

AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF

LAZY CREEK I HOMEOWNERS ASSOCIATION, INC.

FOR THE STATE OF AZ
FILED

OCT 23 '81

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Pursuant to the provisions of A.R.S. §10-1037, the undersigned corporation, pursuant to unanimous vote of the Members of the Corporation duly held and convened on October 22, 1981 hereby adopts the following Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

1. Name. The name of the corporation is LAZY CREEK I HOMEOWNERS ASSOCIATION, INC.

2. Place of Business. The principal place of business of LAZY CREEK I HOMEOWNERS ASSOCIATION, hereinafter called the "Association", shall be Tucson, Pima County, Arizona, with its known place of business at 5151 East Broadway, Suite 580, Tucson, Pima County, Arizona 85711, c/o Cienega, Ltd., or such other place as may be determined from time to time by the Board of Directors.

3. Purpose. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are: To promote the health, safety and welfare of its Members and to provide for maintenance, preservation and architectural control of certain Dwelling Units and ownership, maintenance, preservation and architectural control of certain Common Areas within the Subdivision in Pima County, Arizona, known as LAZY CREEK I, the legal description for which Subdivision is attached hereto and incorporated herein as Exhibit "A" and the Common Areas of which are as shown on the Plat of the subdivision recorded in Book 34 of Maps and Plats at Page 2 and the amended Plat recorded in Book 34 of Maps and Plats at Page 37, in the office of the County Recorder of Pima County, Arizona, 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 Third Amendment and Restatement of the Declaration of Covenants, Conditions and Restrictions of LAZY CREEK I, as recorded October 21, 1981 in Book 6640 pages 311 through 374 inclusive in the office of the County Recorder of Pima

County, Arizona (the "Declaration"). The Association shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue law.

4. Initial Business. The character of the business which the corporation initially intends actually to conduct in this State is the operation of a homeowners association.

5. 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 dues and assessments and the method of collection thereof, shall be provided for in the Declaration and in the By-Laws of the Association.

6. Statutory Agent. The initial and current statutory agent for the Association is hereby designated as HUGH M. CALDWELL, JR., 5151 East Broadway, Suite 1600, Tucson, Arizona 85711.

7. Board of Directors. The number of directors constituting the initial Board of Directors shall be five (5); 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:

ANDREW B. KELLY
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

W. WEBB PARKER
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

KEVIN OBERG
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

DAVID J. MARSHALL
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

PATRICIA M. WILDER
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

8. Incorporator. The name and address of the incorporator of this Association is:

J. DAVID HARDEN, JR.
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

9. 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.

10. Dissolution. Subject to the provisions of Article 13, 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 after providing for the debts and obligations of the Association, shall be divided among the Members in accordance with their respective rights therein; except where the Association holds its assets in trust, in which case the assets shall be disposed of according to the applicable provisions of the Arizona Corporation Code for Non-Profit Corporation.

11. Governing Documents. In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, or with the Rules, Regulations and Requirements of the Federal Home Loan Mortgage Corporation, or the Federal Housing Administration or the Veterans Administration, the terms and provisions of the Declaration and the Rules, Regulations and Requirements of the Federal Home Loan Mortgage Corporation or the Federal Housing Administration or the Veterans Administration as the case may be, 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 corporation, the Board of Directors of the corporation, nor any agent or employee of the corporation shall be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

12. Amendment to Articles. These Articles of Incorporation may be amended, altered or repealed only by the affirmative vote of seventy-five percent (75%) of the Members of this corporation.

13. 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, the undersigned have executed these Articles of Incorporation this 22nd day of October, 1981.

LAZY CREEK I HOMEOWNERS ASSOCIATION, INC., an Arizona nonprofit corporation

By *Andrew B. Kelly*
Its President

By *Patricia M. Wilder*
Its Secretary

STATE OF ARIZONA)
) ss.
County of Pima)

On this the 22nd day of October, 1981, before me, the undersigned Notary Public, personally appeared Andrew B. Kelly, the President of Lazy Creek I Homeowners Association, Inc., an Arizona nonprofit corporation, known to me to be the person whose name is subscribed to the foregoing Restated Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

Judith E. Larson
Notary Public

My commission expires:

April 5, 1985

STATE OF ARIZONA)
) ss.
County of Pima)

On this the 22nd day of October, 1981, before me, the undersigned Notary Public, personally appeared Patricia M. Wilder the Secretary of Lazy Creek I Homeowners Association, Inc., an Arizona nonprofit corporation, known to me to be the person whose name is subscribed to the foregoing Restated Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

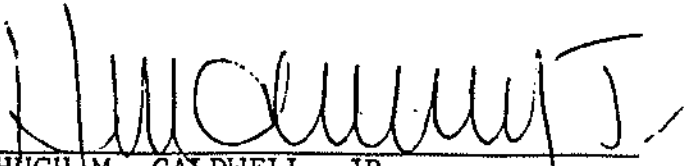
Judith E. Larson
Notary Public

My commission expires:

April 5, 1985

CONSENT OF STATUTORY AGENT

I, HUGH M. CALDWELL, JR., 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.



HUGH M. CALDWELL, JR.

EXHIBIT A

LEGAL DESCRIPTION - LAZY CREEK I

All that portion of the Southeast one-quarter of Section 27, Township 13 South, Range 14 East, G. & S.R.M., Pima County, Arizona, more particularly described as follows:

- BEGINNING at the southwest corner of said Southeast one-quarter, thence N $00^{\circ} 45' 37''$ W along the west line thereof, 613.68 feet;
- THENCE N $89^{\circ} 14' 23''$ E along a radial line, 30.00 feet to a point of curvature and the TRUE POINT OF BEGINNING;
- THENCE southeasterly along a curve, concave to the northeast, having a central angle of $90^{\circ} 00' 00''$ and a radius of 25.00 feet, an arc length of 39.27 feet to a point of tangency;
- THENCE N $89^{\circ} 14' 23''$ E, 147.59 feet to a point of curvature;
- THENCE easterly along a curve, concave to the south, having a central angle of $10^{\circ} 00' 00''$ and a radius of 425.00 feet, an arc length of 74.18 feet to a point of tangency;
- THENCE S $80^{\circ} 45' 37''$ E, 100.00 feet to a point of curvature;
- THENCE easterly along a curve, concave to the north, having a central angle of $36^{\circ} 00' 00''$ and a radius of 275.00 feet, an arc length of 172.79 feet to a point of tangency;
- THENCE N $63^{\circ} 14' 23''$ E, 93.58 feet;
- THENCE S $26^{\circ} 45' 37''$ E along a radial line, 50.00 feet to a point of curvature;
- THENCE southwesterly along a curve, concave to the southeast, having a central angle of $63^{\circ} 02' 31''$ and a radius of 15.00 feet, an arc length of 16.50 feet to a point of tangency;
- THENCE S $00^{\circ} 11' 52''$ W, 21.00 feet;
- THENCE S $89^{\circ} 48' 08''$ E, 160.00 feet;
- THENCE N $00^{\circ} 11' 52''$ E, 15.00 feet;
- THENCE S $89^{\circ} 48' 08''$ E, 352.00 feet;
- THENCE S $00^{\circ} 01' 03''$ E, 546.00 feet;
- THENCE N $89^{\circ} 48' 08''$ W, 30.00 feet northerly of and parallel with the south line of said Southeast one-quarter, 1115.69 feet;

THENCE N 00° 45' 37" W, 30.00 feet easterly of and parallel with
the west line of said Southeast one-quarter, 584.18 feet
to the TRUE POINT OF BEGINNING.

Containing 14.16 acres of land, more or less.

THENCE N 00° 45' 37" W, 30.00 feet easterly of and parallel with the west line of said Southeast one-quarter, 584.18 feet to the TRUE POINT OF BEGINNING.

Containing 14.16 acres of land, more or less.

STATE OF ARIZONA } I hereby certify that the within
 COUNTY OF PIMA } ss instrument was filed for record
 Witness my hand and Official Seal. PIMA State of Arizona
 COUNTY RECORDER
 County Recorder

Indexed	Paged	Blotted

Deputy



No. 110095
 Book 6640 Page 34-374
 Date OCT 21 '81 - 8:00 AM
 Request of: Stewart Title & Trust of Tucson
 Fee: 32.50 M

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