

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting;

I, GEORGE M. DEMPSEY,

SECRETARY OF THE ARIZONA

CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the

ARTICLES OF INCORPORATION

of

DORADO COUNTRY CLUB ESTATES NUMBER TWO

which were filed in the office of the Arizona Corporation Commission on the 30th day of August, 1973, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 30th DAY OF August, A. D. 1973

George M. Dempsey
SECRETARY

ASSISTANT SECRETARY

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ARTICLES OF INCORPORATION
OF
DORADO COUNTRY CLUB ESTATES NUMBER TWO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, having associated ourselves together for the purpose of forming a corporation for purposes other than pecuniary profit under and by virtue of the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:
"DORADO COUNTRY CLUB ESTATES NUMBER TWO."

ARTICLE II

That the principal place at which the business of the corporation is to be transacted is Tucson, Pima County, Arizona.

ARTICLE III

That the general nature of the business proposed to be transacted by the corporation is as follows:

- (a) To promote and provide for the general improvement of Blocks 18, 19, 40, 6, 7, and 18-1, DORADO COUNTRY CLUB ESTATES NUMBER TWO; to provide for the general scenic improvement of the neighborhood, including but not limited to the erection of street lights if so desired, planting of shrubbery, landscaping on common areas as shown on the plat of the subdivision; to promote and provide for the general cleanliness and maintenance of the neighborhood; to promote and provide for recreational facilities for the neighborhood and to manage and maintain same; to act on behalf of the neighborhood; to protect and further its development as a residential area; to

promote, assure and facilitate public services to and for the neighborhood and to do all other things necessary or desirable to protect the health and well-being of the members and the welfare of the neighborhood as a residential area.

- (b) To lease, purchase, use, take possession of and enjoy, in fee simple or otherwise, any personal or real property necessary for the uses and purposes of the corporation and to sell, lease, alienate or dispose of the same at the pleasure of the corporation and for the uses and purposes for which said corporation is formed, and to buy and sell real or personal property, and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.
- (c) To pay all taxes and assessments, if any, which may be levied by any public authority upon any property owned or controlled by or held in trust for the benefit of the corporation or its shareholders for any ornamental fixtures, swimming pools, parks or clubhouses, or any other recreational facilities established therein or thereon whether taxes or assessed as a part thereof or separately.
- (d) To fix, establish or levy and collect from its shareholders, dues, fees, charges and assessments and to enforce any lien which may be provided to secure the payment thereof.
- (e) To own, manage, operate and otherwise direct the affairs of the residents pertaining to the recreational area and other related matters, including maintenance and repair of all facilities.

- (f) To sue and be sued, contract and be contracted within its corporate name, contract debts, borrow money and issue bonds, notes, debentures, and any other evidence of indebtedness for the same, and to secure the payments thereof by mortgage, deed of trust, hypothecation, bonds or otherwise.
- (g) To establish and promulgate by-laws, rules and regulations for the operation of said corporation, and to adopt the seal and change the same or these articles from time to time, according to law.
- (h) To do any and all other acts and things now or hereafter conferred upon non-profit corporations and corporations in general, or that a natural person might do, and not inconsistent with the laws of the State of Arizona, which may be necessary, convenient or desirable in the administration of the affairs and for the full attainment of the general purposes of this corporation.
- (i) To do anything necessary as the Board of Directors of the corporation shall deem proper and advisable and in the best interests of the residents of the subdivision and to comply in all ways with the declaration of covenants, conditions and restrictions recorded in the office of the Pima County Recorder as same pertain to DORADO COUNTRY CLUB ESTATES NUMBER TWO, a subdivision of Pima County, Arizona.
- (j) The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each clause shall not, except where otherwise indicated or expressed, be construed as a limitation upon the general purposes for which this corporation is

is formed but shall be regarded as independent purposes and powers.

ARTICLE IV

To work in conjunction with other neighborhood associations presently formed or to be formed in DORADO COUNTRY CLUB ESTATES NUMBER TWO in furtherance of purposes of common interest to all of such associations. This shall be deemed to include but not be limited to the maintenance of entry-ways, main access streets and overall neighborhood problems concerning the residents of more than one (1) neighborhood in said DORADO COUNTRY CLUB ESTATES NUMBER TWO and to further delegate such number of representatives to such master organization as the members of such master organization shall deem proper, both numerically and proportionately.

The Board of Directors of the corporation shall have the authority to levy charges against each resident or owner of property in said Blocks 13, 19, 40, 6, 7, and 18-1, which they deem necessary for the maintenance of any lands owned by the corporation and shall further have the right to levy assessments which are necessary as the corporation's contribution to the master corporation's requirements for monies necessary for the maintenance of roads or other facilities which said master association has jurisdiction over.

ARTICLE V

Notwithstanding any contrary provision herein, no part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the carrying on by this corporation at a profit of any

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business hereinabove recited as a purpose of this corporation shall be considered merely incidental to and in furtherance of the general community betterment and recreational purposes for which this corporation is formed.

ARTICLE VI

This corporation is organized pursuant to the general corporate laws of the State of Arizona, with particular reference to the non-profit corporate laws of said State of Arizona. The corporation does not contemplate pecuniary gain or profit to the members thereof nor shall any net earnings, income, gain, profits or funds of this corporation in whatsoever manner acquired by it at anytime inure or be distributed to or for the benefit of any private member, director or other individual, but the same shall be devoted solely for the purposes for which this corporation is formed.

ARTICLE VII

That the county in this state where the principal office for the transaction of the business of this corporation is to be located in the county of Pima.

ARTICLE VIII

The corporation shall have two (2) classes of voting membership.

CLASS A. Class A members shall be the owners with the exception of the developer and shall be entitled to one vote for each lot owned. For purposes of this provision only, one share of stock shall be issued regardless of the number of persons owning such lot. Each such stockholder shall upon purchase of such lot as above referred to and by such purchase does agree to be bound by the decision of the Board of Directors of the corporation insofar as operation of the facilities referred to herein and payment of assessments levied by the Board of

Directors for the operation of such facilities and related matters referred to herein.

CLASS B. Class B members shall be the developer and shall be entitled to four (4) shares of stock in the corporation for each lot owned. Such Class B membership or ownership shall cease and terminate on the sale of each lot by the developer to a purchaser who shall thereafter have rights in accordance with the Class A members.

Stock ownership shall be transferable upon transfer of each lot to any person qualifying pursuant with the terms of this Article and on such other conditions as may be established by the By-Laws of this corporation or by the Board of Directors hereof. Each shareholder shall be entitled to one (1) vote per share of stock at all meetings and may vote in person or by proxy. In the event a share of stock is held by more than one person, they shall have only one vote between them per share at meetings as above referred to. No assessment shall be levied against Class B membership for the operation of the corporation's facilities and such charges shall not commence to accrue until said Class B membership has been converted to Class A members in accordance with the terms hereof.

ARTICLE IX

The names and address of the persons who are the incorporators are as follows:

SAUL TOBIN, 7302 East 22nd Street, Tucson, Arizona

MARVIN H. VOLK, 7302 East 22nd Street, Tucson, Arizona

ARTICLE X

- (a) The affairs of the corporation shall be conducted by a Board of Directors of not less than two (2) nor more than fifteen (15) directors. Said directors shall be required to be stockholders of the corporation subsequent to those elected at

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the organizational meeting. The directors shall be elected at the annual meeting of the stockholders and shall hold office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified. The first Board of Directors shall be elected at the organizational meeting of the incorporators and shall hold office until their successors shall have been elected and qualified. The first annual meeting of stockholders of the corporation shall be held on the second Tuesday X in August, 1973 and on the same day of each and every X year thereafter unless changed by the Board of Directors. Special meetings may be held at such time and place as may be prescribed by the by-laws of the corporation. 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 determine. Any offices may be consolidated and held by one person. The officers shall be elected by the Board of Directors at the annual meeting of the board to be held after the annual meeting of the stockholders and said officers shall hold office for one year and until their successors shall have been elected and qualified. The first officers of the corporation shall be elected by the Board of Directors at their first meeting after their election. The Board of Directors shall have the powers to adopt by-laws and to change or amend same as they deem proper or necessary. Any and all vacancies that may occur in the Board of Directors or in any office may be filled by the remaining directors and the persons so chosen to fill the

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vacancies shall serve during the unexpired term of his predecessor and until his successor shall have been elected and qualified. *Monday, 10 Aug, Sept 10th, 1972.*

(b) In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

- (1) To make, alter, amend and rescind the by-laws of the corporation.
- (2) To determine and fix annual or other periodic dues of stockholders.
- (3) To 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.
- (4) To make all necessary rules and regulations to assure fair and equitable use of corporate facilities among the members and to enforce same.
- (5) To engage the services of such agents and employees as may be necessary to accomplish the objects and purposes of this corporation.

ARTICLE XI

The highest amount of indebtedness of the corporation shall be determined by the Board of Directors from time to time, but shall never be in excess of that authorized by the laws of the State of Arizona.

ARTICLE XII

The time of commencement of this corporation shall be when the articles have been filed in the office of the Corporation Commission of the state of Arizona, and a certified copy thereof recorded in the office of the County Recorder in Pima County, Arizona, and its termination shall be twenty-five

(25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE XIII

The private property of the stockholders of this corporation shall be forever exempt from corporate debts and liabilities.

ARTICLE XIV

GERALD B. HIRSCH, 1005 Tucson Federal Savings Tower, Tucson, Pima County, Arizona, who has been a bona-fide resident of the State of Arizona, for at least three (3) years, is hereby appointed the lawful agent of this corporation, to accept and acknowledge service and upon whom may be served all necessary processor processes, in any action, suit or proceedings that may be brought against this 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 anytime and shall have the power to fill any vacancy in such position.

ARTICLE XV

At any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose, these articles of incorporation may be amended in any of the foregoing particulars by the affirmative vote of the majority of the shares of stock issued and outstanding and entitled to vote, upon notice given as required by law.

ARTICLE XVI

This corporation is organized pursuant to the general corporate laws of the State of Arizona, with particular reference to the non-profit corporate laws of said State of Arizona. The corporation does not contemplate pecuniary gain or profit thereof to the members thereof nor shall any net

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earnings, income, gain, profits or funds of this corporation in whatsoever manner acquired by it at anytime inure or be distributed to or for the benefit of any private member or stockholder, director or other individual, but the same shall be devoted solely for the purposes for which this corporation is formed.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of July, 1973.

[Signature]
[Signature]

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

The foregoing Articles of Incorporation were acknowledged before me the undersigned Notary Public, by SAUL TOBIN and MARVIN H. VOLK, known to me to be the persons whose signatures are subscribed to the foregoing Articles of Incorporation who personally appeared before me and acknowledged to me that they executed the same for the purposes therein contained.

[Signature]
NOTARY PUBLIC

My Commission Expires:
3/4/77