

# **ARTICLES OF INCORPORATION CANOA HILLS TOWNHOMES**

## ***AMENDMENT AND RESTATEMENT***

***OF***

## ***ARTICLES OF INCORPORATION***

***OF***

## ***CANOA HILLS TOWNHOMES, INC.***

Pursuant to the provisions of Article 3, Chapter 5, Title 10, Arizona Revised Statutes, and to resolutions adopted by its Board of Directors and the affirmative vote of the sole voting Member present and entitled to vote thereon at a combined special meeting held September 8, 1988, Canoa Hills Townhomes, Inc. hereby adopts the following amended and restated Articles of Incorporation:

### ***ARTICLE I: NAME***

The name of the corporation is Canoa Hills Townhomes, Inc., hereafter called the "Corporation".

### ***ARTICLE II: OFFICE***

The principal office and address of the Corporation is 3300 S. Placita De La Fabula, Green Valley, Pima County, Arizona.

### ***ARTICLE III : STATUTORY AGENT***

Clague A. Van Slyke whose address is Fifteenth Floor Citibank Tower, One South Church, Tucson, Arizona 85701-1612, is the statutory agent of this Corporation.

### ***ARTICLE IV: PURPOSE AND POWERS OF THE CORPORATION***

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to promote the health, safety and welfare of its members and to provide for maintenance, preservation and architectural control of certain common areas within the subdivisions of Pima County, Arizona, known as Canoa Hills Townhomes, Lots 1 through 64 and Common Areas "A" and "B" and Lots 65 through 143 and Common Areas "A" and "B", and any annexations thereto. Said property is governed by separate Declarations of Establishment of Conditions, Covenants and Restrictions, hereinafter referred to as the "Declarations". The Corporation shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or to annex additional residential property, streets, roadways, or alleys. Any merger,

consolidation or annexation shall have the assent of more than one-half ( 1/2) of the votes from those members entitled to vote, whether or not exercised by that member personally, unless a greater percentage of votes or other consent is required by the Declarations. The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from Federal Income Tax under Section 528 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue Law.

#### ***ARTICLE V: MEMBERSHIP***

Membership shall be determined as provided in the Declarations.

#### ***ARTICLE VI: VOTING RIGHTS***

The members' voting rights shall be determined as provided in the Declarations.

#### ***ARTICLE VII: INITIAL BUSINESS***

The character of business which the Corporation initially intends actually to conduct in this state is the operation of a homeowners association.

#### ***ARTICLE VIII: BOARD OF DIRECTORS***

The affairs of this Corporation shall be managed by a Board of Directors of not less than three persons. The number and term of Board members shall be provided in the Bylaws of the Corporation. The names and addresses of the persons elected to serve as Directors until the next annual meeting of Members or until their successors are elected and qualified are:

Roger Giachetti  
P. O. Box 587  
Green Valley, Arizona

Dennis Wilkins  
5902 E. Pima  
Tucson, Arizona

Carol M. Johnson  
P. O. Box 587  
Green Valley, Arizona

#### ***ARTICLE IX: ORIGINAL INCORPORATORS***

This Corporation was organized on June 20, 1985, and the original incorporators were Dennis Wilkins, 5902 E. Pima, Tucson, Arizona, and Roger Giachetti, P. O. Box 587, Green Valley, Arizona.

## **ARTICLE X: DISSOLUTION**

This Corporation may be dissolved only in accordance with the provisions of the Declarations and in accordance with the Arizona law. Upon dissolution, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted

to such similar purposes.

## **ARTICLE XI: LIMITATION OF DIRECTORS' LIABILITY**

The personal liability of the directors to the corporation or its members for monetary damage for breach of fiduciary duty is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provision in these Articles shall eliminate or limit the liability of a director for any of the following:

- (a) Any breach of any such person's duty of loyalty to the corporation or its members.
- (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
- (c) A violation of A.R.S. §10-1026 (issuance of shares of stock and distribution of income or profit to members, directors or officers prohibited)
- (d) Any transaction from which the director derived an improper personal benefit.
- (e) A violation of A.R.S. § 10-1097 (director conflicts of interest).

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

Pursuant to A.R.S. § 10-1017.D, and to the extent permitted thereunder, any person who serves as a director or who serves on a board or council in an advisory capacity to the nonprofit corporation or board of directors of a nonprofit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person, providing that such limitation of liability does not modify the duties or liabilities of a director or person serving in an advisory capacity to the corporation or the corporation's members.

## **ARTICLE XII: EFFECT OF RESTATED ARTICLES**

These amended and restated Articles of Incorporation correctly set forth the operative provisions of the Articles of Incorporation as amended and adopted by the Board of Directors and sole voting Member of the Corporation on September 8, 1988, and these Restated Articles of Incorporation completely replace and supersede the original Articles of Incorporation filed on June 20, 1985, and any amendments thereto.

DATED: February 10, 1989.

CANOA HILLS TOWNHOMES, INC.

By (*signature*)

Roger Giachetti, President

By (*Signature*)

Carol M. Johnson, Secretary

STATE OF ARIZONA

COUNTY OF PIMA

On this 10th day of February , 1989, before me, the undersigned notary public, personally appeared Roger Giachetti and Carol M. Johnson, President and Secretary respectively, of Canoa Hills Townhomes, Inc., an Arizona nonprofit corporation, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same for the purposes therein contained.

My: commission expires: April 5, 1990

(*Signature*)

Notary Public