all Memberships, except the Class B Memberships held by the Declarant, and each Owner shall be entitled to one (1) vote for each Class A Membership held by the Owner, subject to the authority of the Board to suspend the voting rights of the Owner for violations of this Declaration in accordance with the provisions hereof;

(2) Class B. Until converted to Class A Memberships as provided below, each Membership owned by Declarant shall be a Class B Membership. At the time of any vote by the Members of the Association, Declarant shall be entitled to three (3) votes for each Class A Membership held by any Owner. The Class B Memberships shall cease and be converted to Class A Memberships on the first to occur of the following:

(A) The date Declarant ceases to hold fee simple title to any lot in the Property, including lots in the Property not then included in Sand Flower.

(B) The date Declarant notifies the Board in writing that Declarant is terminating its Class B Memberships and converting such Memberships to Class A Memberships.

ARTICLE VII BOARD  
OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) nor less than three (3) Directors, who need not be members of the Association. The number of directors serving from time to time shall be as set forth in the Bylaws of the Association. The names and addresses of three persons who are to act in the capacity of directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Chris B. Heeter	5090 North 40th Street Suite 148 Phoenix, Arizona 85018

5090 North  
40th Street  
Suite 148  
Phoenix,  
Arizona

85018

5090 North 40th Street  
Suite 148  
Phoenix, Arizona 85018

#### ARTICLE VIII

##### OFFICERS

The affairs of the Corporation shall be administered by officers elected by the Board of Directors at its first meeting, and each successive meeting of the Board of Directors following the annual meeting of the members of the Association, or at other meetings called for such purpose, which officers shall serve at the pleasure of the Board of Directors. The officers shall consist of a President, Vice President, both of whom shall be members of the Board of Directors, and a Secretary and Treasurer. The initial officers of the Corporation shall be:

Chris B. Heeter	President	Vice
Robert Speirs	President	
Shannon Emery	Secretary	
Robert Speirs	Treasurer	

who shall serve until their successors are appointed and qualified.

#### ARTICLE IX

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting membership of each class of members. Upon the dissolution of this Association, whether resulting from voluntary action on the part of the Board of Directors, court orders, lapse of time, or otherwise, no part of the remaining assets of the Association, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past member, Director or officer, but the whole of such remaining assets shall be distributed by the Directors in cash or in kind absolutely and without possibility of reversion, as absolute gifts without return consideration, direct or indirect, in such amounts and proportions as the Directors shall determine, to such corporations, clubs or associations which are exempt from taxation under the provisions of Section 501 of the Internal Revenue Code of 1954 as now or hereafter amended. The determination of the Directors with respect to all such distributions shall be final.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of the voting membership.

ARTICLE XII

BYLAWS The original Bylaws of the

Association may be adopted by the incorporator.

ARTICLE XIII

INDEMNIFICATION

The Association shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is:

Chris B. Heeter  
5090 North 40th Street, Suite 148  
Phoenix, Arizona 85018

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 16th of November 1994.

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CHRIS B. HEETER

INCORPORATOR

Parcel 1

Lots 1 through 38 and Tracts A through D of SAND FLOWER, according to the Plat recorded in Book 386 of Maps, Page 15, Records of Maricopa County, Arizona

Parcel 2

That part of Section 1, Township 5 North, Range 4 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows;

Commencing at the Southwest corner of said Section 1; THENCE N 00°07'48" W, along the West line of said Section 1, 1320.35 feet to the Southwest corner of the Northwest quarter of the southwest quarter of said Section 1 and the TRUE POINT OF BEGINNING.

THENCE N 00°07'48" W, continuing along the west line of said Section 1, 1320.35 feet to the Northwest corner of the Northwest quarter of the Southwest quarter of said Section 1;

THENCE N 89°54'40" E, along the North line of the Southwest quarter of said Section 1, 1315.23 feet to the Northeast corner of the Northwest quarter of the Southwest quarter of said Section 1?

THENCE N 00°11'12" W, along the West line of the Southeast quarter of the Northwest quarter of said Section 1, 989.40 feet to the South line of that property described in Recorder's Kg, 35-167496 Records of Maricopa County;

THENCE N 89°55'17" E, along said South line, 1319.70 feet to a point **on the North-South mid-section line of said section 1.**

**THENCE S 00°09'12" E, along said North-South mid-section line 1648.29 feet to a point on the North line of that property described, in Docket No. 12164-382 Records of Maricopa County;**

**THENCE S 49°53'18" W, along said North line, 1310.39 feet to the Northwest corner of that property described in Recorder's No. 83-105747 Records of Maricopa County;**

THENCE S 00°08'40" E, along the West line of said property described in Recorder's No. 89-105747 Records of Maricopa County, 278.41 feet;

THENCE S 41°02'28" W, 108.51 feet;

THENCE S 76°48'46" W, 91.35 feet;

THENCE N 45°23'06" W, 194.77 feet;

THENCE N 71°24'21" W, 171.44 feet to a point on the Easterly right-of-way line of 30th Way and a point of curvature of a non-tangent curve concave Northwesterly from which the center of said curve bears N 75°19'46" W, 405.00 feet;

THENCE Southwesterly along said right-of-way line and the arc of said curve through a central angle of 20°26'01", 144.44 feet to a point of non-tangency;

THENCE N 54°53'45" W, 50.00 feet to a point on the Westerly right-of-way line of said 80th Way and a point of curvature of a non-tangent curve concave Northwesterly from which the center of said curve bears N 54°53'45" W, 355.00 feet;

THENCE continuing along said right-of-way line and the arc of said curve through a central angle of 11°40'28", 72.33 feet to a point of non-tangency;

THENCE S 43°13'17" E, continuing along said Westerly right-of-way, 5.00 feet to a point of curvature of a non-tangent curve concave Northwesterly from which the center of said curve bears N 43°13'17" W, 360.00 feet;

THENCE continuing along said Westerly right-of-way line and arc of said curve through a central angle of 14°07'58", 88.80 feet to a point of tangency;

THENCE S 60°54'41" W, along said Westerly right-of-way line, 189.82 feet to a point of curvature of a tangent curve concave Southeasterly from which the center of said curve bears S 29°05'19" E, 320.00 feet; THENCE continuing along said right-of-way line and the arc of said curve through a central angle of 2°11'20", 12.23 feet to a point of reverse curvature of a curve concave Northerly from which the center of said curve bears N 31°16'39" W, 12.00 feet;

THENCE Westerly along the arc of said curve through a central angle of 70°42'56", 14.81 feet to a point of non-tangency being on the Northerly right-of-way line of 80th Place?

THENCE S 60°35'20" W, through the right-of-way of said 80th Place 42.89 feet to a point of curvature of a non-tangent curve concave Westerly from which the center of said curve bears S 39°26'17" W, 12.00 feet; said point being on the Southerly right-of-way line of said 80th Place;

THENCE southwesterly along the arc of said curve through a central angle of 97°54'09", 20.50 feet to a point on the Westerly right-of-way line of 80th Way and a point of reverse curvature of a curve concave Southeasterly from which the center of said curve bears S 42°39'35" E, 320.00 feet;

THENCE along the arc of said curve and said Westerly right-of-way line through a central angle of 26°55'30", 150.38 feet to a point of tangency and a point, on the South line of the Northwest quarter of the Southwest quarter of said Section 1;

THENCE S 89°51'57" W, 330.25 feet to the TRUE POINT OF