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**SABINO VISTA HOMEOWNERS ASSN., INC.**

**Articles of Incorporation**

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**ARTICLE I: NAME AND DURATION**

The name of this corporation is **SABINO VISTA HOMEOWNERS ASSOCIATION, Inc.**

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**ARTICLE II: NONPROFIT**

The Corporation shall be a nonprofit Corporation under the laws of the State of Arizona. 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 Internal Revenue law.

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**ARTICLE III: PURPOSE**

The purpose for which the Corporation is formed is to promote the health, safety and welfare of its members and to promote an interest in the various Sabino Vista neighborhoods and to encourage the residents and property owners of the various Sabino Vista neighborhoods to preserve and maintain their property in compliance with the various deed restrictions and to act on behalf of its members with regard to community affairs which may affect the various Sabino Vista neighborhoods. The Corporation does not contemplate any pecuniary gain or profit to any of the members, its directors or officers.

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**ARTICLE IV: INITIAL BUSINESS.**

The initial business for which the Corporation intends to conduct in this state is the operation of a homeowners association.

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**ARTICLE V: STATUTORY AGENT**

William B. Adams, a resident of the State of Arizona for the last three years, whose address is:

3725 North Pantano Road  
Tucson, Arizona 85715

is hereby appointed statutory agent of the Corporation.

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**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of ten (10) persons who shall serve as directors until the first annual election of directors or until their successors are elected and qualified. The initial directors' names and addresses are as follows:

Mr. William B. Adams  
3725 North Pantano Road  
Tucson, Arizona 85715

Mrs. Carroll Yakaitis  
7740 Calle De La Escarpa  
Tucson, Arizona 85715

Mr. Bill Gorman  
7901 East Garland Road  
Tucson, Arizona 85715

Mr. Bart Ahern  
7650 East Alteza Vista  
Tucson, Arizona 85715

Mr. James Mozur  
7542 East Knollwood Place  
Tucson, Arizona 85715

Mr. Carroll Stanton  
7331 East Sabino Vista Drive  
Tucson, Arizona 85715

Mr. Nathan Tauber  
7330 East Sabino Vista Drive  
Tucson, Arizona 85715

Mr. Terry Foust  
8022 East Presidio Road  
Tucson, Arizona 85715

Dr. John Moseley  
3855 North Pantano Road  
Tucson, Arizona 85715

Mr. John Escher, III  
1660 Security Pacific Bank Plaza  
33 North Stone Avenue  
Tucson, Arizona 85701-1413

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**ARTICLE VII: INCORPORATORS**

The names and addresses of the incorporators of this corporation are as follows:

Mr. William B. Adams  
3725 North Pantano Road  
Tucson, Arizona 85715

Mr. John Escher, III  
1660 Security Pacific Bank Plaza  
33 North Stone Avenue  
Tucson, Arizona 85701-1413

All powers, duties, responsibilities, and liabilities, if any, of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

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**ARTICLE VIII: INDEMNIFICATION**

The Corporation shall indemnify any and all of its Directors, employees and agents in accordance with and to the fullest extent allowed by Arizona law.

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**ARTICLE IX: LIMITATION OF LIABILITY**

The private property of each and every incorporator, member, director, and officer of the Corporation, real or personal, tangible or intangible, now owned or hereafter acquired by any of them is and forever shall be exempt from any debts, liabilities, or obligations of the Corporation of any kind whatsoever. No incorporator, member, officer or Director shall be individually or personally liable for any of the Corporation's debts, liabilities or obligations.

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**ARTICLE X: LIMITATION OF DIRECTOR'S LIABILITY**

The personal liability of any director (or any other person who serves on a board, council, committee or like body of the Corporation in an advisory capacity) to the Corporation or its members for monetary damages for a breach of fiduciary duty as a director is hereby eliminated; provided, however, that the foregoing provision shall not eliminate 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 members;
- 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;
- d. Any transaction from which the Director derived an improper personal benefit; and/or
- e. A violation of A.R.S. Section 10-1097.

Any repeal or modification of this article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

In witness whereof, we, the said incorporators, have set our hands this 13th day of April, 1990.

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William B. Adams  
Incorporator

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John Escher, III  
Incorporator

State of Arizona

County of Pima

The foregoing instrument was acknowledged before me this 23rd day of April, 1990, by William B, Adams on behalf of the Corporation.

(Seal and expiration date)

S. M. S.

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Notary Public

State of Arizona

County of Pima

The foregoing instrument was acknowledged before me this 23rd day of April, 1990, by John Escher, III on behalf of the Corporation.

(Seal and expiration date)

S. M. S.

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Notary Public

(Notary Public in the office of

By his signature below, William B. Adams hereby consents to act as statutory agent until removal or resignation in accordance with Arizona law.

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William B. Adams

State of Arizona

County of Pima

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of March, 1990,  
by William B, Adams on behalf of the Corporation.

(Seal and expiration date)

S. M. S.

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Notary Public

NOTE: Notary Public @ Gust, Rosenfeld & Henderson, Attorneys in Tucson, AZ  
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Stamped as accepted on May 2, @ 3:26 pm 1990 Signed by Betty Barlow 5-4-90  
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