

06026 ZUART

Dkt 9171 984

**STATE OF ARIZONA***Corporation Commission*

*To all to Whom these Presents shall Come, Greeting:*

I, **WILLIAM R. JOHNSON**, **SECRETARY OF THE ARIZONA CORPORATION COMMISSION**, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the **ARTICLES OF INCORPORATION**

of

**VILLA DEL MONTE' ASSOCIATION, INC.**

which were filed in the office of the Arizona Corporation Commission on the 10th day of **January, 1972**, as provided by law.

**IN WITNESS WHEREOF**, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS **10th** DAY OF **January** A. D. **1972**.

*William R. Johnson*  
BY **SECRETARY.**

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION  
OF  
VILLA DEL MONTE' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned persons have this day associated themselves together for the purpose of forming a corporation under and pursuant to the rules of the State of Arizona, and for that purpose hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

VILLA DEL MONTE' ASSOCIATION, INC.

ARTICLE II

This Corporation is organized pursuant to the general non-profit Corporation laws of the State of Arizona.

ARTICLE III

The names, residences and post office addresses of the incorporators are as follows:

Mario Capriotti, 4510 North 34th Place, Phoenix,  
Arizona 85018;

Agostino Tomaselli, 3634 North 28th Place, Phoenix,  
Arizona 85016;

Vincent D'Agostino, 643 East Winged Foot Road,  
Phoenix, Arizona 85022;

Carmelo Arena, 3404 North 32nd Street, Apt. 26,  
Phoenix, Arizona 85018.

ARTICLE IV

The number of directors of this corporation to act initially shall be four (4) but such number may be changed as provided in the duly accepted By Laws of this corporation. The following

DPT 9171 PAGE 986

persons were elected on December 28, 1971, at Phoenix, Arizona, to serve as directors until the election of their successors:

Mario Capriotti	4510 North 34th Place, Phoenix, Arizona 85018;
Agostino Tomaselli	3634 North 28th Place, Phoenix, Arizona 85016;
Vincent D'Agostino	643 East Winged Foot Road, Phoenix, Arizona 85022;
Carmelo Arena	3404 North 32nd Street, Apt. 26, Phoenix, Arizona 85018.

#### ARTICLE V

The principal place of business of the corporation shall be at the City of Phoenix, State of Arizona, but the corporation may establish other offices within and without the State of Arizona, for conducting the business and affairs of the corporation.

#### ARTICLE VI

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as "Villa Del Monte", a 40-unit sub-lot development on the South one-third of Lot 13, ORANGEDALE TRACT, according to Book 1 of Maps, page 35, records of Maricopa County, Arizona, and to promote the health, safety and welfare of the owners and/or occupants within the above described property, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as

CMT 9171 987

set forth in that certain Declaration of Restrictions, hereinafter called the "Declaration", applicable to the property and to be recorded in the County Recorder's Office of Maricopa County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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) borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Arizona may now or hereafter exercise.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification, or in any manner limit or restrict the purposes and objects of the corporation.

#### ARTICLE VIII

Every person or entity who is a record owner of a fee, or undivided fee interest in any Lot which is subject by covenants

DKT 9171 FILE 988

of record to assessment by the Association, shall be a member of the Association and shall receive one share of capital stock. The term "Record Owner" shall include a purchaser having the right to possession under a recorded agreement of sale. In the event any such lot is owned by two or more persons, a single share of stock shall be issued in the names of all, and they shall designate to the Association in writing one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board of Directors of the Association shall make such designation. No shares shall be issued to any other person or persons. 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. Ownership of such Lot shall be the sole qualification for membership. The members collectively shall be called the "Council of Co-owners".

An owner of a townhouse shall automatically, upon becoming the owner of a townhouse, be a member of the Association, and shall remain a member of the Association until such time as his ownership ceases for any reason, at which time his membership in said Association shall automatically cease and his stock certificate shall be surrendered to the Association. A member shall be entitled to one vote for each share of stock owned by said member.

#### ARTICLE IX

The affairs of this Association shall be managed by a

Dkt 9171 Page 989

Board of not less than three (3) nor more than eleven (11) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the ByLaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are set out in Article IV above.

At the first annual meeting, the Council of Co-owners shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at each annual meeting thereafter, the directors shall elect three directors for a term of three years.

The first annual meeting of the Council of Co-owners of the corporation shall be held within ninety (90) days from the date of this corporation charter. Thereafter, the annual meeting of the Council of Co-owners shall be held on the date of each calendar year as shall be specified by the ByLaws of this Corporation, duly adopted or amended. The annual meetings of the Board of Directors and the members of the Council of Co-owners shall be held at the office of the corporation or at such other office or offices within the County of Maricopa, State of Arizona, as may be designated by the Board of Directors. There shall be no less than two (2) meetings of the Board of Directors during each fiscal year.

#### ARTICLE X

The time of commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall issue its Certificate of Incorporation and the termination of the corporation shall be twenty-five (25) years thereafter, with the power and privilege of successive renewal as provided by law.

CKT 9171 984 990

Application for the renewal of such corporate existence shall be made in a timely manner prior to the date of termination of the original corporation charter.

ARTICLE XI

Any indebtedness or liability, direct or contingent, will be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and approved by the Arizona Corporation Commission, to the extent required by the laws of the State of Arizona. The amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed the sum of \$25,000.00 except that additional amounts may be authorized by an affirmative vote of two-thirds of the members of the Council of Co-owners.

ARTICLE XII

The private property of each and every officer, director and member of the Council of Co-owners of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XIII

This corporation hereby appoints Howard W. Gibbons, 710 First National Bank Building, Phoenix, Arizona 85004, who is now and has been for more than three years last past a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all services and processes, including service of summons, may be made, and which, when so served, shall be lawful, personal service upon this corporation.

DKT 9171 REC 991

## ARTICLE XIV

A. MERGERS AND CONSOLIDATIONS. To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the consent of two-thirds of the entire voting membership.

B. AUTHORITY TO MORTGAGE. Any mortgage by the Association of the Common Areas defined in the Declaration shall have the assent of two-thirds of the entire voting membership.

C. AUTHORITY TO DEDICATE. The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility, for such purposes and 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 members entitled to cast two-thirds of the votes of the entire voting membership, agreeing, to such dedication, sale or transfer.

D. DISSOLUTION. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of the entire voting membership. Upon dissolution of the Association, the assets, both real and personal of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

E. RESTRICTIONS. The corporation shall not execute nor file for record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.



F. AMENDMENT. These Articles of Incorporation may be amended by an affirmative vote of a majority of a quorum of the members of the Council of Co-owners.

ARTICLE XV

This corporation is not organized for pecuniary profit nor shall it have any power to declare dividends, and no part of the net earnings of the corporation shall inure to the benefit of any member, officer, incorporator or individual.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 31<sup>st</sup> day of December, 1971.

Mario Capriotti  
MARIO CAPRIOTTI

Agostino Tomaselli  
AGOSTINO TOMASELLI

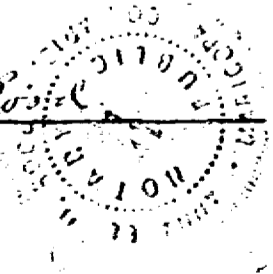
Vincent D'Agostino  
VINCENT D'AGOSTINO

Carmelo Arena  
CARMELO ARENA

STATE OF ARIZONA     )  
                                  ) ss.  
COUNTY OF MARICOPA )

The foregoing Articles of Incorporation were subscribed and sworn to before me this 31<sup>st</sup> day of December, 1971, by Mario Capriotti, Agostino Tomaselli, Vincent D'Agostino and Carmelo Arena.

Arnold M. Rosell  
Notary Public



My commission expires:  
December 30, 1973

DKT 9171 PAGES 993

85631  
ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JAN 10 1972

At 2:30 P.M. at request of  
Howard W. Gibbons  
Address 411 N. Central, Suite 710  
Phoenix, Arizona 85004  
by Kay A. Rogers,  
William R. Johnson,

STATE OF ARIZONA }  
County of Maricopa } ss

I hereby certify that the within instrument was filed and recorded at request of

*Howard W. Gibbons*

in Docket 9171 JAN 10 '72 - 3 12  
on page 984 - 993

Witness my hand and official seal the day and year aforesaid.

Paul A. Hunter

County Recorder

*Paul A. Hunter*  
County Recorder

200