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AZ STATE COMMISSION  
FOR THE STATE OF AZ  
FILED

Jun 22 9 27 AM '92  
APPROVED: *[Signature]*  
DATE: 7-24  
TERM: \_\_\_\_\_  
DATE: \_\_\_\_\_

244036-5

ARTICLES OF INCORPORATION  
OF  
GILBERT HEIGHTS OWNERS ASSOCIATION

In compliance with the requirements of §10-1001, et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a nonprofit corporation, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Gilbert Heights Owners Association. *UKH*

ARTICLE II

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, and Restrictions for Gilbert Heights recorded with the County Recorder of Maricopa County, Arizona, as Instrument No. 86-244292.

ARTICLE III

PRINCIPLE OFFICE

The principal office of the Association shall be located at 513 E. Horseshoe Ave. Gilbert, Arizona 85234.

ARTICLE IV

STATUTORY AGENT

Frank De Rosa whose address is 513 E. Horseshoe Ave, Gilbert, Arizona 85234, and 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 as the initial statutory agent for the corporation.

ARTICLE V

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 VI

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

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

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be five (5). The names and addresses of the Directors of the Association who shall service until the annual meeting or until their successors are elected and qualified are as follows:

Frank De Rosa

513 E. Horseshoe Ave.  
Gilbert, Arizona 85234

Donald Hoover

1013 W. Barcelona  
Gilbert, Arizona 85234

Paul Gardner

618 E. Rawhide  
Gilbert, Arizona 85234

Gilbert, Arizona 85234

Kathy Allen

1027 E. Caroline La.  
Tempe, Arizona

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws 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. So long as there is a Class B membership in the Association, any amendment of the Bylaws by the Board must be approved by the Veterans Administration or the Federal Housing Administration.

#### ARTICLE IX

##### OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Frank De Rosa - President  
Donald Hoover - Vice President Architecture  
Paul Gardner - Vice President Maintenance  
Karl Weiss - Secretary  
Kathy Allen - Treasurer

#### ARTICLE X

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of each class of Membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated or appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication refused acceptance, such assets shall be granted, conveyed, or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

## ARTICLE XI

## AMENDMENTS

These Articles may be amended by members represent at least two thirds (2/3) of the members present in the meeting or two-thirds (2/3) of the ballots cast, of the total authorized votes entitled to be cast by the Members of the Association; provided, however, that 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. So long as there is a Class B membership in the Association, any amendment of these Articles must have the prior written approval of the Veterans Administration or the Federal Housing Administration.

## ARTICLE XII

## DURATION

The corporation shall exist perpetually

## ARTICLE XIII

## INCORPORATOR

The name and address of the incorporator of the Association is:

Frank De Rosa

513 E. Horseshoe Ave.

Gilbert, Arizona 85234 (964-6108)

## ARTICLE XIV

## FHA/VA APPROVAL

As long as there is a Class B membership, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, undertaking self management of the Project or the Association and dissolution and amendment of these Articles of Incorporation.

Dated this 20th day of July, 1992.

