

AZ. CORP. COMMISSION
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ARTICLES OF INCORPORATION

OF

PGV III
HOMEOWNERS ASSOCIATION

AZ. CORP. COMMISSION
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OCT 14 1993

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DATE

Nicole Stumpo
11/24/93

In compliance with the requirements of laws of the State of Arizona and the requirements of that certain Declaration of Covenants, Conditions and Restrictions of Pecan Grove Village III (the "Declaration"), the undersigned, all of whom are residents of the State of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is PGV III Homeowners Association, hereafter called the "Association."

ARTICLE II

INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
William F. Dykes	4625 South Wendler Drive, Suite 210 Tempe, Arizona 85282
Richard H. Presley	4625 South Wendler Drive, Suite 210 Tempe, Arizona 85282

The incorporators' sole responsibility shall be to deliver these Articles to the Arizona Corporation Commission.

ARTICLE III

REGISTERED AGENT

BGWM Service Corporation, an Arizona corporation, whose address is 3200 North Central Avenue, Suite 1000, Phoenix, Arizona 85012-2417, is hereby appointed the initial registered 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 and preservation of the Common Area within that platted subdivision located in Maricopa County, Arizona, known as Pecan Grove Village III, a subdivision consisting of Lots 1 through 86, inclusive, and Tracts A, B, C, and D, Pecan Grove Village III, according to Book 362 of Maps, Page 30, records of Maricopa County, Arizona (hereinafter called the "Subdivision"), and to promote the health, safety and welfare of the residents within the above-described Subdivision 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 the Declaration 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, and with the assent of two-thirds (2/3) of each class of members 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 and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit 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.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of Laurelcrest Homes, L.L.C., an Arizona limited liability company and its successors and assigns as the Declarant under the Declaration (hereinafter referred to as the "Declarant") and, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any