

THE RECORD REPORTER

~ SINCE 1914 ~

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Ad Description: SERA BRISA COMMUNITY 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:

02/15/2006, 02/17/2006, 02/22/2006

Wendy Cooper

Subscribed and sworn to before me on the 22nd day of February, 2006

Alfred M. Heuel



AZ Corp. Commission



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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

RR# 927889

ARTICLES OF INCORPORATION OF SERA BRISA COMMUNITY ASSOCIATION

The undersigned hereby voluntarily set forth the following statements for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

Article I NAME

The name of the corporation is SERA BRISA COMMUNITY ASSOCIATION (the "Association").

Article II DURATION

The Association shall exist perpetually.

Article III PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which nonprofit corporations may be incorporated under federal and state law.

Article IV CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

Article V STATUTORY AGENT

David M. Paltzik, whose address is Greenberg Traurig, LLP, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016, 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 Association.

Article VI BOARD OF DIRECTORS

The number of directors (individually, a "Director" collectively "Directors") constituting the initial Board of Directors shall be three (3). The names and addresses of the initial Directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

Name
Mailing Address
David A. Walls
Meritage Homes of Arizona, Inc.
an Arizona corporation
dba Monterey Homes
14636 N. Scottsdale Road, Suite 175
Scottsdale, AZ 85254
Mark A. Clouse
Meritage Homes of Arizona, Inc.
an Arizona corporation

dba Monterey Homes
14636 N. Scottsdale Road, Suite 175
Scottsdale, AZ 85254
Roger Zetah
Meritage Homes of Arizona, Inc.
an Arizona corporation
dba Monterey Homes
14636 N. Scottsdale Road, Suite 175
Scottsdale, AZ 85254

Article VII INCORPORATOR

The name and address of the incorporator of the Association is David M. Paltzik, whose address is Greenberg Traurig, LLP, 2375 E. Camelback Road, Suite 700, Phoenix, AZ 85016.

Article VIII LIMITATION ON LIABILITY OF DIRECTORS; INDEMNITY

To the fullest extent allowable under federal and state law, no Director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a Director, except liability for any of the following: (a) Any intentional infliction of harm on the Association or its members; (b) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law; (c) A violation of state law prohibitions regarding issuance of shares of stock, payments of dividends, or distributions of income or profit; (d) Any transaction from which the Director derived an improper personal benefit; (e) A violation of state laws regarding transactions with the Director that are void or voidable because of conflicts of interest.

To the fullest extent permitted by Arizona law as it may be amended from time to time, and subject to any mandatory limitations imposed by Arizona law including any imposed by A.R.S. § 10-3202 or § 10-3851 or § 10-3852, the Association shall defend any and all of its existing and former directors, officers and committee members (including, but not limited to, existing and former member of the Committee) against claims made against them or any one of them because they were or are directors or officers, and the Association shall indemnify its directors, officers and committee members for liability and expenses incurred as a result of such claims, including but not limited to, legal fees and costs, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against them or any one of them for or on account of any act or omission alleged to have been committed by such person as a director, officer or committee member of the Association, whether or not any action is or has been filed against the person and whether or not any settlement or compromise is approved by a court.

The Association shall also pay expenses in advance of a final disposition of a proceeding for directors, officers, and committee