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THE RECORD REPORTER

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BARBARA L. BOLIN
BISKIND HUNT & TAYLOR
11201 N TATUM BLVD #330
PHOENIX, AZ - 85028

RECEIVED

OCT 11 2005

RR# 874087

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION

SOUTH MARICOPA
FIRE ASSOCIATION

In compliance with the requirements of §10-3101, et seq., Arizona Revised Statutes, the undersigned, who is a person capable of contracting does hereby certify:

ARTICLE I
NAME

The name of the corporation is South Maricopa Fire Association (the "Association").

ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for South Maricopa Fire Association, as recorded in the official records of Pinal County, Arizona, as the same may be amended from time to time (the "Declaration").

ARTICLE III
KNOWN PLACE OF BUSINESS

The known place of business of the Association is 8501 N. Scottsdale Road, Suite 260, Scottsdale, Arizona 85253.

ARTICLE IV
STATUTORY AGENT

Neil D. Biskind, P.C., an Arizona professional corporation, whose address is 11201 North Tatum Boulevard, Suite 330, Phoenix, Arizona 85028, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The object and purposes for which the Association are organized is to arrange for the provision of fire and emergency services to the Covered Property and provide for the funding and payment of the costs thereof, and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration these Articles and the Bylaws. 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
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to arrange for the provision of fire and emergency services to the Covered Property and provide for the funding and payment of the costs thereof, and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Declaration, these Articles and the Bylaws.

ARTICLE VII
MEMBERSHIP
AND VOTING RIGHTS

Membership in the Association shall be limited to Owners. A Declarant shall be a Member of the Association for so long as Declarant is the Owner

of any Lot or Parcel in this Project. As provided in the Declaration, there initially will be two (2) classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration these Articles and the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director of the Association, who shall serve until the first annual meeting of the Members or until his successors are elected and qualified, are as follows:

Philip Miller
8501 N. Scottsdale Road,
Suite 260
Scottsdale, AZ 85253

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Declarants, so long as they own any Lot or Parcel, and thereafter the Board, without a vote of the Members shall have the right to amend the Bylaws in order to correct any error or inconsistency in the Bylaws if the amendment does not adversely affect the rights of any Member. So long as any Declarant owns any Lot or Parcel, any amendment of the Bylaws must be unanimously approved in writing by the Declarants.

ARTICLE IX
OFFICERS

The following person shall be the initial officer of the Association and shall hold the positions opposite his name until the first annual meeting of the Association and until his successors have been elected and qualified.

Phillip Miller, President/Treasurer

ARTICLE X
LIMITATION ON LIABILITY
OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his or her fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the rights of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted or failed to act, in good faith and he reasonably believed: (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests; (b) in all other cases, that the conduct was at least not opposed to its best interests; and

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: SOUTH MARICOPA FIRE ASSOCIATION

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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:

10/05/2005, 10/07/2005, 10/10/2005

Wendy Cooper

Subscribed and sworn to before me on the 10th day of October, 2005

Diene M. Heuel



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(c) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. 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.

**ARTICLE XII
AMENDMENTS**

These Articles may be amended by Members representing at least ninety percent (90%) of the total authorized votes entitled to be cast by each class of Members of the Association. So long as any Declarant owns a Class B Membership, any amendment to these Articles must be approved in writing by the Declarants.

**ARTICLE XIII
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than ninety percent (90%) of the total authorized votes entitled to be cast by the Members; provided, that no such dissolution shall be effective until the Association either has been replaced with a fire district or the Covered property has been annexed into a municipality that has agreed to provide fire and emergency services to the Covered Property. 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 the Association was created. So long as any Declarant is the Owner of any Lot or Parcel, any dissolution of the Association must be approved in writing by the Declarants.

**ARTICLE XIV
INCORPORATOR**

The name and address of the incorporator of the Association is:

Philip Miller
8501 N. Scottsdale Road,
Suite 260
Scottsdale, AZ 85253
Dated this 13th day of September,
2005.

/s/Philip Miller
10/05/2005, 10/07/2005, 10/10/2005
RR-874087#