

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHVIEW TRAILS COMMUNITY ASSOCIATION, INC.**

The undersigned, whose names and addresses appear below, do hereby associate ourselves together for the purpose of forming a non-profit Corporation under and pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

**ARTICLE I – NAME AND PLACE OF BUSINESS**

The name of this non-profit corporation shall be SOUTHVIEW TRAILS COMMUNITY ASSOCIATION, INC., hereinafter referred to as the “Association” and its principal place of business shall be at 1550 Plaza West Drive, Suite 400, Prescott, AZ 86303. It may have and maintain other places of business within the State of Arizona and elsewhere as its Board of Directors may, from time to time, determine necessary.

**ARTICLE II –ASSOCIATION**

This non-profit corporation is organized and established to act as a homeowners’ association for the residential neighborhood known as “Southview” located in the City of Prescott, County of Yavapai, State of Arizona for the benefit of all owners of property within Southview and to do all things and exercise all the powers and rights of a corporation which are lawful and consistent with the foregoing purposes and the non-profit character of this corporation. The primary business and purpose of the Association is to serve as the “Association” as that term is defined and used in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Southview dated March 12, 2005, and recorded on March 28, 2005, in Book 4246, page 831, of the Official Records of Yavapai County, Arizona, as amended (the “CC&R’S”). In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the CC&R’S and the Bylaws of the Association. In addition, subject to the provisions of the CC&R’S, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or revised. Without limiting the generality of the foregoing, the corporation is organized for the following purposes:

(i) to manage, maintain and administer the areas within Southview which are for the common use and enjoyment of the owners of the real property, within Southview;

(ii) to administer and enforce the covenants, conditions and restrictions to which Southview is subject;

(iii) to collect and disburse assessments lawfully charged against the owners of property within Southview;

(iv) to perform such other acts which generally benefit its members, Southview, and the owners of any interest therein.

### **ARTICLE III – POWERS AND PURPOSES**

In furtherance of and not in limitation of the general powers conferred by the State of Arizona and in furtherance of the objectives and purposes set forth in Article II hereof, the corporation shall have all powers incidental and desirable for carrying out the aforesaid objectives and purposes as may be allowed to any non-profit corporation organized and existing under the laws of the State of Arizona. Notwithstanding the foregoing, the corporation shall not, except to an insubstantial degree, have any powers that are not in furtherance of its primary objectives identified herein, or are not within the authorized and permitted acts and powers of an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as may be amended from time to time, and under the analogous laws of the State of Arizona and any other states in which the corporation is then engaged in its activities.

### **ARTICLE IV – NONPROFIT CORPORATION**

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The corporation shall not conduct its affairs for pecuniary profit and no part of the net earnings or property of the corporation shall inure to the benefit of any members, directors, trustees or other private persons.

### **ARTICLE V - MEMBERS**

The members of this corporation shall consist of those persons and organizations as, from time to time, may become members pursuant to the qualifications and terms of admission as provided in the CC&R'S, as amended from time to time. No member shall have the right to sell, assign or transfer his/her or its membership or his/her or its rights or privileges as such, or to substitute another person or organization as a member in his/her or its place, except as permitted by the CC&R'S. Any person or organization ceasing to be a member, whether voluntarily or by expulsion as provided for in the CC&R'S, or by death or dissolution, shall forfeit all rights and privileges of membership.

### **ARTICLE VI - DISSOLUTION**

No person shall possess any property right in or to the property or assets of the corporation. On dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the corporation, distribute the assets of the corporation to one or more of the following qualified recipients: (a) a non-profit organization or organizations that may have been created to succeed the corporation and/or (b) a non-profit organization or organizations engaged in activities

substantially similar to those of the corporation and which may be selected as a qualified recipient of such assets.

## **ARTICLE VII – BOARD OF DIRECTORS**

The business affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than ten (10) members. There shall be a President and a Secretary of the corporation, elected by the Board of Directors, and said officers are authorized to execute all formal and official legal papers of the Corporation. There shall be such other officers of the corporation as the Directors may designate or as may be provided in the Bylaws of the corporation. The duties and authorities of said Directors and other officers shall be as provided and set forth in these Articles, the CC&R’S, the Bylaws and at law. The Directors shall be elected from the members of the corporation at the annual meeting of the members of the corporation to be held at the main office or place of business of the corporation at a time and place provided in the Bylaws of the corporation or at such other time and place as may be designated by the Board of Directors.

The names and addresses of the current Board of Directors of the corporation are as follows:

John Cuccinello  
1515 Southview Drive  
Prescott, AZ 86305

Dale Funk  
1542 Southview Drive  
Prescott, AZ 86305

Billy Bonds  
3019 LaQuesta  
Prescott, AZ 86305

Shirley Pichoff  
1572 Southpark Circle  
Prescott, AZ 86305

John LaMarr  
1415 Pinon Shadow Drive  
Prescott, AZ 86305

## **ARTICLE VIII - BYLAWS**

The Bylaws may be adopted, amended or rescinded in either of two ways:

(i) The Board reserves the right to amend all or any part of the Bylaws to such an extent and with such language as may be requested by any federal, state or local governmental agency

which requests such an amendment to a condition precedent to such agency's approval of the Bylaws or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Lot.

(ii) The Bylaws may also be adopted, amended or rescinded by a majority vote of members of the corporation then entitled to vote who are present either in person or by absentee ballot, at any duly called and held annual meeting or special meeting, provided that notice of the proposed adoption, amendment or rescission has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of the members who are then in good standing and entitled to vote.

#### **ARTICLE IX – STATUTORY AGENT**

James D. Atkinson with offices at 1550 Plaza West, Suite 400, Prescott, Arizona 86303, is hereby appointed the statutory agent for the corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes, in any action, suit or proceedings that may be brought against the corporation in any of the courts of the State of Arizona, and for all purposes required by law. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

#### **ARTICLE X - AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of members of the corporation then entitled to vote who are present either in person or by absentee ballot at any special meeting, provided that notice of the proposed amendment has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of such members who are then in good standing and entitled to vote. These Articles of Incorporation may be otherwise amended as provided by the laws of the State of Arizona, except they shall not be amended so as to change the corporation from a non-profit corporation dedicated to the purposes above stated and qualified for exemption under the above cited Internal Revenue laws and regulations and the analogous laws of the State of Arizona.

#### **ARTICLE XI – NO PERSONAL LIABILITY**

The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Arizona Nonprofit Corporation Act as it may be amended from time to time, or (iv) for any transaction from which

the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. 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.

## **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any past or present director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a director, officer, committee member, employee or agent of the corporation; provided that the Board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.