

Z. CORP. COMMISSION
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ARTICLES OF INCORPORATION
OF

STONE CURVES CONDOMINIUM OWNERSASSOCIATION
an Arizona non-profit corporation

1. **Name and Place of Business.** The name of the Corporation is STONE CURVES CONDOMINIUM OWNERSASSOCIATION. The place of business of the Corporation is 547 E. Roger Road, Tucson, Arizona 85705. *mp.*

2. **Purpose of Corporation.** The Corporation is organized to conduct any and all lawful affairs for which non-profit corporations may be organized under Title 10, Chapter 33, Arizona Revised Statutes. The Corporation shall have all the powers set forth in A.R.S. §10-3302 as the same are enumerated as of the date hereof and as the same may hereafter be increased by subsequent amendment thereto, without limitation.

3. **Specific Purpose of Corporation.** The Corporation intends to enforce the terms and conditions of the Declaration of Covenants, Conditions and Restrictions for STONE CURVES CONDOMINIUM, and to perform all of the duties and obligations of the Corporation set forth in the Declaration, as amended from time to time.

4. **Incorporator.** The name and address of the incorporator is:

James L. Hamilton
547 E. Roger Road
Tucson, Arizona 85705

5. **Initial Board of Directors.** The incorporator listed above comprises the initial Board of Directors, and shall serve until his successors are elected and qualify.

6. **Statutory Agent.** Carolyn B. Goldschmidt, 4558 N. First Avenue, Suite 150, Tucson, Arizona 85718-5607, who is a resident of the State of Arizona, is hereby appointed the lawful agent of this corporation to accept and acknowledge service, and upon whom may be served all necessary processes in any action, suit, or proceeding brought against this corporation in any of the courts of the State of Arizona and for other purposes required by law. The Board of Directors may revoke this appointment and appoint a successor agent at any time.

7. **Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any Unit in STONE CURVES CONDOMINIUM, including a Buyer under a contract for sale, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the

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performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Unit in STONE CURVES CONDOMINIUM.

8. **Voting.** The Association shall have one class of voting Members. Each Member has one vote for each Unit owned.

9. **Assessments.** Annual assessments, levied in accordance with the Declaration, are due and payable in monthly installments, or by such periodic payments as the Board of Directors, from time to time, determine. The Corporation has the right and obligation to enforce payment as provided in the Declaration.

10. **Limitation of Liability of Directors.** The private property of directors and officers of the Corporation shall be forever exempt from liability for debts, obligations and liabilities of the Corporation. Furthermore, the personal liability of directors of the Corporation to this Corporation and its members for monetary damages for breach of fiduciary duty as a director shall be eliminated to the extent permissible under A.R.S. §10-3202, and as the same may hereafter be amended.

11. **Indemnification of Directors.** Any person who serves as an officer or a member of the Board of Directors shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his/her official capacity, unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such person. "Official capacity" is any decision, act or event undertaken by the corporation in furtherance of the purpose or purposes for which such organization was organized.

12. **Amendment.** Amendment of these Articles of Incorporation of the Corporation may be made only upon the approval of the Owners of two-thirds (2/3) of the Units who are voting at any meeting called for that purpose and after written notice of the meeting is given to all of the members.


13. **Dissolution.** The Corporation may be dissolved with the written consent of not less than seventy-five percent (75%) of the members entitled to vote. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Corporation.

DATED this 27 day of November, 2002.

A handwritten signature in black ink, appearing to read 'James L. Hamilton', is written over a horizontal line.

James L. Hamilton, Incorporator

I, CAROLYN B. GOLDSCHMIDT, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.


Carolyn B. Goldschmidt
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