

ARTICLES OF INCORPORATION  
OF  
GREEN RIDGE HOMEOWNERS ASSOCIATION  
OF PIMA COUNTY

771333-0  
P.E. COUNTY COMMISSION  
FOR THE STATE OF ARIZONA  
MAR 7 2 42 PM '96  
B. V. [Signature]  
3-8-96

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I  
NAME

The name of the Association is GREEN RIDGE HOMEOWNERS ASSOCIATION OF PIMA COUNTY, hereafter called the "Association".

ARTICLE II  
PLACE OF BUSINESS

The principal place of business of the Association shall be Pima County, Arizona, and its known place of business shall be 145 S. Sixth Avenue, Tucson, Arizona 85701.

ARTICLE III  
PURPOSE

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, repair and replacement of the common property and architectural control within the subdivision in Pima County, Arizona, known as Green Ridge, to have and to exercise all powers, rights and privileges which a non-profit corporation of the State of Arizona may by law now or hereafter have or exercise and to do and perform any and all acts and things to transact any business not inconsistent with law which may be necessary, incident to or convenient in carrying out any of the purposes of the Association. The Association in the fulfillment of its purposes shall have those powers enumerated in A.R.S. Section 10-1005

and the Declaration of Covenants, Conditions and Restrictions and Grant and Reservation of Easements of Green Ridge Subdivison, hereinafter referred to as the "Declaration", as recorded in the office of the County Recorder of Pima County, Arizona, as may be amended from time to time. The Association shall not carry on any activities not permitted to be carried on by a homeowner's association exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue law.

ARTICLE IV  
INITIAL BUSINESS

The character of business which the corporation initially intends actually to conduct in this State is the operation of a homeowner's association.

ARTICLE V  
MEMBERSHIP, VOTING AND OTHER RIGHTS

The authorized number and qualification of members of the Association; the different classes of membership, if any; voting and other rights and privileges of the members; and their liability for assessments and the method of collection thereof, shall be as provided for in the Declaration and By-Laws of the Association.

ARTICLE VI  
STATUTORY AGENT

The initial statutory agent for the Association is hereby designated as Richard B. Price, 145 S. Sixth Avenue, Tucson, Arizona 85701.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3); the number of directors thereafter shall be fixed by the By-Laws of the Association. The names and addresses of the persons who are to serve as directors until the First Annual Meeting of Members, to be held at a time and place as provided by the By-Laws, or until their successors are elected and qualified are:

Marita Muhr  
145 S. Sixth Avenue  
Tucson, Arizona 85701

Richard B. Price  
145 S. Sixth Avenue  
Tucson, Arizona 85701

Delia J. Price  
145 S. Sixth Avenue  
Tucson, Arizona 85701

#### ARTICLE VIII INCORPORATOR

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

Richard B. Price  
145 S. Sixth Avenue  
Tucson, Arizona 85701

#### ARTICLE IX EXEMPTION

The private property of each and every officer, director, and member of this Association shall at all times be exempt from the debts and liabilities of the Association.

#### ARTICLE X LIMITATION OF DIRECTOR LIABILITY

No director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of the director for any of the following:

1. Any breach of the director's duty of loyalty to the Association or its members;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transactions from which the director derived an improper personal benefit.

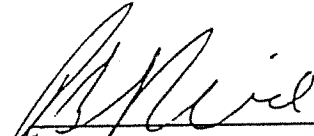
ARTICLE XI  
GOVERNING DOCUMENTS

In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, or any amendments thereto, the terms and provisions of the Declaration shall prevail and supersede such conflicting or inconsistent provisions hereof except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the Association, the Board of Directors of the Corporation, nor any agent or employee of the Association shall be authorized or empowered to take any action inconsistent with the above provisions of the Declaration.

ARTICLE XII  
AMENDMENT TO ARTICLES

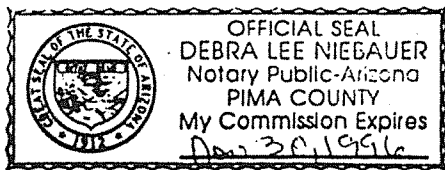
These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of seventy five percent (75%) of the members of this Association entitled to vote at any duly constituted and convened regular or special meeting of members.

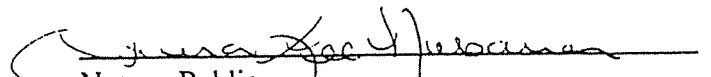
IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand this 6<sup>th</sup> day of March, 1996.

  
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RICHARD B. PRICE

STATE OF ARIZONA     )  
  ) ss.  
COUNTY OF PIMA     )

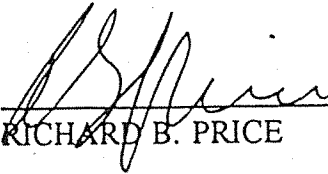
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of March, 1996 by RICHARD B. PRICE.



  
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Notary Public

CONSENT OF STATUTORY AGENT

I, RICHARD B. PRICE, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

  
RICHARD B. PRICE