

Articles of Incorporation
Reference/PO # 2105199-4
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Arizona Business Gazette

The business resource

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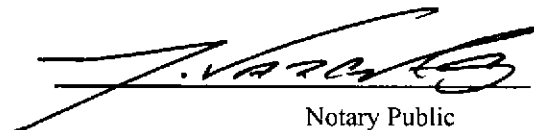
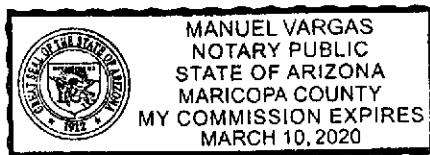
STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

Angelina Aguilar, being first duly sworn, upon oath deposes and says: That she is the Legal Ad Rep of the Arizona Business Gazette, a newspaper of general circulation in the counties of Maricopa, Coconino, Pima and Pinal, in the State of Arizona, published weekly at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates indicated.

8/4/2016
8/11/2016
8/18/2016



Sworn to before me this
18TH day of
AUGUST 2016


Notary Public

RECEIVED

AUG 9, 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

**ARTICLES OF
INCORPORATION**

**OF
LEGACY MOUNTAIN
VILLAS HOMEOWNERS
ASSOCIATION**

THESE ARTICLES OF INCORPORATION OF LEGACY MOUNTAIN VILLAS HOMEOWNERS ASSOCIATION (the "Articles") are dated as of the 7th day of June, 2016.

The undersigned hereby voluntarily set forth the following statements for the purpose of forming a nonprofit 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 Western Enclave Homeowners Association, an Arizona nonprofit corporation, hereinafter called the "Association".

**ARTICLE II
KNOWN PLACE OF
BUSINESS**

The address of the Association's known place of business is 890 W. Elliot Road, Suite 101, Gilbert, Arizona 85233, but other offices may be established and maintained at such other places as the Board of Directors may designate from time to time.

**ARTICLE III
PURPOSE, INITIAL BUSINESS, AND LIMITATION
OF ACTIVITIES**

The Association is organized and shall be operated as a nonprofit corporation for the primary purposes of acquisition, construction, management, care and maintenance of the development known as "Western Enclave" (the "Property") as more fully set forth in the declaration of covenants, conditions and restrictions to be recorded against the Property (the "Declaration"), and for conducting any or all lawful affairs for which nonprofit corporations may be incorporated under Arizona law in connection with the Property. Standard Pacific of Arizona, Inc., a Delaware corporation, is referred to therein as the "Declarant".

It is intended that this Association shall have the status of a corporation qualifying under Section 528 of the Code and that the Association shall comply with all requirements set forth therein. Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation qualifying under Section 528 of the Code or corresponding provision of any future federal tax laws. These Articles shall be construed accordingly, and all powers and activities of the Association shall be limited accordingly.

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribu-

tions in furtherance of the purposes set forth in this Article II.

The Association shall not engage in any other business or activity, except as set forth herein and in the Bylaws of the Association (the "Bylaws"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Declaration.

ARTICLE IV MEMBERSHIP AND VOTING RIGHTS

The Association shall have members in accordance with the terms of the Declaration (the "Members") and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to change the qualifications and requirements of Members and their respective voting rights.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (the "Board"), which shall possess all of the rights, powers, privileges, duties and obligations assigned to the Board in the Declaration and Bylaws. The Board shall consist of not less than three (3) Members (collectively the "Directors"). Except for Directors appointed by the Declarant, each Director shall be an Owner of a Lot or, if an Owner is a corporation, partnership, trust or other legal entity, the Director may be a representative thereof. Declarant shall appoint the Directors at each annual meeting until its Class B membership is converted into a Class A membership in accordance with the terms of the Declaration.

Until the first annual meeting of the Members or until their successors are designated or elected or qualified, the following persons shall constitute the Board:

Christopher Clonts 890
W. Elliot Road, Suite 101
Gilbert, Arizona 85233

Michael Greenhatgh 890
W. Elliot Road, Suite 101
Gilbert, Arizona 85233

LeAnne Stolte 890 W.
Elliot Road, Suite 101
Gilbert, Arizona 85233

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by officers elected by the Board at its first meeting following each annual meeting of the Members, or at other meetings called for such purpose. The principal officers of the Association shall be a president, a vice president, a secretary and a treasurer. The officers shall have the rights and duties set forth in the Bylaws.

ARTICLE VII ELIMINATION OF DIRECTOR LIABILITY

To the fullest extent permitted by Arizona law as the same exists or may be hereafter amended, no Director shall be liable to the Association or its Members for monetary damages for any action taken or any failure to take any action as a Director. No repeal, amendment or modification of

this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a Director occurring prior to such repeal, amendment or modification.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, limited liability company, trust or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty-seven percent (67%) of Class A Members. Notwithstanding the foregoing sentence, so long as a Class B membership exists, the Association may only be dissolved with the assent given in writing and signed by Declarant, which may be withheld in Declarant's sole and absolute discretion.

Upon dissolution of the Association, other than incident to a merger or consolidation, no part of the remaining assets of the Association, after discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any current or past Member, Director or officer, but the whole of such remaining assets of the Association shall be distributed exclusively to an organization then subject to and qualifying under Section 528 of the Internal Revenue Code of 1986, or to a public body (to the extent permitted under Section 528) as the Association shall elect.

ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows:

LeAnne Stolte 890 W. Elliot Road, Suite 101 Gilbert, Arizona 85233

All powers, duties and responsibilities of the incorporator shall cease upon the filing of these Articles of Incorporation with the Arizona Corporation Commission.

ARTICLE XI

STATUTORY AGENT

Christopher Clonts, located at 890 W. Elliot Road, Suite 101, Gilbert, Arizona 85233, is hereby appointed Statutory Agent of the Association upon whom all notices

and process, including summons, may be served. The Board may revoke the appointment of such agent at any time and shall have the power to fill any vacancy.

ARTICLE XII

DURATION

The duration of the Association shall be perpetual.

ARTICLE XIII

CONFLICT WITH DECLARATION

To the extent that these Articles shall be contrary to, inconsistent with, or more permissive than the provisions of the Declaration dealing with the same subject, or laws, rules, and regulations applicable to the Association, these Articles shall be considered superseded by the Declaration or such laws.

ARTICLE XIV

AMENDMENTS

Subject to the provisions of Article XIII hereof, so long as any Class B membership still exists, any proposed amendment of the Articles needs to be approved by the Declarant prior to its adoption, which may be withheld in its sole and absolute discretion. After the date in which all Class B memberships are converted into Class A memberships, the Association may, at any regular or special meeting called for such purpose, amend, alter, or repeal any provision hereof by the affirmative vote of sixty-seven percent (67%) of each membership class then entitled to vote in person or by proxy, and upon ten (10) days prior written notice to all first mortgagees who have previously notified the Association in writing, to be notified of any amendment to the Articles and, if required by law, after publications in a newspaper having general circulation in Maricopa County, Arizona. Notwithstanding any foregoing provision, the Articles may not be amended at any time (either before or after the date in which all of the Class B memberships are converted to Class A memberships) to diminish any of the rights of the Declarant under these Articles, the Bylaws of the Association, or the Declaration, including, but not limited to, Declarant's liability limitations as set forth in Article VII hereof, without the express written consent of Declarant, which may be withheld in its sole and absolute discretion.

ARTICLE XV

FHA/VA APPROVALS

As long as there is a Class B membership, the following actions shall require the prior written approval, to the extent then required by applicable regulations of the Veterans Administration or Federal Housing Administration, of the Federal Housing Administration or the Veterans Administration:

1. The annexation of additional properties;
2. A merger or consolidation to which the Association is a party;
3. The mortgage or dedication of all or part of the Common Area, as defined in the Declaration;

4. The dissolution of the Association; or

5. The amendment of these Articles.

Whenever the approval of the Federal Housing Administration or the Veterans Administration is required under this Article, such approval shall be deemed given unless a disapproval or statement requesting additional time is issued by such agency to the Association within thirty (30) days following submission to such agency.

Notwithstanding any other provision of these Articles, the Board, with the consent of the Declarant if Class B Membership still exists, shall have the right to amend all or any part of these Articles to such extent and with such language as may be requested by the Federal Housing Administration, Veterans Administration, Federal National Mortgage Association, Federal Home Loan Mortgage Corporation or other governmental or quasi-governmental agency which issues, guarantees, insures or purchases Mortgages (or securities or other debt instruments backed or secured by Mortgages), or otherwise governs transactions involving Mortgages or instruments evidencing same, or otherwise governs development of the Property or the Annexable Property, as a condition to such agency's approval of these Articles, the development encompassing the Property or any subdivision constituting a part of the Property.

/s/ LeAnne Stolte
Incorporator
LeAnne Stolte

CONSENT OF STATUTORY AGENT OF WESTERN ENCLAVE HOMEOWNERS ASSOCIATION

The undersigned, having been named in the Articles of Incorporation of Legacy Mountain Villas Homeowners Association, as its statutory agent for the State of Arizona, hereby confirms that he/she has been notified of the appointment and that he/she accepts the appointment.

Dated as of June 7, 2016
/s/ Christopher Clonts
Christopher Clonts
Statutory Agent Acceptance

1. Entity Name - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation); Legacy Mountain Villas Homeowners Association

2. Statutory Agent Name - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). NOTE - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of organization), including any middle initial or suffix: Christopher Clonts

3. Statutory Agent Signature: By the Signature

appearing below the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

/s/ Christopher Clonts
Christopher Clonts
06/07/2016 [x] Individual
as statutory agent. I am
signing on behalf of myself
as the individual (natural
person) named as
statutory agent.
Pub: August 4, 11, 18,
2016