



AZ CORPORATION COMMISSION  
FILED

MAR 19 2007

FILE NO. -1352718-1

**ARTICLES OF INCORPORATION  
OF  
LINCOLN 40 COMMUNITY ASSOCIATION**

**ARTICLE I  
NAME**

The name of the corporation is Lincoln 40 Community 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 Lincoln 40 recorded in the records of the County Recorder of Maricopa County, Arizona, as amended from time to time (the "Declaration").

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Association shall be located at c/o Mariscal, Weeks, McIntyre & Friedlander, 2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012.

**ARTICLE IV  
STATUTORY AGENT**

Mariscal, Weeks, McIntyre & Friedlander, whose address is 2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012, is hereby appointed and designated as the initial statutory agent for the corporation.

**ARTICLE V  
PURPOSE OF THE ASSOCIATION**

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Community 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 corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association shall have all of the common law and statutory powers conferred upon nonprofit

- 1352718-1

corporations under Arizona law (including, without limitation, all powers enumerated in A.R.S. § 10-3302) and all powers necessary or desirable to perform the Association's obligations and duties and to exercise the rights and powers of the Association set forth in the Community Documents.

**ARTICLE VI**  
**CHARACTER OF BUSINESS**

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Community Documents.

**ARTICLE VII**  
**MEMBERSHIP AND VOTING RIGHTS**

Membership in the Association shall be limited to Owners of Lots and Parcels and may only be transferred or terminated in conjunction with conveyance of the Lot or Parcel. Membership rights may be suspended or limited if a Member is in default under the Declaration. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Community Documents.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Scott Schiabor	8300 Carmel NE, Suite 401 Albuquerque, NM 87122
Robert G. Sahd	8300 Carmel NE, Suite 401 Albuquerque, NM 87122

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members.

-1352718-1

### **ARTICLE IX** **OFFICERS**

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

President	-	Robert G. Sahn
Vice President	-	Scott Schiabor
Secretary	-	Robert G. Sahn
Treasurer	-	Scott Schiabor

### **ARTICLE X** **LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS**

The personal liability of a director of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

### **ARTICLE XI** **AMENDMENTS**

These Articles may be amended by the Members holding at least two-thirds (2/3) of the total authorized votes in the Association; provided, however, that the Declarant, so long as the Declarant owns any Lot or Parcel, and thereafter, the Board, without a vote of 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 or any federal, state or local governmental agency whose approval of the Project or the Community Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot or Parcel, any amendment to these Articles must be approved in writing by the Declarant.

### **ARTICLE XII** **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by owners representing 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 disbursed in accordance with Arizona law for nonprofit corporations, or as otherwise agreed to by a unanimous vote of all Members.

-1352718-1

**ARTICLE XIII  
DURATION**

The corporation shall exist perpetually.

**ARTICLE XIV  
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 right of the Association, by reason of the fact that he/she 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/her in connection with such action, if he/she acted, or failed to act, in good faith and he/she 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 (c) in the case of any criminal action or proceeding, that he/she 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. Any repeal or modification of this Article XI 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.

**ARTICLE XV  
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Donald E. Dyekman	2901 N. Central Avenue, Suite 200 Phoenix, AZ 85012

Dated this 19<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Donald E. Dyekman, Incorporator

-1352718-1

**ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT**

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 19<sup>th</sup> day of March, 2007.

Mariscal, Weeks, McIntyre & Friedlander

By:   
Donald E. Dyekman

-1352718-1

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

LINCOLN 40 COMMUNITY ASSOCIATION  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No X

B. IF YES, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.   |
| 2. Full birth name.   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of Case. |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- |   |   |
|---|---|
| 1. Name and address of the corporation.   | 4. Dates of corporate operation.  |
| 2. Full name, including alias and address of each person involved.  | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |   |

D. The Fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Donald E. Dyckman DATE 3/19/07 BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE Incorporator TITLE \_\_\_\_\_  
 BY \_\_\_\_\_ DATE \_\_\_\_\_ BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_ TITLE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit  
Rev: 9/00