



THE RECORD REPORTER

~ SINCE 1914 ~

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ARIZONA CORR COMMISSION
CORPORATIONS DIVISION

PEGGY SMITH
BERENS KOZUB LORD & KLOBERDANZ /
7047 E GREENWAY PKWY #140
SCOTTSDALE, AZ - 85254

RR# 854792

ARTICLES OF INCORPORATION
OF
VIENTO DEL ESTE HOMEOWNERS
ASSOCIATION

Know All Men by These Presents:
That we, the undersigned, have this
day associated ourselves for the
purpose of forming a corporation
under the laws of the State of Arizona,
and for that purpose do hereby adopt
the following Articles of Incorporation.
1. Name. The name of this
corporation (hereinafter "Association")
is "Viento Del Este Homeowners
Association"
2. Duration. The period of duration of
the Association shall be perpetual.
3. Principal Place of Business. The
principal office for the transaction of
business of the Association is located
in Maricopa County, Arizona.
4. Statutory Agent. The name and
address of the initial Statutory Agent
for the Association are:
Matthew R. Berens, Esq.,
Berens, Kozub, Lord & Klobberdanz,
PLC
7047 E. Greenway Parkway, Suite
140
Scottsdale, Arizona 85254

or otherwise dispose of real or
personal property in connection with
the affairs of the Association;
e. Grant non-exclusive easements
over the Common Area to any person
for purposes beneficial to the
Members;

f. Borrow money and, only with the
assent (by vote or written consent) of
two-thirds (2/3) of each class of
Members, mortgage, pledge, deed of
trust or hypothecate any or all of its
personal or real property as security
for money borrowed or debts incurred;
g. Participate in mergers and
consolidations with other nonprofit
corporations organized for the same
purposes, provided that any merger or
consolidation shall have the assent by
vote or written consent of two-thirds
(2/3) of each class by Members; and
h. Have and exercise any and all
powers, rights and privileges which a
corporation organized under the
Arizona Nonprofit Corporation Act
A.R.S. § 10-2001 et seq. may now or
hereafter have or exercise.

7. Membership Voting Rights. The
number and qualifications of Members
of the Association, the different
classes of Membership, if any, the
property, voting and other rights and
privileges of Members, their liability for
assessments and the method of
collection thereof shall be as set forth
in the Declaration and the Bylaws.

8. Board of Directors. The affairs of
this Association shall be managed by
a Board of not less than three (3) nor
more than five (5) Directors (the exact
number and qualifications of which
shall be fixed by the Bylaws, or
amendments thereof, duly adopted by
the Members or the Board of
Directors). The number of Directors
may be changed by amendment to the
Bylaws. The initial Board of
Directors and the addresses of the
members, whom shall serve until their
successors are elected or appointed
according to the Bylaws, are as
follows:

Lee Elingburg
18622 Avenue of the Fountains, Suite
100
Fountain Hills, Arizona 85268
William Breidel
16622 Avenue of the Fountains, Suite
100
Fountain Hills, Arizona 85268
Lauren Briggs
16622 Avenue of the Fountains, Suite
100
Fountain Hills, Arizona 85268

5. Nonprofit Corporation. This
Association is organized as a
nonprofit corporation under the laws
of the State of Arizona.

6. Purpose and Powers. This
Association does not contemplate the
distribution of gains, profits or
dividends to its Members. The specific
primary purposes for which it is
formed are to provide for the
acquisition, construction,
management, operation,
administration, maintenance, repair,
improvement, preservation and
architectural control of the Common
Area, and all responsibilities within
that certain tract of property situated
in the City of Scottsdale, Maricopa
County, Arizona, which is more
particularly described in that final plat
for Viento Del Este and those certain
Declaration of Covenants, Conditions
and Restrictions for said subdivision
(the "Declaration") all to be recorded
with the Maricopa County Recorder,
and to promote the health, safety and
welfare of all 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, all
according to the Declaration.

in furtherance of said purposes, this
Association shall have the powers to:

- a. Perform all of the duties and
obligations of the Association as set
forth in the Declaration;
b. Fix, levy, collect and enforce
assessments, charges and fines as
set forth in the Declaration and
Bylaws;
c. Pay all expenses and obligations
incurred by the Association in the
conduct of its business, including,
without limitation, all licenses, taxes or
governmental charges levied or
imposed against the Common Area;
d. Acquire (by gift, purchase or
otherwise), own, hold, improve, build
upon, operate, maintain, convey, sell,
lease, transfer, dedicate for public use

9. Elimination of Director Liability. As
set forth in the Arizona Nonprofit
Corporation Act, each Director shall
be immune from civil liability and shall
not be subject to suit indirectly or by
way of contribution for any act or
omission resulting in damage or injury
if said Director was acting in good
faith and within the scope of his
official capacity (which is any
decision, act or event undertaken by
the Association in furtherance of the
purpose or purposes for which it is
organized), unless such damage or
injury was caused by willful and
wanton or grossly negligent conduct
of the Director. Without limiting the
foregoing, it is the intention of this

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: 1216399-7 VIENTO DEL ESTE HOMEOWNERS
ASSOCIATION

I, Wendy Cooper, am authorized by the publisher as
agent to make this affidavit. Under oath, I state that the following is true and
correct.

THE RECORD REPORTER is a newspaper of general circulation published
Monday, Wednesday and Friday except legal holidays, in the County of
Maricopa, State of Arizona. The copy hereto attached is a true copy of the
advertisement as published on the following dates:

08/12/2005, 08/15/2005, 08/17/2005

Handwritten signature of Wendy Cooper

Subscribed and sworn to before me on the 17th day of August, 2005

Handwritten signature of Diane M. Heuel



paragraph to provide for the Directors the full benefits and immunities created by or available under the provision of A.R.S. §§ 10-1016(D) and 10-1029(A)(8), as the same may be expanded or modified in the future.

10. Dissolution. In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act. The Directors or persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance, then such assets may be granted, transferred or conveyed to any non-profit corporation, association, trust or other organization devoted to similar purposes. If such acts are not feasible, said Directors or other persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. Indemnification. The Association shall indemnify any person made a party to any civil suit or criminal administrative or investigative action, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action to the greatest extent allowed by law. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article 11 shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

12. Amendments. These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total voting power of each class of Membership in the Association, provided however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision. Notwithstanding the foregoing, the Declarant, without the vote or written consent of the Members, may amend these Articles in order to conform the Articles to the requirements or guidelines of the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose

approval of the Articles, Bylaws or other documents relative to the Association or the Property is required by law or requested by the Declarant or the Association.

13. FHA/VA Approval. As long as there is a Class B Membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, if either of those agencies has approved the development plan of the Property: annexation or additional property, mergers and consolidations, mortgaging of Common Area, dedication of Common Area and dissolution and amendment of these Articles.

14. Incorporators. The Incorporators and their names and addresses are:
Matthew R. Berens
7047 E. Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

Jamie Chick
7047 E. Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

15. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

In Witness Whereof, for the purpose of forming this Association under the laws of the State of Arizona, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this day of July, 2005.

INCORPORATORS:
/s/Matthew R. Berens
/s/Jamie Chick

08/12/2005, 08/15/2005, 08/17/2005
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