

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

OCT 17 2 37 PM '65

APPROVED: *Albuquerque*
DATE: 10/15/65
TERM: _____
DATE: _____ TIME: _____

ARTICLES OF INCORPORATION

OF 173667

THE ENCLAVE AT GAINNEY RANCH OWNERS ASSOCIATION

In compliance with the requirements of §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 nonprofit corporation, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is The Enclave At Gainney Ranch Owners Association.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for The Vintage At Gainney Ranch recorded with the County Recorder of Maricopa County, Arizona, as Instrument No. 85 185985, as amended by the Certificate of Amendment recorded as Instrument No. 85 288680, records of Maricopa County, Arizona.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 7400 E. McCormick Parkway, Suite B101, Scottsdale, Arizona 85258.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyekman, whose address is 4110 N. Scottsdale Road, Suite 308, Scottsdale, Arizona, 85251, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

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 Common Area and other property owned by the Association or 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 be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI

THE CHARACTER OF THE BUSINESS

The general nature and character of the business to be transacted by the Association shall be as follows:

(a) To own, operate, repair and maintain the Common Area and all other property and improvements to be used in common by and for the benefit of the Owners of Lots within the Project;

(b) To accept the Common Area and such other property and improvements as may be conveyed to the corporation and to maintain, repair and replace all landscaping, parking areas, walk areas, recreational areas, facilities and private streets upon such property; to pay all taxes and assessments, if any, which may properly be levied against such property or other property acquired by or owned by the corporation; to impress liens against the individual Lots to secure the payment of assessments and other obligations due from the Owners thereof to the Association and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; to take any action necessary to enforce the Project Documents; to do any and all lawful things and acts which the Association, at any time, and from time to time, shall in its discretion, deem to be in the best interests of the Members, and to pay all costs and expenses in connection therewith and in connection with any and all the purposes of the Association; to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the Association under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting the property or any portion thereof, and to do and perform any and all acts which may be either necessary for or incidental to the

exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the Members; and further, to do any and all things and exercise all rights and powers permitted to nonprofit corporations under the laws of the State of Arizona, including the power to mortgage or encumber any property owned by it and to take any action necessary to enforce the Project Documents;

(c) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purpose of the corporation;

(d) To borrow and loan money, and give, take and hold security and collateral, to execute, make and issue and take and receive bonds, notes, debentures, mortgages, pledges and other evidences of indebtedness and security, of any and all kinds whatsoever, in furtherance of any or all of the objects of its business, but only with the consent of Members representing at least sixty-seven percent (67%) of the votes in the Association;

(e) To make contracts of all kinds and descriptions with third parties, firms and corporations;

(f) To do and perform any and all acts and things and to transact any business, not inconsistent with law, which may be necessary, incidental to or convenient in the carrying out of any of the business or purposes of the Association, including, without limitation, all acts necessary to perform all obligations and duties of the Association under the Project Documents.

ARTICLE VII

MEMBERSHIP

Identity of Members. The Association shall be a nonprofit corporation, and no stock shall be issued and no dividends or pecuniary profits shall be paid to the 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.

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 mortgage of record or other legal process. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association.

ARTICLE VIII

VOTING RIGHTS

Classes of Members. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant so long as there is a Class B membership, of Lots. Each Class A member shall be entitled to one (1) vote for each Lot owned.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when seventy-five percent (75%) of the Lots have been conveyed to Purchasers.

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 they among themselves determine, but in no event shall more than one ballot be cast with respect to any Lot. The votes for each such Lot must be cast as a unit, and fractional votes shall not be allowed. 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 casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was 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.

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 president, general partner or other chief executive officer of such corporation, partnership or association shall have the power to vote the membership.

Suspension of Voting Rights. In the event any Owner shall be in arrears in the payment of any Assessments or other amounts due under any of the provisions of the Project Documents for a period of five (5) days or violates any other provision of the Project Documents which violation is not cured within ten (10) days after notice of the violation is given to such Owner by the Association, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current and all violations of the Project Documents are cured.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a board of directors and such officers and committees as the directors may elect and appoint. So long as there is a Class B membership in the Association, the directors need not be Members of the Association. After the termination of the Class B membership of the Association all directors must be members of the Association or officers, directors or agents of a Member of the Association except for directors appointed by the Master Association in the event the Master Association takes control of the Association pursuant to Article XII, Section 5 of the Master Declaration. The number of directors constituting the initial Board shall be four (4). The names and addresses of the first directors of the Association are as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard Felker	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258
Geoffrey H. Edmunds	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258
Jean Wright	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258
Cal Graves	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258

The initial directors shall serve until the first annual meeting of the Members and until their successors have been elected and qualified. Commencing with the first annual meeting of the Members, all directors shall be elected for a term of one (1) year.

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

The Board shall adopt Bylaws for the Association, by a majority vote of the members of the Board, at a regular or special meeting called therefor. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Declarant or the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements, regulations or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration, any federal, state or local governmental agency whose approval of the Project Documents or the Project is required or requested by the Declarant or any lending institution as a condition to lending funds upon the security of any Lot or any portion thereof.

ARTICLE X

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:

Geoffrey E. Edmunds	President
Richard Felker	Vice-President
Jean Wright	Treasurer
Cal Graves	Secretary

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the authorized votes in the Association. 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 XII

AMENDMENTS

These Articles may be amended by Members representing at least sixty-seven percent (67%) of the total authorized votes in the Association; provided, however, that the Board, without a vote of the 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, any federal, state or local governmental agency whose approval of the Project or the Project Documents is required or requested by Declarant or any lending institution which is requested to make a loan upon the security of any Lot or any portion thereof.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

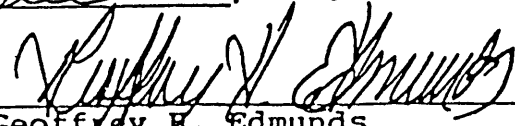
ARTICLE XIV

INCORPORATORS

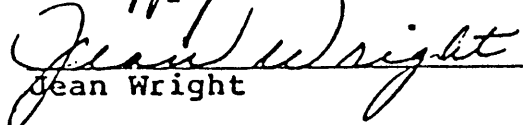
The names and addresses of the incorporators of the Association are:

<u>Names</u>	<u>Addresses</u>
Geoffrey E. Edmunds	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258
Jean Wright	7400 E. McCormick Parkway Suite B101 Scottsdale, Arizona 85258

Dated this 24th day of April, 1985.



Geoffrey H. Edmunds



Jean Wright

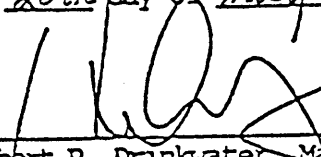
ORDINANCE NO. 2346

AN ORDINANCE OF THE COUNCIL OF THE CITY OF SCOTTSDALE, MARICOPA COUNTY, ARIZONA, AMENDING CHAPTER 49, ARTICLE II, SECTION 49-16 BY ADDING NEW DEFINITIONS AND AMENDING CHAPTER 49, ARTICLE II BY ADDING A NEW DIVISION 3, (SECTIONS 49-58 THROUGH 49-69, INCLUSIVE), RELATING TO BACKFLOW PREVENTION AND CROSS-CONNECTION CONTROL.

BE IT ORDAINED by the Council of the City of Scottsdale, Arizona, as follows:

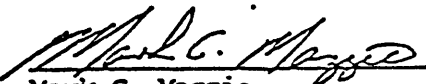
Section 1. That the Scottsdale City Code Chapter 49 is hereby amended by adding new definitions to Section 49-16, and adding a new Division 3, to read per Exhibit "A" attached hereto and by reference incorporated herein.

PASSED, ADOPTED AND APPROVED by the Mayor and Council of the City of Scottsdale, Maricopa County, Arizona, this 20th day of May, 1991.




Herbert R. Drinkwater, Mayor

ATTEST:



Mark G. Mazzie,
City Clerk

APPROVED AS TO FORM:



Richard Garnett,
City Attorney