

**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

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AZ Corp. Commission



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ARIZONA CAPITOL TIMES

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**ENCORE AT TEMPE VILLAGE
HOMEOWNERS ASSOCIATION,
INC.**

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
06/06/2008, 06/13/2008, 06/20/2008

THE NAME OF THE CORPORATION: ENCORE AT TEMPE VILLAGE
HOMEOWNERS ASSOCIATION, INC.

CORPORATE FILE NUMBER: 1389965-2

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED
SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 6th day of June, 2008

NOTARY SIGNATURE: _____



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**ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION**

ARTICLES OF INCORPORATION OF ENCORE AT TEMPE VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I NAME The name of the corporation is Encore at Tempe Village Homeowners Association, Inc.

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 Encore at Tempe Village recorded at Recorders No. 20070942000 in the official records of the County Recorder of Maricopa County, Arizona, as such Declaration may be amended from time to time. The term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action, including, but not limited to, action by written ballot or written consent. The term "Voting Power" shall have the meaning set forth in ARS § 10-11003.

ARTICLE III KNOWN PLACE OF BUSINESS The known place of business of the Association shall be located at One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284.

ARTICLE IV STATUTORY AGENT Paul Kroff, whose address is One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284 is hereby appointed and designated the initial statutory agent for the corporation.

ARTICLE V PURPOSE OF THE ASSOCIATION The purpose for which the corporation is organized is to act as a homeowners association in accordance with Section 528 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501(c)(4) of the Internal Revenue Code, as the same may be amended from time to time. The Association is organized as a nonprofit corporation pursuant to the Arizona Non-profit Corporation Act, and may transact any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. 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 or Arizona law.

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 upon or granted to the Association by the Community Documents and applicable law.

ARTICLE VII MEMBERSHIP AND VOTING RIGHTS The Members of the Association shall be the Owners of Lots. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Community Documents and applicable law. The provisions of the Declaration pertaining to classes of membership and the voting rights of the Members incorporated in these Articles of Incorporation by reference.

ARTICLE VIII BOARD OF DIRECTORS The number of 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 successors are elected and qualify are

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as follows: Name: Geno Carr, Mailing Address: One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284; Gene Morrison, One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284; Paul Kroff, One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284.

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: Geno Carr, President; Gene Morrison, Vice President; Paul Kroff, Secretary; Paul Kroff, Treasurer.

ARTICLE X BYLAWS The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members. Pursuant to ARS 10-11030, any alteration, amendment or repeal of the Bylaws must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment, alteration, or repeal is approved by the Members. The Declarant, so long as the Declarant owns a Lot, and thereafter the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws 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 Property, the Plat or the Community Documents is required by law or requested by the Declarant or the Association.

ARTICLE XI LIMITATION ON LIABILITY OF DIRECTORS 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 XI 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 XII INDEMNIFICATION To the fullest extent it has the power to do so under applicable law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, 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 reasonably believed: (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests; and, (b) 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 Corporation Act. Any repeal or modification of this Article XII 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. The Association will indemnify officers and directors to the fullest extent permitted by Arizona law as amended from time to time.

ARTICLE XIII AMENDMENTS These Articles of Incorporation may be amended by Members holding at least two-thirds (2/3) of the votes cast at an annual meeting or at a special meeting duly called for that purpose, or a majority of the Voting Power, whichever is less. The power to amend these Articles is reserved to the Members, provided, however that pursuant to ARS 10-11030, any alteration, amendment or repeal of the Arti-

cles must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment is approved by the Members. The Declarant, so long as the Declarant owns a Lot, and thereafter the Board, without a vote of the Members, may amend the Articles in order to conform the 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 Property, the Plat or the Community Documents is required by law or requested by the Declarant or the Association.

ARTICLE XIV DISSOLUTION The Association may be dissolved by the affirmative vote of Members holding not less than two-thirds (2/3) of the Eligible Votes. Upon dissolution of the Association, other than incident to a liquidation or 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose. Any dissolution of the Association must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the dissolution is approved by the Members.

ARTICLE XV DURATION The Association shall exist perpetually.

ARTICLE XVI ASSESSMENTS AND FEES Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Community Documents and applicable law.

ARTICLE XVII INCORPORATOR The name and address of the incorporator of the Association is Geno Carr whose address is One Agave Center, 8950 S 52nd Street, Suite 115, Tempe, AZ 85284.

Dated this 23rd day of August, 2007, /s/ Geno Carr, Incorporator. **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 23 day of August, 2007, /s/ Paul Kroff.

6/6, 6/13, 6/20, 2008 editions Arizona Capitol Times