

ARTICLES OF INCORPORATION
CENTRO VILLAS ASSOCIATION

In compliance with the requirements of A.R.S. Sec 10-101 et seq, the undersigned, all of whom are of full age, as of this date voluntarily associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is CENTRO VILLAS ASSOCIATION, hereafter called the "Association."

ARTICLE II

OFFICE

The principal office of the Association is located at Tubac, Arizona.

ARTICLE III

STATUTORY AGENT

Thomas E. Wilson, whose address is Ninth Floor Valley National Building, Tucson, Arizona, and who has been a resident of Arizona for more than three years, is hereby appointed statutory agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of certain residence lots and the Common Area described as follows: .

A parcel of land situated in the southeast one-quarter (SE-1/4) of Section 6, Township 21 South, Range 13 East, G. & S.R.B. & M., Santa Cruz County, Arizona, more particularly described as follows:

BEGINNING at the southeast corner of said Section 6;

Thence S. 88° 44' 45" W., along the south line of said Section 6, a distance of 148.52 feet to a point;

Thence N. 01° 15' 15" W., a distance of 127.00 feet to a point on the centerline of a road as shown on the plat of Tubac Country Club Estates as recorded in Book 2 of Maps and Plats at Page 49 in the Office of the County Recorder, Santa Cruz County, Arizona;

Thence N. 36° 59' 59" E., traversing inside said right-of-way, a distance of 83.56 feet to a point on a curve in the northeasterly right-of-way line of said road;

Thence N. 36° 59' 59" E., a distance of 86.62 feet to a point;

Thence N. 01° 40' 31" W., a distance of 477.89 feet to a point;

Thence S. 77° 49' 49" W., a distance of 668.20 feet to a point;

Thence N. 04° 58' 21" W., a distance of 495.22 feet to a point;

Thence N. 85° 16' 40" E., a distance of 355.85 feet to a point;

Thence N. 51° 22' 55" E., a distance of 112.35 feet to a point;

Thence N. 18° 37' 05" W., a distance of 277.78 feet to a point;

Thence N. 57° 37' 05" W., a distance of 231.17 feet to the TRUE POINT OF BEGINNING of the parcel of land herein described;

Thence N. 59° 17' 05" W., a distance of 192.18 feet to a point;

Thence N. 30° 42' 55" E., a distance of 55.00 feet to a point;

Thence N. 85° 42' 55" E., a distance of 65.00 feet to a point;

Thence N. 65° 42' 55" E., a distance of 93.00 feet to a point;

Thence N. 01° 47' 05" W., a distance of 135.00 feet to a point;

Thence N. 89° 15' 05" E., a distance of 24.20 feet to a point;

Thence S. 00° 18' 51" E., a distance of 93.32 feet to a point;

Thence S. 03° 30' 24" E., a distance of 90.52 feet to a point;

Thence S. 12° 41' 20" E., a distance of 94.02 feet to a point;

Thence S. 72° 50' 55" W., a distance of 26.20 feet to a point;

Thence S. 42° 06' 50" W., a distance of 53.26 feet to the TRUE POINT OF BEGINNING of the parcel of land herein described;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the

jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Santa Cruz County Recorder, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the laws of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the

performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A members shall be all Owners with the exception of the Declarant, Southwest Golf, Inc., and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to two (2) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on May 1, 1975.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association.

At a meeting held on May 3, 1973, at the offices of Bilby, Thompson, Shoenhair & Warnock, P. C., in Tucson, Arizona, the undersigned committee or association elected the following persons as Directors to serve until the selection of their successors.

<u>NAME</u>	<u>ADDRESS</u>
Carl W. Haffenreffer	Tubac Valley Country Club Centro Villas Apartment No. 5 Tubac, Arizona 85640
Jack D. LaRock	Tubac Valley Country Club Centro Villas Apartment No. 1 Tubac, Arizona 85640
Harry C. Pollock	Tubac Valley Country Club Tubac, Arizona 85640

The annual membership meeting shall be held in Tubac, Arizona, on the second Monday in March of each year, except when that day shall be a legal holiday, in which case the meeting shall be held on the next succeeding day.

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the

members shall elect a director for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be divided in equal shares among those who are then members of the Association.

ARTICLE IX

INCORPORATORS

The name, residence and post office address of the incorporators of this Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jack D. LaRock	Tubac Valley Country Club Centro Villas Apartment No. 1 Tubac, Arizona 85640
John Lilly	Tubac Valley Country Club Centro Villas Apartment No. 4 Tubac, Arizona 85640

ARTICLE X

COMMENCEMENT AND DURATION

This corporation shall commence on the date a certificate of incorporation is issued by the Arizona Corporation Commission and shall endure for a period of twenty-five years and shall be renewed for successive

periods of twenty-five years, in accordance with Arizona law.

ARTICLE XI

OFFICERS

The affairs of the Association are to be conducted by the officers of the Association which shall include a president, vice-president, secretary and treasurer, and such other officers as the board may from time to time by resolution create.

ARTICLE XII

ELECTION OF OFFICERS

The officers shall be elected at the first meeting of the board of directors, following each annual meeting of the members and shall hold office for one year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

ARTICLE XIII

BY-LAWS

By-laws for this corporation shall be adopted by the board of directors and same may be amended or revised by the said board of directors as on said by-laws provided. Said by-laws shall provide, among other things, for the contracting, securing, paying, and limiting the

amount of this corporation's indebtedness and for such other rules and regulations for the management, control and regulation of the affairs of the corporation as are not repugnant to the laws of the State of Arizona, and as are consonant and agreeable with the objects of the corporation.

ARTICLE XIV

CORPORATE DEBT EXEMPTION

The private property of the members of this corporation is to be exempt from corporate debts.

ARTICLE XV

STOCKHOLDERS

There shall be no stockholders of said corporation and no profits or dividends shall ever be declared by this corporation.

ARTICLE XVI

AMENDMENTS

Amendment to these Articles shall require the assent of $66 \frac{2}{3}$ per cent ($66 \frac{2}{3}\%$) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of

this Association, have executed these Articles of Incorporation this _____ day of _____, 1973.

STATE OF ARIZONA)
) ss.
County of Pima)

This instrument was acknowledged before me, the undersigned, this _____ day of _____, 1973, by _____.

Notary Public

My Commission Expires:
