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AZ CORPORATION COMMISSION
FILED

APR - 3 2007

ARTICLES OF INCORPORATION

OF

EIN #
27-2178231

BROADWAY SAN MARCOS

FILE NO. 1356994-2

HOMEOWNERS ASSOCIATION,

AN ARIZONA NONPROFIT CORPORATION

The undersigned natural person of age eighteen (18) years or more, acting as an incorporator under the provisions of Arizona law, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the nonprofit corporation is Broadway San Marcos Homeowners Association (hereinafter called "the Association").

ARTICLE II

DURATION

The duration of this nonprofit corporation is to be perpetual.

ARTICLE III

PURPOSE

This corporation is organized as a nonprofit corporation, and the specific purposes for which it is organized are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain tract of real property situated in Pinal County, State of Arizona, and particularly described in the Declaration of Covenants, Conditions and Restrictions for Broadway San Marcos, a Planned Area Development (the "Declaration" herein) which was filed for

Area Development (the "Declaration" herein) which was filed for record with the office of the County Recorder of Pinal County 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 corporation for this purpose to:

a) exercise all of the power and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes 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 the owners of seventy-five

percent (75%) of the Lots subject to the Declaration, agreeing to such dedication, sale or transfer;

e) 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 the owners of seventy-five percent (75%) of the Lots subject to the Declaration; and

f) have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of Arizona governing nonprofit corporations may now or hereafter have or exercise.

ARTICLE IV

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 or record to assessments by the Association 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 V

VOTING RIGHTS

The Association shall have two (2) classes of voting Membership as follows:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, for so long as there exists a Class B Membership. Class A Members shall be entitled to one (1) 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 determine, but in no event shall more than one (1) vote be cast with respect to any Lot owned by Class A Members.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration) who shall be entitled to a total of three (3) votes for each Lot owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership on the happening of any of the following events, whichever occurs earliest:

(a) When the total votes outstanding in the Class A Memberships, inclusive of votes attributable to any property annexed to the Property, equals the total votes outstanding in the Class B Memberships;

(b) Ten (10) years from the date of recording the Declaration; or

(c) On voluntary cancellation of Class B Membership by the Declarant.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors.

Section 2. The number of Directors on the Board of Directors shall be not less than three (3). The initial governing board shall be comprised of three (3) Directors. The Directors shall be classified with respect to the time for which they shall severally hold office, by dividing them into two (2) classes, to be known as "Class 1" and "Class 2." Class 1 shall consist of one Director to hold office for one (1) year. Class 2 shall consist of two Directors to each hold office for two (2) years. At each annual meeting of the Association, the successor(s) to the class of Directors whose term(s) shall expire in that year shall be elected to hold office. The names and street addresses of the persons who are appointed to act in the capacity of Directors until the election of their successors are:

NAMEADDRESS

Class 1:

David C. Clark

9075 South 1300 East
Sandy, Utah 84070

Class 2:

Dahn J. Walker

1725 E. Fountain
Mesa, Arizona 85203

Richard Welch

9075 South 1300 East
Sandy, Utah 84070

Section 3. No member of the Board of Directors shall receive any compensation for his or her services as such, other than reimbursement of their expenses, if any, for attendance at meetings of the Board of Directors, but any Director may be employed by the corporation in a capacity or capacities other than as a Director and may be compensated by the corporation for such services.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David C. Clark	9075 South 1300 East Sandy, Utah 84070

ARTICLE VIII

KNOWN PLACE OF BUSINESS (In Arizona)

The street address of the known place of business of the Corporation is 1725 E. Fountain, Mesa, Arizona 85203.

ARTICLE IX

STATUTORY AGENT (In Arizona)

The name and address of the statutory agent of the Corporation is:

Dahn J. Walker	1725 E. Fountain Mesa, Arizona 85203
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ARTICLE X**ASSETS, INCOME AND PROFITS**

No part of the net earnings, income, gains, profits, funds or property of this corporation in whatsoever manner acquired by it shall at any time, including but not limited to the time of dissolution of this corporation, inure to or be distributed for the benefit of any private shareholder or individual or any Member, Director or officer of this corporation, but the same shall be devoted solely to the purposes for which this corporation is formed as the same are hereinabove declared and set forth. Provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation to its Director's or officers for services actually rendered.

ARTICLE XI**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 the dissolution of the Association other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, dispose of all its remaining assets to such organization or organizations formed and operating exclusively for purposes similar to those for which this Association was created. In the event that such disposition is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other

organization which in the judgment of the Board of Directors will best accomplish the general purposes for which this corporation was created.

ARTICLE XII

STOCK


The corporation shall not issue stock.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF the undersigned, being the incorporator, executed these Articles of Incorporation and certified to the truth of the facts herein stated this 21 day of March, 2007.



David C. Clark

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 21 day of March, 2007.



Dahn J. Walker