

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

RANCHO PALO VERDE HOMEOWNERS ASSOCIATION, INC.

The undersigned, as incorporators, have this date voluntarily associated themselves together for the purpose of forming a private nonprofit membership corporation, under and by virtue of the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of this corporation shall be the RANCHO PALO VERDE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 2

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Common Area 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 Project 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.

ARTICLE 3

PLACE OF BUSINESS

The principal place of business and office for the transaction of business of this corporation shall be located in the City of Scottsdale, Maricopa County, State of Arizona, or at such other place as the Board may, from time to time, designate.

ARTICLE 4

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association is limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

ARTICLE 5

BOARD OF DIRECTORS AND OFFICERS

The business and affairs of this corporation shall be conducted by the Board. The number of directors shall be not less than three (3) nor more than fifteen (15), as shall be specified in the Bylaws. Until the first annual meeting of the members and until their successors are elected and qualified, the following three (3) persons, who were elected at a meeting of the incorporators held at Scottsdale, Arizona, on the 19th day of November, 1991, shall constitute the Board of Directors of this corporation:

<u>Name</u>	<u>Address</u>
D. Douglas Maxwell	6909 Main Street Scottsdale, Arizona 85251
Suzette Maxwell	6909 Main Street Scottsdale, Arizona 85251

Donald Maxwell

6909 Main Street
Scottsdale, Arizona 85251

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such additional officers as the Board may deem necessary, who shall be elected annually by the Board at the first meeting of the Board after the annual meeting of members, which meeting shall be held as soon thereafter as practicable. The officers elected shall hold office for a period of one (1) year, or until their successors are elected and qualified, but shall be subject to removal by the Board at any time. The first officers of this corporation shall be elected by the Board at the first meeting of the Board following incorporation of this corporation.

No person shall be eligible for election as a director or officer who is not at the time of election a member of this corporation (except such persons as are designated by Declarant as provided in the Declaration and the Bylaws) and if any director or officer after election ceases to be a member, his office shall become vacant. No person may hold more than one of the above-named offices, except one person may hold the offices of both Secretary and Treasurer.

The Board shall have the Power to (i) adopt the Bylaws, except that the Bylaws shall be subject to ratification and shall be approved by the members, (ii) subject to the limitations provided in Article 10 hereof, amend or repeal the same, (iii)

fill vacancies occurring in the Board, and (iv) elect officers, agents and committees, with such members, Powers and authority as they may confer.

ARTICLE 6

RULES FOR CONDUCT OF AFFAIRS

This corporation shall not, without the affirmative vote of two-thirds (2/3) of its members entitled to vote, (i) sell, assign, transfer, dispose of or encumber any of its property or fixtures, except in the normal and ordinary course of business; or (ii) carry into effect any plan of reorganization of this corporation; or (iii) effect any changes whatsoever in its organization.

ARTICLE 7

PRIVATE PROPERTY

The members, directors and officers of this corporation shall not be liable for the debts of this corporation and the private property of the members, directors and officers of this corporation shall be forever exempt from its corporate debts.

ARTICLE 8

AGENT

DONALD MAXWELL, of 6909 Main Street, Scottsdale, Arizona, who has been a bona fide resident of the State of Arizona for at least three (3) years, is hereby appointed the lawful agent of this corporation, to accept and acknowledge the service of, and upon whom may be served, all necessary process or processes, in any action, suit or proceedings that may be brought

against this corporation in any of the courts of the State of Arizona, and for all purposes required by law. The Board may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE 9

DISSOLUTION

Upon the dissolution of this corporation, whether resulting from voluntary action on the part of the Board, court orders, lapse of time or otherwise, no part of the remaining assets of the corporation, after the 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 shall be distributed by the directors in cash or in kind absolutely and with possibility of reversion, as absolute gifts without return consideration, direct or indirect, in such amounts and proportions as the Board shall determine, to such corporations, clubs or associations which by reason of their recreational or social purposes are exempt from taxation under the provisions of Section 501 or Section 518 of the Internal Revenue Code of 1954 as now or hereafter amended. The determination of the Board with respect to all such distributions shall be final.

ARTICLE 10

AMENDMENTS

These Articles may be amended by members representing at least seventy-five percent (75%) of the total authorized votes

entitled to be cast by Members of the Association; provided, however, that the Declarant, so long as the Declarant owns any Lot, and thereafter, the Board, without a vote of the 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, the Plat or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any lot, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE 11

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
D. Douglas Maxwell	6909 Main Street Scottsdale, Arizona 85251
Suzette Maxwell	6909 Main Street Scottsdale, Arizona 85251
Donald Maxwell	6909 Main Street Scottsdale, Arizona 85251

ARTICLE 12

LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for monetary damages for breach

of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE 13


DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Rancho Palo Verde recorded in Book 2334, page 842, records of Mohave County, Arizona.

IN WITNESS WHEREOF we have hereunto set our hands this 22nd day off July, 1996.



President



Vice President



Secretary/Treasurer

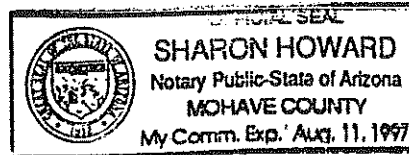
STATE OF ARIZONA)
)
COUNTY OF MOHAVE) SS

SUBSCRIBED AND SWORN to before me this 22 day of July, 1996, by GLEN DAVIS.

My Commission Expires:

Aug 11, 1997

Sharon E Howard
Notary Public



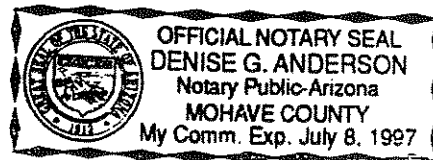
STATE OF ARIZONA)
)
COUNTY OF MOHAVE) SS

SUBSCRIBED AND SWORN to before me this 22 day of July, 1996, by Sharon E Howard.

My Commission Expires:

July 8, 1997

Denise G. Anderson
Notary Public



STATE OF ARIZONA)
)
COUNTY OF MOHAVE) SS

SUBSCRIBED AND SWORN to before me this 24 day of July, 1996, by William C Schuster.

My Commission Expires:

Aug 11, 1997

Sharon E Howard
Notary Public

