ARTICLES OF INCORPORATION
OF
HILL FARM HOMEOWNERS ASSOCIATION

In compliance with the requirements of Arizona Revised Statutes, Section 10-1001 et seq., the undersigned voluntarily associate themselves together for the purpose of forming a private non-profit corporation and do hereby certify:

ARTICLE I
Definitions

The words and terms used herein shall be deemed to have the same meanings as given those words and terms in Article I of the Restated Declaration of Covenants, Conditions and Restrictions, pertaining to Hill Farm Homeowners Association, and hereinafter termed the "Declaration" which was recorded in the office of the County Recorder of Pima County, Arizona, in Book 6641 commencing at Page 763 et seq.

ARTICLE II
Name

The name of the corporation is HILL FARM HOMEOWNERS ASSOCIATION, hereinafter called the "Association."

ARTICLE III
Principal Place of Business

The principal place of business of the Association is located in Pima County, Arizona.
ARTICLE IV

Statutory Agent

Thomas Doucette, a bona fide resident of the State of Arizona whose address is 6266 North Swan; Suite 169, Tucson, Arizona 85718, is hereby appointed the initial statutory agent of this Association.

ARTICLE V

General Nature of Business

The purposes for which this Association is formed are:

(1) To promote the health, safety and welfare of the owners and residents within that certain property described in the Declaration and to perform all lawful acts as shall generally benefit said property, including, without limitation, the management and maintenance of said property and the preservation of the value, desirability and attractiveness thereof all in accordance with the terms of the Declaration.

(2) For the above purposes 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 the aforesaid Declaration, referred to in Article I 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;

(C) Pay all expenses in connection therewith and all office and other expenses instant 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;

(D) Subject to the provisions of the Declaration, 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;

(E) Have and exercise any and all powers, rights
and privileges which a corporation organized under the
Non-Profit Corporation Law of the State of Arizona, by
law may now or hereafter have or exercise.

ARTICLE VI

Membership and Voting Rights

The Association shall have two classes of membership:

Class A - Class A members shall be every person or
entity who becomes a record owner of a fee or undivided fee
interest in any lot which is subject by covenant or records
to assessment by the Association, including contract sellers.
Class A members shall be entitled to one vote for each lot
in which they hold the interest required for membership.
When more than one person holds such interest in any lot,
all such persons shall be members, but the vote for such lot
shall be exercised as they among themselves determine, but
in no event shall more than one vote be cast with respect to
any lot.

Class B - The Class B member shall be the Developer.
The Class B member shall be entitled to three (3) votes for
each lot in which it holds a fee interest, provided, however,
upon transfer or conveyance of any lot by the Developer to
any purchaser other than to a builder or developer who
succeeds Developer's interest, the voting rights attaching
to said lot by reason of ownership by the Class B member
shall terminate and shall not be transferable. Class B
membership shall terminate and be converted to Class A
membership on the first to occur of: (1) November 1, 1985;
(2) when the total votes outstanding in the Class A member-
ship equals the total votes outstanding in the Class B
membership, and in such event the Class A membership shall
be effective. Thereafter Class A membership shall be the
sole membership class of the Association until a new or
additional class of membership is authorized.

The foregoing is not intended to include persons or
entities who hold an interest merely as security for the
performance of an obligation. No member shall have more
than one membership. Membership shall be appurtenant to any
owner and may not be separated from ownership of any lot.
which is subject to assessment by the Association. Ownership of such lot on the date set forth above shall be the sole qualification for membership.

ARTICLE VII

Incorporators

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

<table>
<thead>
<tr>
<th>Names</th>
<th>Addresses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Akins Company Community</td>
<td>6266 North Swan</td>
</tr>
<tr>
<td>Builders</td>
<td>Suite 169</td>
</tr>
<tr>
<td></td>
<td>Tucson, Arizona 85718</td>
</tr>
</tbody>
</table>

ARTICLE VIII

Board of Directors and Officers

The affairs of the Association shall be managed by a Board of not less than three (3) Directors, nor more than nine (9) Directors. The first Board of Directors shall consist of three (3) directors and such officers as the Board may appoint or elect. All directors and officers must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

The initial Board of Directors of the Association will consist of the three members listed below:

<table>
<thead>
<tr>
<th>Names</th>
<th>Addresses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas Doucette</td>
<td>6266 North Swan</td>
</tr>
<tr>
<td></td>
<td>Suite 169</td>
</tr>
<tr>
<td></td>
<td>Tucson, Arizona 85718</td>
</tr>
<tr>
<td>Charles W. Hulsey</td>
<td>6266 North Swan</td>
</tr>
<tr>
<td></td>
<td>Suite 169</td>
</tr>
<tr>
<td></td>
<td>Tucson, Arizona 85718</td>
</tr>
<tr>
<td>Jacqueline St. Aubrey</td>
<td>6266 North Swan</td>
</tr>
<tr>
<td></td>
<td>Suite 169</td>
</tr>
<tr>
<td></td>
<td>Tucson, Arizona 85718</td>
</tr>
</tbody>
</table>
The initial Board of Directors will serve either: (A) for three years from the date of their election; or (B) until termination of all Class B voting rights held by the Developer, whichever event first occurs.

At the first annual meeting following the occurrence of (A) or (B) above, or at a special meeting of the Association members called by the first Board of Directors for the purpose of election of a Board of Directors, the members shall elect a Board of Directors to be divided into three classes, as nearly equal in number as may be, the term of office of those of the first class to expire at the first annual meeting of members after their election, the term of office of those of the second class to expire at the second annual meeting of members after their election, and the term of office of those of the third class to expire at the third annual meeting of members after their election.

At each annual election of directors held after the classification and election described in the preceding paragraph, directors chosen to succeed those whose terms expire shall be elected for a term of office to expire at the third annual meeting of members after their election. The manner of electing directors may be changed by an amendment to the By-Laws.

ARTICLE IX

Exemption of Private Property

The private property of the members, officers and directors of the Association shall be forever exempt from corporate debts and liabilities.

ARTICLE X

Amendments

These Articles of Incorporation may be amended, altered or repealed only by the affirmative vote of the majority of votes of this corporation. The votes may be cast in person or by proxy by members entitled to vote at any duly constituted and convened regular or special meeting of members, and upon ten (10) days prior written notice of the effective date of such amendment to all first mortgagees (as defined in the Declaration). No amendment shall, in any manner, serve to alter, diminish, modify or otherwise affect the rights of any first mortgagee.
ARTICLE XI

Interpretation

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, the terms and provisions of the Declaration and the Rules, Regulations and Requirements of the Federal Home Loan Mortgage Corporation 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.

ARTICLE XII

No part of the net earnings of this corporation shall inure (other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any private member or individual.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 11th day of November, 1981.

AKINS COMPANY COMMUNITY BUILDERS

By /S/ Thomas Doucette
STATE OF ARIZONA  
County of Pima

ss.

SUBSCRIBED AND SWORN to before me this 11th day of November, 1981, by Thomas L. Doucette, as executive vice president, with authority to sign on behalf of Akins Company Community Builders.

[Signature]
Notary Public

My commission expires:

July 21, 1985
I, Thomas Doucette, 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.

\[Signature\]
Statutory Agent
HILL FARM HOMEOWNERS ASSOCIATION

INTEGRATING DIVISION

Check Appropriate Box(es): "A", "B", or "C"

THE UNDERSIGNED CERTIFY THAT:

☐ A. No person serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Has been convicted of a felony involving the violation of the consumer fraud laws of that jurisdiction; or
2. Has been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monoply in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
3. Has 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 where such injunction, judgment, decree or permanent order:
   (a) Involved the violation of the consumer fraud laws of that jurisdiction; or
   (b) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

☐ B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information "MUST" be attached:

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

☐ C. No person (a) serving either by election or appointment as an officer, director, trustee or incorporator of the corporation or,

(b) having stock ownership or controlling any proprietary, beneficial or membership interest in the corporation,

has served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked. YES ☐ NO ☐

If your answer to the above question is "Yes", you "MUST" attach the following information, for each corporation:

1. Name and address of 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, the court or agency involved, and the file or cause number of the case.

Under penalties of law, the undersigned 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.

AKINS COMPANY COMMUNITY BUILDERS

BY: Incorporator

DATE: 12/10/81

BY: Exec. V.P. President

TITLE: EXEC. V.P. PRESIDENT

(Revised 2/79)