



01315284

AZ CORPORATION COMMISSION  
FILED

ARTICLES OF INCORPORATION

OF

SEP 26 2005

FINE AVENUE TOWNHOUSES ASSOCIATION

FILE NO. -1231747-1

I

**Name:** The name of the corporation shall be: FINE AVENUE TOWNHOUSES ASSOCIATION

II

**Purpose:** The purpose for which the Corporation is organized is to act as a tax exempt Homeowner's Association, in accordance with Section 528 of the Internal Revenue Code of 1954. In furtherance and in order to accomplish the foregoing purposes, this Corporation may transact any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, provided such business is consistent with Section 528 of the Internal Revenue Code.

III

**Character of Affairs:** The character of affairs which the Corporation initially intends to conduct, is to act as a Homeowner's Association for the owners of lots in the FINE AVENUE TOWNHOUSES, situated at Fine Avenue and Leroux Street, Flagstaff, Coconino County, Arizona, as more fully set forth in the declaration of Covenants, Conditions and Restrictions (hereafter "The Declaration"), recorded in the Office of the County Recorder of Coconino County, Arizona at Docket 1859, p. 608 et seq.. Words and terms used herein shall have the same definition and meaning as set forth in *The Declaration*. The Corporation shall also assume responsibility for common elements, as required by the Municipal Code of the City of Flagstaff, Arizona.

IV

**Benefits:** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to any member, directors or officers of the Association, or to any private individual, except, the corporation (Association) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Revenue Laws).

V

**Dissolution:** Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

VI

**Indemnification:** The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

Subject to the provisions of A.R.S. Section 10-2305.C., the Corporation shall indemnify and hold harmless each of its directors, and officers, and each member of any committee, acting in the course of their duties, appointed pursuant to the By-Laws, against all contractual or other liabilities to others arising out of contracts made by or other acts of such directors, officers, members or committee members, including but not limited to judgments paid and satisfied and amounts paid in compromise and settlement, unless any such contract or act shall have been made fraudulently or with gross negligence or with criminal intent. It is intended that the foregoing indemnification shall include indemnification against all cost and expenses, including but not limited to attorney's fees, reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such director, officer, or committee member may be involved by virtue of each person(s) being or having been such director, officer, member, or committee member.

VII

**Board of Directors:** The affairs of the Corporation shall be conducted by a Board of Directors of five (5) Directors. There shall be one Director for each lot. Each Director shall be a member or the spouse of a member (or if a member is a corporation, partnership or trust, the Director may be an officer, authorized agent, partner or beneficiary of such member). If a Director shall cease to meet any such qualifications during its terms of office, the Director will thereupon cease to be a Director and his or her place on the Board shall be deemed vacant.

The names and addresses of the Board of Directors of the Corporation, who shall hold office until the first annual meeting of the members are as follows:

Dora Harrison 5 East Fine Avenue Flagstaff, AZ 86001	Laura Barron 11 East Fine Avenue Flagstaff, AZ 96001	Ed Gesten 3 East Fine Avenue Flagstaff, AZ 86001
Beth Claxton 7 East Fine Avenue Flagstaff, AZ 86001	Debra Cooper 9 East Fine Avenue Flagstaff, AZ 86001	

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

VIII

**Known Place of Business:** The street address for the known place of business of the Corporation is 5 East Fine Avenue, Flagstaff, AZ 86001.

IX

**Statutory Agent:** The name and address of the statutory agent shall be: Dora Harrison, 5 East Fine Avenue, Flagstaff, AZ 86001

X

**Incorporators:** The Incorporators for the corporation are the same as the persons to serve as the Initial Board of Directors set forth in the foregoing Article VII. All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation of the Arizona Corporation Commission.

XI

**Discrimination:** The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

XII

**Members:** This corporation   X   will        will not have members.

Every person or entity, who is a record owner of any lot in FINE AVENUE TOWNHOUSES shall be a member of the Corporation, subject to and in accordance with *The Declaration*. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

The Corporation shall have one class of voting membership. Members shall be all lot owners in FINE AVENUE TOWNHOUSES as such term is defined in *The Declaration*, and each member 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 voting for such lot shall be exercised as such persons among themselves determine, but in no event shall more than one vote be cast with respect thereto. If any owner(s) casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that such owner(s) was acting with the authority and consent of any other owner(s) of the same lot.

XIII

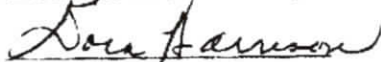
**Inconsistencies:** To the extent that these Articles shall be contrary to, inconsistent with, or more permissive than the provisions of *The Declaration* dealing with the same subject or laws, rules and regulations of or pertaining to the Federal Home Loan Mortgage Corporations, the Federal National Mortgage Association, the Veterans Administration and/or the Federal Housing Administration applicable to this Corporation, such Articles shall be considered superseded by *The Declaration* or such laws, rules and/or regulations.

XIV


**Amendments:** Amendment of these Articles shall require seventy-five (75) percent of the votes entitled to be cast at a meeting called for that purpose, provided however, that any amendment to these Articles shall also be subject to and consistent with the requirements set forth in *The Declaration*.

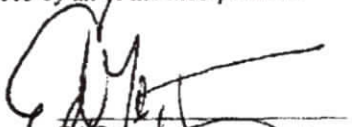

Executed this 22<sup>nd</sup> day of September, 2005 by all of the incorporators.

INCORPORATORS

  
Dora Harrison

  
Debra Cooper

  
Laura Barron

  
Ed Gesten  
  
Beth Claxton

-1231747-1

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 22<sup>nd</sup> day of September, 2005.

Signed

*Dora Harrison*

Dora Harrison

Print name here



ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

①

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

Fine Avenue Townhouses Association  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes X No \_\_\_ See attached

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is January 1 - December 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Sam Hamman DATE 9/20/05  
TITLE President

BY [Signature] DATE 9/22/05  
TITLE 2nd Vice President

BY Debra M. Cooper DATE 9/22/05  
TITLE 1st Vice President

BY [Signature] DATE 9/22/05  
TITLE Secretary

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

*Continued on next page*  
*Disclosure Page 1 of 3*

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

2

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

Fine Avenue Townhouses Association  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?;
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
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7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes X No \_\_\_ See attached

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is January 1 - December 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 9/22/05  
TITLE President

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

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CF: 0001 - Non-Profit  
Rev: 4/04

*Continued on next page  
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# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

**CERTIFICATE OF REINSTATEMENT**

**\*\*\*FINE AVENUE TOWNHOUSES ASSOCIATION\*\*\***  
*File Number 12317671*

*Effective this date, the ARIZONA CORPORATION COMMISSION, pursuant to Arizona Revised Statutes, Section 10-2442, hereby REINSTATES the Articles of Incorporation the above named corporation.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 11th Day of September, 2017, A. D.*



  
\_\_\_\_\_  
Ted Vogt, Executive Director

By: \_\_\_\_\_