

MAY 14 2007

FILE NO. -13668194

**ARTICLES OF INCORPORATION  
OF  
BLANCA CONDO ASSOCIATION**

AZ Corp. Commission



02083034

Pursuant to Title 10, Chapters 24 through 40 of the Arizona Revised Statutes (the "Nonprofit Corporation Act"), as the same may be amended or revised, the undersigned hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be Blanca Condo Association (herein referred to as the "Association").

**ARTICLE II - NONPROFIT CORPORATION**

The Association is organized as a nonprofit corporation pursuant to the Nonprofit Corporation Act. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its Members. All income and earnings of the Association shall be used to further the purposes and objectives of the Association as set forth in ARTICLE IV. The corporation shall be tax-exempt as permitted by the Internal Revenue Code. Nothing contained herein, however, shall prohibit payments by the Association to Members, Directors or Officers as reasonable compensation or reimbursement for services rendered to the Association.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS**

The Association's principal place of business is located at 13423 N. 111<sup>th</sup> Avenue, Sun City, Arizona 85351, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE IV - PURPOSE, POWERS AND DUTIES**

The primary business and purpose of the Association is to serve as an "Association" as that term is defined and used in the Condominium Act and as the "Association" as that term is defined and used in the Declaration of Covenants, Conditions and Restrictions, recorded in the Official records of Maricopa County, Arizona in Docket 7534, Page 164 as amended, (the "Declaration"). In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the Declaration. In addition, subject to the provisions of the Declaration, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by the Nonprofit Corporation Act.

**ARTICLE V - MEMBERSHIP AND VOTING RIGHTS**

The Association shall have members. The membership of the Association shall consist exclusively of all of the Owners of Units in the Blanca Condo Association, as those

AZ CORPORATION COMMISSION  
FILED

JUL 20 2007

FILE NO. -1366819-4

terms are defined in the Declaration, or their heirs, successors or assigns. The property, voting and other rights and privileges of Members, and their liability for assessments and other charges, shall be as set forth in the Declaration and the Nonprofit Corporation Act.

-1366819-4

#### **ARTICLE VI - BOARD OF DIRECTORS**

The control and management of the affairs of the Association shall be vested in a Board of Directors of three (3) persons, each of whom shall be a Member. The names and addresses of the initial Directors are as follows:

Birtie Owens; 13423 N. 111<sup>th</sup> Avenue, Sun City, AZ 85351  
Janice Collier; 13401 N. 111<sup>th</sup> Avenue, Sun City, AZ 85351  
Richard Melhad; 13427 N. 111<sup>th</sup> Avenue, Sun City, AZ 85351

The Bylaws of the Association shall prescribe the terms of office and manner of election of Directors.

#### **ARTICLE VII - OFFICERS**

The affairs of the Association shall be administered by Officers elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Association, or at another meeting called for such purpose. The Officers shall serve at the pleasure of the Board of Directors, and each of whom shall be Directors.

#### **ARTICLE VIII - INCORPORATORS**

The name and address of the incorporators is:

Birtie Owens; 13423 N. 111<sup>th</sup> Avenue, Sun City, AZ 85351

#### **ARTICLE IX - NO PERSONAL LIABILITY**

The Directors, Officers and Members of the Association shall not be individually liable for the Association's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Association or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 10-11631 or Section 10-11632 of the Arizona Revised Statutes, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the

Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

-1366819-4

#### **ARTICLE X - INDEMNIFICATION**

The Association shall indemnify any past or present Director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a Director, officer, committee member, employee or agent of the Association; provided that the Board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.

#### **ARTICLE XI - DISSOLUTION**

No person shall possess any property right in or to the property or assets of the Association. Upon termination of the Declaration in accordance with its provisions, the Association may be dissolved as provided in the Bylaws or Arizona law. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided by Arizona law.

#### **ARTICLE XII - FISCAL YEAR END**

The Association shall have its fiscal year end on December 31.

#### **ARTICLE XIII - AMENDMENTS**

These Articles of Incorporation may be amended as provided in Arizona Revised Statutes Sections 10-11001 through 11004, as the same may be amended or revised.

#### **ARTICLE XIV - BYLAWS**

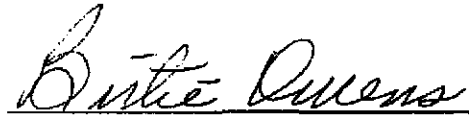
The initial Bylaws of the Association shall be the Bylaws set forth in Article IV. The Bylaws may thereafter be amended as set forth therein.

#### **ARTICLE XV - STATUTORY AGENT**

This Association hereby appoints Carpenter, Hazlewood, Delgado and Wood, PLC, 1400 E. Southern Avenue, Suite 640, Tempe, Arizona 85282, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, have executed these Articles of Incorporation  
this 31<sup>st</sup> day of May, 2007.

-1366819-4

  
Birtie Owens, Incorporator

### CONSENT OF STATUTORY AGENT

The undersigned hereby certifies that consent is given to act as statutory agent  
for Blanca Condo Association.

Carpenter, Hazlewood, Delgado and Wood, PLC  
James Hazlewood, Esq.

By: 

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.

BLANCA CONDO 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 12-31

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 BERTIE DWENS DATE 4-20-04  
TITLE PRESIDENT

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
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.