

TIERRA DEL RIO

ARTICLES OF INCORPORATION
(9-25-84)

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AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

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ARTICLES OF INCORPORATION
OF

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TIERRA DEL RIO HOMEOWNERS ASSOCIATION

APPR. *Sonia Brewer*
DATE APR 14 1984
TERM _____
DATE _____ TIME _____

APPR. *Sonia Brewer*
DATE 11/7/84

In compliance with the requirements of A.R.S. 10-1001,

170411

etc., the undersigned, all of whom are residents of Arizona and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Tierra Del Rio Homeowners Association, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 72 Caesar Place, Lake Havasu City, Arizona 86403.

ARTICLE III

Ray W. Jackson III, whose address is 72 Caesar Place, Lake Havasu City, Arizona 86403, is hereby appointed the initial registered agent of this Association.

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 provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Tierra Del Rio, Tract No. 4048-A, as recorded in Official Records of Mohave County, Arizona in Book 1052, Page 952-953.

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 Association 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 set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of Official Records, Mohave 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, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) 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 two-thirds (2/3) of each class of members: provided further

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one 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 vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, taking into account Lots in subsequent phases to be annexed as per the general plan submitted to FHA and VA; or

(b) on December 31, 1991.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of seven (7) Directors, who need not be members of the Association. The initial Board of Directors shall consist of three directors until the first annual meeting of the members. 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:

<u>NAME</u>	<u>ADDRESS</u>
Ray W. Jackson III	72 Caesar Place Lake Havasu City, AZ 86403
Rhonda Jackson	72 Caesar Place Lake Havasu City, AZ 86403
John A. Marxer	300 Wabeek Building Birmingham, MI 48012

At the first annual meeting the members 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 members shall elect three directors for a term of three years.

ARTICLE VIII

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 dissolution of the Association,

other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

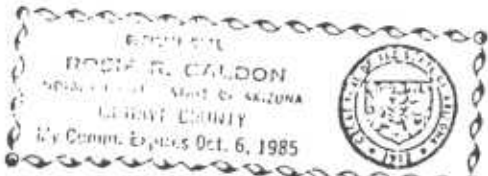
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 25th day of September, 1984.

Ray W. Jackson III
Ray W. Jackson III
Rhonda Jackson
Rhonda Jackson

STATE OF ARIZONA)
 : SS
COUNTY OF MOHAVE)

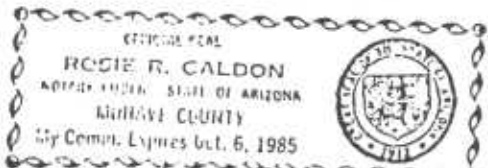


On this 25th day of September, 1984, personally appeared RAY W. JACKSON III to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Rodie R. Caldron

Notary Pulic, Mohave County,
State of Arizona
My Commission Expires: 10-6-85

STATE OF ARIZONA)
 : SS
COUNTY OF MOHAVE)



On this 25th day of September, 1984, personally appeared RHONDA JACKSON to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.

Rodie R. Caldron

Notary Pulic, Mohave County,
State of Arizona
My Commission Expires: 10-6-85

The West half of the Southwest quarter, and the Southwest quarter of the Northwest quarter of Section 25, Township 19 North, Range 22 West of the Gila and Salt River Base and Meridian, Mohave County, Arizona.

EXCEPT the West 42 feet and the South 42 feet of the West half of the Southwest quarter as dedicated to the public for roadway and utility purposes by instrument recorded in Book 879 of Official Records, page 476, records of Mohave County, Arizona.

EXCEPT all oil, gas, and other mineral rights as reserved in Deed recorded in Book 96 of Deeds, page 73, records of Mohave County, Arizona

EXCEPT that portion lying within the following described property:

BEGINNING at the Southwest corner of said Section 25; said point also being the Southeast boundary corner of Fort Mohave Mesa Ranchos subdivision as recorded November 3, 1961, Reception No. 107777, records of Mohave County, Arizona;

thence Easterly along the South section line of said Section 25, South $89^{\circ}57'33''$ East, 1325.00 feet;

thence leaving said section line through the following courses:

North $00^{\circ}03'19''$ East, 829.74 feet;

South $81^{\circ}13'41''$ West, 518.45 feet;

North $17^{\circ}39'07''$ West, 335.80 feet;

North $08^{\circ}05'19''$ West, 67.13 feet;

North $00^{\circ}06'29''$ East, 152.50 feet;

North $89^{\circ}53'31''$ West, 310.00 feet;

South $00^{\circ}06'29''$ West, 132.00 feet;

South $09^{\circ}19'47''$ East, 222.33 feet;

South $17^{\circ}39'07''$ East, 283.64 feet;

South $05^{\circ}57'06''$ East, 85.48 feet;

South $00^{\circ}06'29''$ West, 415.00 feet;

North $89^{\circ}53'31''$ West, 522.00 feet to a point on the West section line of said Section 25;

thence Southerly along said section line South $00^{\circ}06'29''$ West, 168.55 feet to the POINT OF BEGINNING.