



# STATE OF ARIZONA



# Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

#### **ARTICLES OF INCORPORATION, 11/10/1982**

consisting of 6 pages, is a true and complete copy of the original of said document on file with this office for:

SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION ACC file number: -0508301-6



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: November 29, 2012.

Executive Director

By:\_\_\_\_

DONYELL BOLDEN





# INCORPORATING DIVISION

Phoenix Address: 1200 West Washington Phoenix, Arizona 85007 Tucson Address: 402 West Congress Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

### A.C.C.A.N.C.C.S.R.J.F.W.L.L.B.G.1621364

SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION **EXACT CORPORATE NAME** 

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OUT OF THE NEVERSE SIDE

NOV 10 1982

**DOCUMENTS ARE SUBJECT** THE UNDERSIGNED CERTIFY THAT: TO REVIEW BEFORE FILING

No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation: Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within

the seven-year period immediately preceding the execution of this Certificate.

Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of

Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:

Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or

involved the violation of the consumer fraud laws of that jurisdiction; or

Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- For any person or persons who have been or are subject to one or more of the statements in Items A 1 through A.3 above, the following information MUST be attached:
  - Full name and prior name(s) used.

Full birth name.

Present home address.

Prior addresses (for immediate preceding 7-year period).

Date and location of birth.

Social Security number.

The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

#### STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or. (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked?

### IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

Name and address of the corporation.

Full name, including alias and address of each person involved.

State(s) in which the corporation:

(a) Was incorporated.

Has transacted business.

4. Dates of corporate operation.

A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

Arizona County of Pima

Subscribed, sworn to and acknowledged before me this

DAY of .

TARY PUBLIC

My Commission expires: My Commission Expires June 1, 1985

DATE 10/20/82 President

FISCAL DATE: March 1 to

Inc. 0001 - Domestic Rev. 5/82

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DATE AFTIN

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ARTICLES OF INCORPORATION

OF

SUNRISE TERRITORY ESTATES

HOMEOWNERS ASSOCIATION

In compliance with the requirements of A.R.S. Section 10-1001 et seq., the undersigned, is a resident of Arizona and of full age, as of this date voluntarily formed a corporation not for profit and does hereby certify:

#### ARTICLE I

#### NAME

The name of the corporation is SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION, hereafter called the "Association".

#### ARTICLE II

#### OFFICE

The principal office of the Association is located at 5902 East Pima Street, Tucson, Arizona.

#### ARTICLE III

#### STATUTORY AGENT

Clague A. Van Slyke, whose address is Ninth Floor, Valley National Building, Tucson, Arizona, is hereby appointed Statutory Agent of this Association.

I, CLAGUE A. VAN SLYKE, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

AZ CORP COMMISSION FOR THE STATE OF AZ.

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#### ARTICLE IV

#### PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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 residence lots and ownership, maintenance, preservation and architectural control of certain common areas within the subdivision in Pima County, Arizona known as FAIRFIELD SUNRISE EAST, Lots 89 thru 220, being a portion of FAIRFIELD SUNRISE EAST, Lots 1-520, and common areas A-J, hereinafter referred to as "Declarations". The Association shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional residential property, streets, roadways, alleys and 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. 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 Article II of the Declarations.

#### ARTICLE VI

#### VOTING RIGHTS

The members' voting rights shall be determined as provided in Article III of 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 number of directors constituting the initial Board of Directors shall be three; the number of directors

thereafter shall be fixed by the By-Laws. The names and addresses of the persons who are to serve as directors until the First Annual Meeting of Members or until their successors are elected and qualified are:

Roger Giachetti, 5902 East Pima St., Tucson, Arizona 85715 Neal T. Simonson, 5902 East Pima St., Tucson, Arizona 85715 Vincent W. Dean, 5902 East Pima St., Tucson, Arizona 85715

#### ARTICLE IX

#### INCORPORATOR

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

James F. Morrow, Valley National Building, 2 East Congress Street, Tucson, Arizona 85701

#### ARTICLE X

#### ADDRESS OF CORPORATION

The address of the corporation's initial known place of business is 5902 East Pima Street, Tucson, Arizona 85715.

#### ARTICLE XI

#### DISSOLUTION

In the event of a dissolution or winding-up of the corporation, all the assets of the corporation shall be transferred to a transferee which is exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand this /> day of Gilete, 1982.

Jens I. Am

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STATE OF ARIZONA )
COUNTY OF PIMA )

Subscribed and sworn to before me this fill day of November, 1982 by James F. Morrow.

Latucia E Stewart
Notary Public

My Commission expires:

November 7, 1984

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# AJO COPPER NEWS

Phone 602-387-7688

P. O. Box 39

Ajo, Arizona 85321



State of Arizona ) County of Pima

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Hollister David deposes and says that he is the publisher of the Ajo Copper News, a weekly newspaper of general circulation and established character, published weekly at Ajo, Pima County, Arizona; and that Articles of Incorporation of SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION

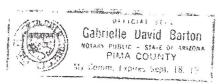
a correct copy of which is attached to this affidavit, was published in the said Ajo Copper News every week in the newspaper proper and not in a supplement for a period of Three weeks, November 25, December 2, 9, 1982.

Publisher, Ajo Copper News

Sworn to and subscribed before me, a Notary Public in and for the County of Pima, Arizona, this 9 day of December, 1982.

abrule Loute Button

Notary Public



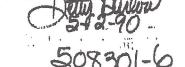
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#### ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

OF

By Solon

## SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION.

SECOND: The document attached hereto as Exhibit A sets forth the amendment(s) to the Articles of Incorporation which were adopted by the members of the Corporation on January 9, 1990, in the manner prescribed by the Arizona Nonprofit Corporation Act.

The foregoing instrument was acknowledged before me this 24 day of April ,1990, by Maureen Quake and Marianne Pearson, President and Secretary, respectively, of SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION, an Arizona Corporation, on behalf of said corporation.

Budget a Purtell Notary Public

My commission expires:

002277

#### EXHIBITA

#### ARTICLES OF AMENDMENT

#### TO THE

#### ARTICLES OF INCORPORATION

OF

### SUNRISE TERRITORY ESTATES HOMEOWNERS ASSOCIATION

1. The following Article is added:

# ARTICLE XII INDEMNIFICATION, DIRECTORS' LIABILITY

To the extent permissible under applicable Arizona law, the corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee, or agent of the Corporation. This indemnification is permitted by law.

To the fullest extent permissible under applicable Arizona law, a director of the Corporation shall have no personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty, or negligence or other misconduct in the performance of his or her duty, as a director. It is provided, however, that no provision in these Articles may eliminate or limit the liability of a director for any of the following:

- (a) any breach of the director's duty of loyalty to the Corporation or its member;
- (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. Section 10-1026 (prohibiting the unlawful payment of a dividend or other distribution of income or profit);
- (d) any transaction from which the director derived an improper personal benefit;
- (e) a violation of A.R.S. Section 10-1097 (relating to director conflicts of interest), or
- (f) any breach of contract with the Corporation or with any other party, on account of which the Corporation or its members suffer damages.