

ARTICLES OF INCORPORATION

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: La Mirada Community Association
ENTITY ID: 23035064
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE: 11/05/2019
CHARACTER OF BUSINESS: Any legal purpose
CORPORATION WILL HAVE MEMBERS: YES
CORPORATION WILL NOT HAVE MEMBERS: NO

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: Cadden Community Management, Inc.
PHYSICAL ADDRESS: 1870 West Prince Road, Suite 47, TUCSON, AZ 85705
MAILING ADDRESS:

KNOWN PLACE OF BUSINESS

3011 West Ina Road, TUCSON, AZ 85742

PRINCIPAL INFORMATION

Director: Bruce Friedman - 3011 West Ina Road, TUCSON, AZ, 85742, USA - - Date of Taking Office:
Director: Reuben Herrera - 3011 West Ina Road, TUCSON, AZ, 85742, USA - - Date of Taking Office:
Director: Sam Mills - 3011 West Ina Road, TUCSON, AZ, 85742, USA - - Date of Taking Office:
Incorporator: Sam Mills - 3011 West Ina Road, TUCSON, AZ, 85742, USA - - Date of Taking Office:

CERTIFICATE OF DISCLOSURE

FELONY JUDGEMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation 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 signing of this certificate? NO

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 signing of this certificate? NO

Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: NO

The violation of fraud or registration provisions of the securities laws of that jurisdiction;
The violation of the consumer fraud laws of that jurisdiction;

The violation of the antitrust or restraint of trade laws of that jurisdiction?

BANKRUPTCY QUESTION:

Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in *any other corporation* (not the one filing this Certificate) on the bankruptcy or receivership *of the other corporation*? NO

NAME AND BIRTH INFORMATION:

BIRTH NAME :
PRESENT NAME :
ALIAS NAME :
DATE OF BIRTH :
LOCATION OF BIRTH :

PRESENT/ PRIOR ADDRESS:

PRESENT FULL ADDRESS :
PRIOR FULL ADDRESS :

CASE INFORMATION:

CASE NUMBER:
COURT:
CASE CAPTION:
DESCRIPTION:

OTHER CORPORATION INFORMATION:

CORPORATION NAME :
INCORPORATION STATE :
DATE OF INCORPORATION :
STATE OF TRANSACTION :
BANKRUPTCY FULL ADDRESS :
INDIVIDUAL FULL ADDRESS :

SIGNATURE

Incorporator: Sam Mills - 11/05/2019

**ARTICLES OF INCORPORATION
OF
LA MIRADA COMMUNITY ASSOCIATION**
(an Arizona Nonprofit Corporation)

In compliance with the requirements of Section 10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I
Name

The name of the corporation is La Mirada Community Association ("Association"). The Association is formed as a nonprofit corporation under Arizona laws. The Association shall make no distributions of income to its Members, directors or officers.

ARTICLE II
Definitions

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the recorded Declaration of Covenants, Conditions, Restrictions, and Easements for La Mirada, as the same may be amended from time to time ("Declaration").

ARTICLE III
Purposes and Character of Affairs

The purposes for which the Association is organized, and the character of affairs which the Association initially intends to actually conduct in Arizona, are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association, as such Bylaws may be amended from time to time ("Bylaws"), and as provided by law;

(b) to serve as the governing body for all of the Owners of Lots for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the Covered Property, the assessment for the payment of expenses, payment of losses, disposition of casualty insurance proceeds and other matters as provided in the Governing Documents or otherwise necessary or appropriate to the proper functioning of the Association and the Covered Property; and

(c) the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

Powers

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles of Incorporation ("Articles"), the Bylaws, or the Declaration, including, without limitation, the power:

(a) to fix, collect, and enforce payment, by any lawful means, of assessments and other charges as set forth in the Declaration;

(b) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;

(e) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(f) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(i) to adopt, alter, and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Articles.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

ARTICLE V
Directors

A Board of Directors of the Association (“Board”) shall conduct, manage, and control the Association. The initial Board shall consist of three directors. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Bruce Friedman	3011 West Ina Road Tucson, AZ 85742
Reuben Herrera	3011 West Ina Road Tucson, AZ 85742
Sam Mills	3011 West Ina Road Tucson, AZ 85742

Directors shall be elected to the Board pursuant to the procedures set forth in the Bylaws. The number and terms of the directors and the qualifications for and rights of the directors shall be as set forth in the Bylaws.

ARTICLE VI
Statutory Agent

The Association hereby appoints Cadden Community Management, Inc., an Arizona corporation, whose address is 1870 West Prince Road, Suite 47 Tucson, Arizona 85705, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE VII
Known Place of Business

The street address of the known place of business of the Association is 3011 West Ina Road, Tucson, AZ 85742.

ARTICLE VIII
Incorporator

The name of the incorporator of the Association is Sam Mills, and such incorporator’s address is 3011 West Ina Road, Tucson, AZ 85742.

ARTICLE IX
Members and Voting Rights

The provisions of the Declaration and the Bylaws pertaining to membership, classes of Members and voting rights of Members are incorporated in these Articles by reference. Without in any way limiting the forgoing statement, the Association shall have two (2) classes of Members, Class A Members and Class B Members. The Class B Members shall consist of Declarant. The Class A Members shall consist of all other Owners of Lots, except the Class B

Member, if any. The Class B membership shall convert to Class A membership at such time and under such terms as more specifically set forth in the Declaration. Each Owner's membership in the Association, except for Declarant as provided in the Declaration, shall be appurtenant to and may not be separated from ownership of the Lot to which the Owner's membership is attributable. Change of membership in the Association shall be established by recording a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated. The share of a Member in the privileges, rights, and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

ARTICLE X **Dissolution**

The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Class A Members and consent of the Class B Member, if any. Upon dissolution, other than incident to a merger or consolidation, the assets 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, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI **Indemnification; Insurance**

The Association shall indemnify, to the maximum extent from time to time permitted by Arizona law, as the same exists or may hereafter be amended, any person who incurs liability or expense by reason of such person acting as an officer or director of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

The Association may indemnify a Board-appointed committee member under the same circumstances under which a director of the Corporation may or shall be indemnified under Arizona law.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or Board-appointed committee member of the Association, or was serving at the request of the Association as a director or officer, against any liability or expense asserted against or incurred by such person in any such capacity or arising out of such person's status as such whether or not the Association would have had the power to indemnify such person against such liability or expense under this Article.

ARTICLE XII
Limitation of Liability

To the fullest extent permitted by Arizona law, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director.

No amendment or repeal of the provisions of this Article that adversely affects the right of a director of the Corporation under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such person.

The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article.

ARTICLE XIII
Dispute Resolution

The Association and its Members are subject to the dispute resolution sections of the Declaration. The procedures prescribed in the Declaration are in addition to and shall not be construed to conflict with any requirements under the laws of the State of Arizona.

ARTICLE XIV
Amendments

In addition to specific rights to amend or approve amendments granted elsewhere in the Declaration, until termination of the Declarant Control Period, Declarant may amend these Articles of Incorporation for any purpose, and without the consent or approval of any Owners or Members, or any other Person. After termination of the Declarant Control Period, Declarant may of its own volition, and without the consent or approval of any Owners or Members, or any other Person, amend these Articles for the following purposes: (a) to bring any provision hereof into compliance with applicable laws; (b) to enable any reputable title insurance company to issue title insurance coverage on the Lots; (c) to satisfy the requirements of any governmental agency; (d) to enable any governmental agency or reputable private insurance company to guarantee or insure Mortgage loans on the Lots; or (e) to correct any error or ambiguity or to further the intent or purposes hereof by expanding upon the existing provisions hereof. Any amendment during such time as Declarant is a Class B Member or a Class A Member of the Association shall require the written approval of Declarant. Further, so long as Declarant owns any land from within the Covered Property, Declarant may, without any other consent or approval, amend these Articles to clarify the application of the provisions hereof to any land which may be annexed, or for any other reasonable purpose in connection with any land which may be annexed.

Subject to the provisions of the Declaration requiring Declarant's consent to an amendment, these Articles may be amended only by the affirmative vote or written consent, or any combination thereof, of sixty-seven percent (67%) of the Class A Member votes, and consented to in writing by Declarant, if such amendment is to be effective prior to the expiration of the Declarant Control Period.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 30TH day of OCTOBER, 2019.



Sam Mills, Incorporator

CONSENT OF STATUTORY AGENT

Cadden Community Management, having been designated to act as Statutory Agent for La Mirada Community Association, hereby consents to act in that capacity until removed or its resignation is submitted.

DATED: November 4, 2019.

CADDEN COMMUNITY MANAGEMENT

By: E M Cadden
Name: E. M. Cadden
Title: PRESIDENT

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions [C003i](#)***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

LA MIRADA COMMUNITY ASSOCIATION

2. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

