



AUG 29 2006

ARTICLES OF INCORPORATION

FILE NO. 1303071-8

OF

**HIDDEN VALLEY HOMEOWNER'S ASSOCIATION OF TUCSON, INC.**

**An Arizona Nonprofit Corporation**

THE UNDERSIGNED associate ourselves together to form a nonprofit corporation under the laws of the State of Arizona and for that purpose adopt the following Articles of Incorporation.

**ARTICLE I - CORPORATE NAME AND DURATION**

The name of this Corporation shall be: Hidden Valley Homeowner's Association of Tucson, Inc.  
The period of duration for the Corporation shall be perpetual.

**ARTICLE II - PLACE OF BUSINESS**

The initial principal office and place of business of the Corporation shall be 4711 N. Standstone, Tucson, Arizona 85750. However, its Board of Directors may meet at such other places within or without the State of Arizona as the Directors may from time to time designate.

**ARTICLE III - PURPOSE**

The Corporation does not seek or contemplate pecuniary gain or profit to the Members thereof; and the specific purposes for which it is organized are to promote the safety, health, economic well-being and welfare of its Members, to promote the Hidden Valley Estates Subdivision as a residential neighborhood, to provide for the architectural control of the subdivision in Pima County, Arizona, known as Hidden Valley Estates ("Subdivision"), and for the maintenance and preservation of Common Areas and other areas of responsibility of the Corporation. The Subdivision is governed by, among other things, Declarations of Establishment of Covenants, Conditions and Restrictions, recorded in the Office of the Pima County Recorder ("Declarations"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them by the Declarations. The Declarations shall be deemed incorporated herein for such purpose. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 1986 and any amendments or revisions thereof. The additional purposes for which this Corporation is organized are the transaction of any and all lawful business for which nonprofit homeowners associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The foregoing enumeration of special powers shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is incorporated.

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**ARTICLE IV - INITIAL BUSINESS**

The character of the business that the Corporation initially intends to conduct in this State is to take all such actions as may be appropriate to accomplish the purposes set forth above as well as to perform such other powers and duties as are imposed on or granted to the Association by the Declarations.

**ARTICLE V - POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III herein.

**ARTICLE VI - DISSOLUTION**

The Association may be dissolved with the written consent and signed by a majority of the members of the Association. Upon the winding up and dissolution of this Corporation, other than incident to a merger or consolidation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a public body, nonprofit fund, foundation, or corporation, which is organized and operated for similar purposes and shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code and any amendments thereof. Any assets not disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors of not less than ten (10) persons. The number and term of the Board members shall be provided in the Bylaws of the Corporation. The Board of Directors, or any Board Member thereof, may be removed at any time, with or without cause, by a majority vote of the Board of Directors of the Corporation. The names and addresses of the initial Board of Directors who are to serve until the first annual election or until their successors are elected are as follows:

Leland Montell  
P.O. Box 31833  
Tucson, Arizona 85751

Margie Kersey  
P.O. Box 31833  
Tucson, Arizona 85751

Carlos Rangel  
P.O. Box 31833  
Tucson, Arizona 85751

Ben Jacobs  
P.O. Box 31833  
Tucson, Arizona 85751

Kerry Patten  
P.O. Box 31833  
Tucson, Arizona 85751

Felix Gafner  
P.O. Box 31833  
Tucson, Arizona 85751

Erin Stark  
P.O. Box 31833  
Tucson, Arizona 85751

MaryAnn Jacobs  
P.O. Box 31833  
Tucson, Arizona 85751

Heather Bolton  
P.O. Box 31833  
Tucson, Arizona 85751

Craig Cline  
P.O. Box 31833  
Tucson, Arizona 85751

Paul Relich  
P.O. Box 31833  
Tucson, Arizona 85751

Laura and David Nix  
P.O. Box 31833  
Tucson, Arizona 85751

Cathy Negelspach  
P.O. Box 31833  
Tucson, Arizona 85751

Except as otherwise provided in these Articles, the Board of Directors, by a majority vote of those present at a duly convened meeting and without a vote of the Association Members, shall have the power to adopt, amend and rescind the Bylaws for the governing of the Corporation .The Board may also fill vacancies occurring in the Board of Directors, or in the offices of the Corporation, for any cause, and to designate such powers and duties for said officers as they may be prescribed.

**ARTICLE VIII - OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. The officers shall be elected by the Board of Directors at their annual meeting and shall serve until their successors are elected.

**ARTICLE IX - MEMBERSHIP VOTING AND OTHER RIGHTS**

The Corporation shall have members and membership in the Association shall be limited to the Owners of property in the Subdivision. Each Owner shall have such rights, obligations, privileges and votes in the Association as are set forth in the Declarations, and in the Bylaws of the Corporation.

**ARTICLE X - EXEMPTION OF PRIVATE PROPERTY**

The incorporators, directors, officers, employees and agents of the Corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

**ARTICLE XI - ELIMINATION OF DIRECTORS' LIABILITY**

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

- A. Any breach of the directors' 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 knowing violation of law.

C. A violation of A.R.S. § 10-1026 (shares of stock and dividends prohibited).

D. Any transaction from which the director derived an improper personal benefit.

E. A violation of A.R.S. § 10-1097 (director conflict of interests).

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.

#### **ARTICLE XII - INDEMNIFICATION**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent or another corporation, partnership, joint venture, trustor, other enterprise, in all circumstances in which and to the extent that such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect. Any indemnification hereunder shall be made by the Corporation only as authorized by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as permitted and provided for by the laws of the State of Arizona as then in effect.

#### **ARTICLE XIII - INCORPORATOR**

The name and address of the Incorporator is: Paul A. Relich, P.O. Box 31833, Tucson, Arizona 85751

#### **ARTICLE XIV - STATUTORY AGENT**

The Statutory Agent is Paul A. Relich, whose address is 8230 East Broadway Boulevard, Suite E-8, Tucson, Arizona 85710. The Board of Directors may, at their option, revoke such appointment and shall have the power to fill such vacancy.

#### **ARTICLE XV - AMENDMENTS**

These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

**ARTICLE XVI- NONDISCRIMINATION**

The corporation shall not practice or permit discrimination on the basis of race, creed, color, religion, national origin, age, gender or disability.

**ARTICLE XVII -GOVERNING DOCUMENTS**

In the event that any part or provision of these Articles are in Conflict or inconsistent with the Declarations or any amendments thereto, the terms and provisions of the Declarations shall control and supersede such conflicting or inconsistent provision hereof, except as may otherwise be required by applicable law.

IN WITNESS WHEREOF, the undersigned incorporator hereto sets his hand this 7<sup>th</sup> day of August, 2006.

Incorporator: Paul A. Relich  
Paul A. Relich

**STATUTORY AGENT ACKNOWLEDGMENT**

I, Paul A. Relich, having been designated to act as Statutory Agent, hereby certify that I have been a bona fide resident of the State of Arizona for in excess of three years and that I consent to act as Statutory Agent until removed or until my resignation.

Paul A. Relich  
Paul A. Relich

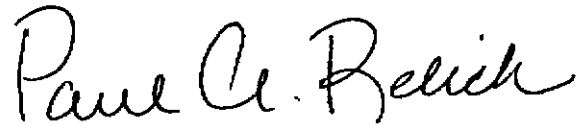
ACKNOWLEDGMENT OF ACCEPTANCE OF STATUTORY AGENT  
TO SERVE AS REGISTERED AGENT

FOR

HIDDEN VALLEY HOMEOWNER'S ASSOCIATION OF TUCSON, INC.

I, Paul A. Relich, have been designated to act as Statutory Agent for and on behalf of HIDDEN VALLEY HOMEOWNER'S ASSOCIATION OF TUCSON, INC., an Arizona Non-profit corporation, hereby consent to act in that capacity until my removal or resignation is submitted, in accordance with Arizona Revised Statutes.

DATED this 7<sup>th</sup> day of August, 2006.



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Paul A. Relich, Esq.  
Law Offices of Paul A. Relich, P.C.  
8230 East Broadway Boulevard,  
Suite E-8  
Tucson, Arizona 85710

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE

A.R.S. Section 10-3202.D.

Hidden Valley Homeowner's Association  
of Tucson, Inc.

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. 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 wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?;
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No X

B. IF YES, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.   |
| 2. Full birth name.   | 7. 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. |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_ No X

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

- |   |   |
|---|---|
| 1. Name and address of the corporation.   | 4. Dates of corporate operation.  |
| 2. Full name, including alias and address of each person involved.  | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |   |

D. The fiscal year end adopted by the corporation is Calendar year ending December 31.

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Paul C. Seuch DATE 8-29-06  
TITLE Incorporator

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.