

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
AHWATUKEE BOARD OF MANAGEMENT, INC.

ARTICLE I

The name of the corporation shall be AHWATUKEE BOARD OF MANAGEMENT, INC., and its principal place of business shall be at Phoenix, Maricopa County, Arizona.

Membership in the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or legal title if equitable title has merged) of residential units constructed or planned to be constructed in AHWATUKEE, Phoenix, Arizona.

“AHWATUKEE” shall mean all that real property included within the AHWATUKEE Master Plan of Development as prepared by A. Wayne Smith and Associates and filed with Maricopa County, Arizona, and such addition thereto as may hereafter be brought within the development.

ARTICLE II

This corporation is organized pursuant to the general nonprofit corporation laws of the State of Arizona.

ARTICLE III

The names and post office addressee of the incorporators are as follows:

Daniel A. Verska, Wayne Unruh & Suzanne E. Seigler  
2933 West Indian School Road  
Phoenix, AZ 85017

ARTICLE IV

The general nature of the business in which the corporation is engaged is as follows:  
To do anything and everything lawfully necessary in the interest of the members of the corporation, including without limitations, the following:

1. To own, manage and maintain the common areas within AHWATUKEE and any additions thereto, as may hereafter be brought within the jurisdiction of the corporation, and promote efficiency and cooperation for the full enjoyment of the public areas by the grantees of the units within AHWATUKEE.
2. Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation 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 Maricopa County recorder, Phoenix, Arizona, 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.
3. 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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation.

4. 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 corporation.
5. 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.
6. Dedicate, sell, or transfer all or any part of the common areas 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.
7. 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 members.
8. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

#### ARTICLE V

The affairs of the corporation shall be conducted by a Board of Directors and such officers as the Board may elect or appoint. The Board shall select from its own members a president, vice-president, secretary and a treasurer. It may select an assistant secretary and an assistant treasurer who may or may not be a member of the Board.

The annual meeting of the corporation shall be held on the first Wednesday in April. At the first annual meeting after the effective date of this amendment to Article V, two (2) Directors shall be elected for terms of three (3) years each and the total number of Directors shall be eight (8). During this year only, in the event of a tied vote among the Board of Directors, the President shall abstain from the vote. At the second annual meeting after the effective date of this amendment to Article V, two (2) Directors shall be elected for terms of three (3) years each and the total number of Directors shall be seven (7). Thereafter, the total number of Directors shall be seven (7). Each Director shall serve a staggered term of three (3) years and shall serve until their successors are elected and qualified.

The Directors shall have power to fill vacancies occurring in the Board of Directors or in any office. Such appointments shall be for the remainder of the term of the vacant position. The Board of Directors may appoint from its own number an executive committee and invest such committee with such powers as may be approved by the Directors.

#### ARTICLE VI

This corporation shall have no power to issue capital stock, and no dividends or pecuniary profits shall be declared or inure to any member, directors, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no members, directors, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which has established its tax exempt status under Section 501 © (3) or Section 501 © (4) of the Internal Revenue Code.

#### ARTICLE VII

The time of commencement of this Corporation shall be the date upon which the Arizona Corporation Commission shall issue its Certificate of Incorporation and the Corporation shall have perpetual existence.

#### ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation may at any time subject itself shall be limited to One Hundred Thousand Dollars and no/100 (\$100,000) or any greater amount which may be authorized by three-fourth (3/4) of the members present at a duly called and noticed meeting of the membership, or in such amount as may be authorized by the Arizona Corporation Commission.

#### ARTICLE IX

The private property of the incorporators, members, directors and officers of this corporation shall be forever exempt from the debts and obligations of the corporation.

#### ARTICLE X

Subject to the further provisions hereof, the corporation shall indemnify any and all of its directors, officers, former directors and former officers, against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the corporation. Whenever any director, officer, former director or former officer shall report to the president of the corporation or the chairman of the Board of Directors that he had incurred or may incur expenses, including but not limited to legal fees, judgments and penalties in a legal action brought or about to be brought against him for or on account of any action or omission alleged to have been committed by him while acting within the scope of his employment as a director or officer of the corporation, the Board of Directors of the corporation shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the Board of directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and provided further, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him in the action.

## ARTICLE XI

These Articles of Incorporation may be amended at any meeting of the members called for that purpose by the Board of Directors or by a petition of at least two (2) percent of the total membership as of the first day of the preceding July. Amendments shall be adopted by an affirmative vote of a majority of the members of the corporation present at that meeting. Notice of any proposed amendment shall be given by written notice, published, posted, and noticed as required by the laws of the State of Arizona and by compliance with any additional requirements required by the Bylaws of the corporation. Suzanne E. Seigler, whose address is 2933 West Indian School Road, Phoenix, Arizona 85017, who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated Statutory Agent for the corporation for the State of Arizona upon whom service of process may be had. This appointment may be revoked at any time by filing the appointment of another agent.

## ARTICLE XII

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 corporation, including contract sellers, shall be a member of the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities that 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 corporation.

## ARTICLE XIII

The corporation shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, persons shall be members. The vote for such Lot shall be exercised as they 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 three (3) 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 the Class B membership; or
- b. On January 1, 1985.

## ARTICLE XIV

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

1. Annexation of additional properties, mergers, and consolidations,
2. Mortgaging of Public Areas, dedication of Public Areas, dissolution, and amendment to these Articles.

Article VIII AMENDED April 3, 2008; Article V AMENDED August 19, 2020