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ARTICLES OF INCORPORATION
OF

DATE APRR 10/31
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ARMORY PARK DEL SOL HOMEOWNERS' ASSOCIATION

(an Arizona non-profit corporation)

The undersigned, having associated ourselves together for the purposes of forming a non-profit corporation pursuant to the provisions of Title 10, Arizona Revised Statutes ("the Act"), do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be ARMORY PARK DEL SOL HOMEOWNERS' ASSOCIATION, and its principal place of business shall be initially located at 635 North Craycroft, #201, Tucson, Arizona 85711.

All capitalized words and terms used herein shall have the same meaning given in the Declaration. "Declaration" shall mean the Declaration of Protective Covenants, Conditions and Restrictions for Armory Park del Sol, Tucson, Arizona, as the same may be amended from time to time.

ARTICLE II
INITIAL BUSINESS

The initial business of the Association shall be to take all such actions as may be appropriate to accomplish the purposes set forth herein, and in particular to manage and maintain the Common Area for Armory Park del Sol subdivision.

ARTICLE III
DIRECTORS

The number of Directors shall be determined as provided in the By-Laws. The initial Board of Directors shall consist of the following one (1) director who shall serve until his successor is elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
John Wesley Miller	635 North Craycroft, #201 Tucson, Arizona 85711

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**ARTICLE IV
STATUTORY AGENT**

Stephen J. Lenihan, whose address is 1050 East River Road, Suite 300, Tucson, Arizona 85718, is hereby appointed the lawful agent of this corporation. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

**ARTICLE V
KNOWN PLACE OF BUSINESS**

The address for the known place of business is 635 North Craycroft, #201, Tucson, Arizona 85711.

**ARTICLE VI
INCORPORATORS**

The name and address of the person who is the incorporator is as follows:

<u>NAMES</u>	<u>ADDRESS</u>
John Wesley Milier	635 North Craycroft, #201 Tucson, Arizona 85711

**ARTICLE VII
MEMBERSHIP**

Each Owner, by virtue of being an Owner and only for so long as he is an Owner, shall be a Member. The Declarant and Developer shall also be Members for so long as Declarant and Developer own at least one Lot.

**ARTICLE VIII
PURPOSE AND POWERS OF THE ASSOCIATION**

8.1 The sole purpose of the Association is to provide for the control, maintenance, repair, replacement, improvement and safety of the Common Area, and to carry out the rights and obligations of the Association as set forth in the Declaration.

8.2 No part of the net earnings of the Association shall inure to the benefit of any private shareholder or individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments).

8.3 The Association shall have all of the powers which a corporation organized under the Act may have in order to accomplish the purposes set forth herein.

**ARTICLE IX
OFFICERS**

The initial Officers shall consist of the following persons who shall serve until their successors are elected and qualified:

<u>NAME</u>	<u>TITLE</u>
John Wesley Miller	President
Herb Leis	Secretary, Treasurer

**ARTICLE X
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. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

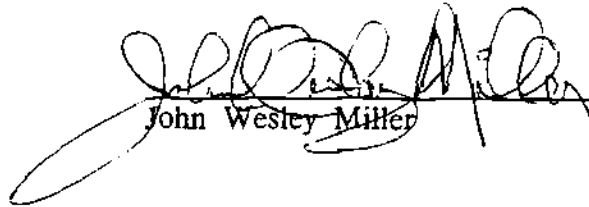
**ARTICLE XI
INDEMNIFICATION**

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

**ARTICLE XII
AMENDMENT**

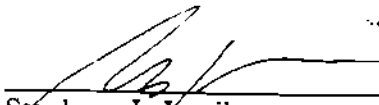
At any annual meeting of the corporation or at any special meeting of the corporation called for that purpose, these Articles of Incorporation may be amended by the affirmative vote of sixty-seven percent (67%) of the voting power of the Association upon notice given as required by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of OCTOBER, 2000.



John Wesley Miller

I, Stephen J. Lenihan, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Act.



Stephen J. Lenihan