

ARTICLES OF INCORPORATION
OF
CATALINA FOOTHILLS ESTATES NO. 8 ASSOCIATION

The undersigned, having associated ourselves together for the purpose of forming a non-profit corporation under the laws of the state of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

CATALINA FOOTHILLS ESTATES NO. 8 ASSOCIATION

ARTICLE II

The following definitions shall govern for the purposes of these Articles of Incorporation:

A. The "Corporation" shall refer to Catalina Foothills Estates No. 8 Association, its successors and assigns.

B. The "Declaration" shall refer to the Declaration of Protective Covenants for Catalina Foothills Estates No. 8 recorded in the office of the County Recorder of Pima County, Arizona, in Docket 4751 at Pages 616-626 and any amendments thereto, and any other declarations applicable to the property of an owner, as ownership is defined in the Declaration, or to the property of the Corporation.

C. The "Property" shall refer to that certain subdivision in Pima County, Arizona, known as Catalina Foothills Estates No. 8 and described in the map or plat of record in the office of the County Recorder, Pima County, Arizona, in Book 26 of Maps and Plat at page 26 and any amendments thereto, and any other property within Section 5, Township 13 South, Range 14 East, G. & S.R.B. & M., Pima County, Arizona, which becomes the property of an owner, as ownership is defined in the Declaration, or which becomes the property of the Corporation.

D. The "Members" shall be those persons and entities who are owners as defined in the Declaration; provided, however, that the Board of Directors may establish additional requirements for maintaining membership. Where an owner as defined by the Declaration includes more than one person or entity, such persons or entities shall be deemed one Member.

ARTICLE III

The principal place of business of the Corporation is Tucson, Arizona, but the Board of Directors may designate other places in Pima County, Arizona, where meetings of the Board and of Members shall be held and any and all corporate business transacted.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of certain residence lots, and the ownership, maintenance, preservation and architectural control of certain common areas, within the Property, and to promote the health, safety and welfare of the Members, and for these purposes to:

A. Improve, install and maintain streets and public rights-of-way, common areas, trails, street signs, entrance gates and recreational facilities within the Property; provide for general scenic improvement of the Property, including but not limited to the erection of lights, planting of shrubbery and landscaping; and arrange and/or provide for all services necessary to promote and advance the health, safety and welfare of the Members.

B. Exercise all of the rights and powers and perform all of the duties of the Corporation as set forth in the Declaration and accept any of the rights, powers, and duties which may be assigned to the Corporation under the terms of the Declaration.

C. Fix, levy and collect all charges or assessments in accordance with the terms of the Declaration, and enforce payments of such charges or assessments by any lawful means; in connection with the collection of charges or assessments, return to the Members or apply to reduce the next year's charges or assessments the remainder of annual charges or assessments not used for current expenditures, designate a portion of the charges or assessments to be used for capital improvements or replacements, or provide for a trust fund or escrow account to hold charges or assessments paid by Members until such time as such funds are needed for current expenditures.

D. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer and dedicate for public use or otherwise dispose of, real or personal property in connection with the affairs of the Corporation.

E. Sue and be sued; contract in the name of the Corporation; borrow money and issue bonds, notes, debentures and any other evidence of indebtedness for the same, and to secure the payment thereof by mortgage, deed of trust, hypothecation, bonds or otherwise.

F. Act, if deemed necessary, on behalf of all of the residents within the Property and particularly on behalf of the Members in the relation to any and all matters which might or may affect the interests of the Members.

G. Establish and promulgate by-laws and rules and regulations for the operation of the Corporation and for the enjoyment of the facilities and properties to be managed by it.

H. Exercise all the powers now or hereafter conferred upon non-profit corporations, and perform all acts in connection with the purposes and powers of the Corporation as could be done by an individual and not inconsistent with the laws of the state of Arizona.

ARTICLE V

The Corporation shall exercise all of the rights and powers and perform all of the duties of the Corporation, as set forth in the Declaration or which may be assigned to the Corporation under the terms of the Declaration, as the Members, directors and officers, in their discretion reasonably exercised, determine to be necessary or desirable to further the purposes for which the Corporation was organized.

ARTICLE VI

The Corporation is organized pursuant to the provisions of Article 16, Title 10, Arizona Revised Statutes, as a non-profit corporation, without capital stock or shares, and no part of the net income of the Corporation shall inure to the benefit of any Member, and no Member, director, officer or employee of the Corporation shall receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more of its purposes, and no dividends or pecuniary profit shall ever be declared or paid to any of the Members of the Corporation. No Member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on the dissolution of the Corporation.

In the event of a dissolution or winding up of the Corporation, all assets of the Corporation shall be transferred to a transferee which is exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954, and Regulations applicable thereto, as they now exist or as they may hereafter be amended.

ARTICLE VII

The affairs of the Corporation shall be conducted by a Board of Directors of not less than three nor more than twenty-five persons, the number to be designated from time to time in the by-laws, who shall be elected at the annual meeting of the Members of the Corporation. The by-laws may provide that directors shall be elected for staggered terms. The annual meeting of the Members shall be held on the first Monday in November each calendar year, or at such other time as provided in the by-laws.

At a meeting held in Tucson, Arizona, on Thursday, the 19th day of September, 1974, which meeting was preliminary to the incorporation of the Corporation, the following named persons were elected as directors of the Corporation to hold office until the annual meeting of Members or thereafter until their successors are elected and qualified:

JOHN G. PAYSON
RUTH S JENNINGS
BUD C. RANDALL

The Board shall have power to: adopt, amend and rescind by-laws; fill vacancies occurring in the Board, except vacancies occurring as a result of removal without cause, or in any office of the Corporation, and the persons so chosen to fill the vacancy shall serve during the unexpired term of his or her predecessor or thereafter until his or her successor is elected and qualified; appoint from their own number an executive committee or committees and vest said committees with all the powers granted to the Board by these Articles of Incorporation; determine and fix fees for the use of any special facilities of the Corporation, including such uses by non-members as the by-laws may permit; determine and fix annual or other periodic dues, charges or assessments of residents within the Property, subject to any limitations stated in the Declaration; make all necessary rules and regulations to assure fair and equitable use of corporate facilities among the residents within the Property, and to enforce the same; engage the services of such agent and employees as may be necessary to accomplish the objects and purposes of the Corporation, and

pay reasonable compensation for such services; and exercise all powers not expressly withheld from it by law, the Declaration or these Articles of Incorporation.

ARTICLE VIII

The officers of the Corporation shall consist of a president, vice president, secretary and treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. Any two offices may be consolidated and may be held by one and the same person where the duties of such offices are not inconsistent. The officers shall be elected by the Board at their annual meeting after the annual meeting of the Members. The first officers of the Corporation shall be elected at the first meeting of the Board and shall serve until the first annual meeting of the Board or thereafter until their successors shall have been elected and qualified.

ARTICLE IX

The date of the commencement of the Corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and it shall endure for the full term of twenty-five years thereafter, with the privilege of renewal of said term as provided by law.

ARTICLE X

The highest amount of indebtedness or liability, direct or contingent, to which the Corporation is at any time to subject itself shall be the highest amount allowed by the laws of the state of Arizona.

ARTICLE XI

The private property of the Members, directors and officers of the Corporation shall be forever exempt from the debts of the Corporation.

ARTICLE XII

The Corporation may indemnify any and all of its directors and officers, or former directors and officers, against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while acting within the scope of his employment as a director or officer of the Corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

ARTICLE XIII

John G. Payson, 4407 North Campbell Avenue, Tucson, Pima County, Arizona, who has been a bona fide, continuous resident of the state of Arizona for more than three years last past, is hereby appointed the lawful or statutory agent of the Corporation, for and on behalf of the Corporation to accept and acknowledge service of all necessary processes and for all purposes required by law. The Board of Directors may, at their option, revoke such appointment and shall have the power to fill such vacancy.

ARTICLE XIV

The names, residences and post office addresses of the incorporators are:

NAME	ADDRESS
John G. Payson	4407 North Campbell Avenue Tucson, Arizona 85718

Ruth S. Jennings	1951 East River Road Tucson, Arizona 85718
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Bud C. Randall	4770 Camino Luz Tucson, Arizona 85718
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ARTICLE XV

These Articles of Incorporation may be amended from time to time by a majority vote of the Members present at a meeting called for that purpose, if a quorum is present and notice is given as specified in the by-laws.

We, the incorporators, subscribe our names to these Articles of Incorporation this 3rd day of October, 1974.

John G. Payson

Ruth S. Jennings

Bud C. Randall