

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HACIENDAS DEL CONDE ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, whose hands are hereunto affixed, desiring to form a non-profit corporation under the laws of the State of Arizona, have associated ourselves together for the purpose of hereby adopting the following Articles of Incorporation.

ARTICLE I

Haciendas del Conde was originally incorporated as part of Haciendas Catalina Del Rey. The names, residences and post office addresses of the original incorporators were:

Gordon S. Giovanelli  
5753 N. Camino Laguna, Tucson, Arizona

Harold O. Willits  
5752 Camino de las Estrelles, Tucson, Arizona

Jerry C. Lindhorst  
16316 Jacklin Drive, Fountain Hills, Arizona

ARTICLE II

The Name of the Association shall be Haciendas Del Conde Association.

ARTICLE III

The location of the principal place of business shall be in Tucson, Pima County, Arizona.

ARTICLE IV

The general nature of the business proposed to be transacted by the Association, and the purposes for which the Association is to be formed shall be:

(a) To limit its membership to persons who become owners or purchasers of Lots 1 to 114 inclusive, in Haciendas del Conde, a subdivision to be formed of a portion

of the south half of Section 10, Township 13 South, Range 14 East, Gila and Salt River Base and Meridian, Pima County, Arizona hereinafter referred to as "the subdivision".

(b) To assess the members of the Association monthly dues to provide funds for the operation of the Association and the maintenance and care of its property and for other purposes of the Association;

(c) To provide necessary management, operation, service, repair, maintenance, safety and control of property, facilities, improvements, areas and elements in all portions of the subdivision which are owned and used in common by and for the benefit of all or a portion of the owners within the subdivision. To provide necessary landscaping, landscape care and maintenance upon various residential lots within the subdivision.

(d) To file liens upon Lots 1 to 114 inclusive, within the subdivision, to secure the payment of obligations owed to the Association by its members who are owners of such lots, and to collect, foreclose, or otherwise enforce, compromise, release, satisfy and discharge said liens, and do all other things necessary to the filing, maintenance, enforcement and discharge of said liens;

(e) To acquire, own and hold those portions of the subdivision as may be shown on the recorded plat as common areas; provided, however, that it is not intended that the recreational facilities provided for the use and enjoyment of all members be the same or equal;

(f) To take any action necessary to enforce those covenants, conditions and restrictions which nor or hereafter affect real property in the subdivision owned by a member of the Association;

(g) To acquire, own, sell, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes and commercial paper of corporations, trusts, and individuals; to purchase, hire, build, erect, own and manage buildings, structures, and facilities of every kind and nature; to acquire and operate street lighting systems, either directly or under contract with a municipality or other governmental agency; to take, acquire, buy, own, hold, manage, develop, work, sell, convey, enjoy, use, lease, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of goods, wares, merchandise, supplies, and personal property of every class and description; to acquire and pay for in cash, stock, bonds, and other securities of any corporation, trust, or individual, or otherwise, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation;

(h) To borrow money and to mortgage or pledge any or all of its real or personal property to secure repayment thereof; and

in general, to do and perform such acts and things and transact such business in connection with the foregoing objects not inconsistent with law, as the Board of Directors may deem to be the advantage of the Association.



## ARTICLE V

The Association shall be owned by the members and the memberships shall run with such lots. No more than one membership shall be outstanding at any time for each lot. Each such membership shall be entitled to one vote. All other rights and obligations of members shall be governed by the By-Laws of the Association and by all covenants, conditions and restrictions affecting said subdivision now recorded or that may hereafter be recorded.

## ARTICLE VI

The Association is not organized for pecuniary profit; hence no dividends or earnings, if any, shall be paid to its members.

## ARTICLE VII

The life of the corporation shall be perpetual.

## ARTICLE VIII

The business and affairs of the Association will be conducted by a Board of Directors, which shall have the exclusive right to determine and transact said business and affairs.

The original incorporation of Haciendas Catalina Del Rey Association provided for until such time as ninety percent (90%) of Lots 1 through 174 inclusive has been sold or conveyed to an individual lot owner, or until September 15, 1980, whichever occurs sooner, the Board of Directors will consist of an interim board of three (3) directors, each of whom, and each of whose replacement shall be selected and appointed or elected by, and shall be subject to removal and replacement by Republic Development, Inc., an Arizona corporation, hereinafter referred to as "Republic", which shall have the exclusive right during such period to select, appoint, elect, remove and replace directors. Removal of a director shall be deemed effective upon the giving or written notice of such removal by Republic to the subject director. Said rights and powers shall accrue to any successor to the Haciendas Catalina del Rey development rights and powers of Republic (as distinguished from the purchasers of individual lots) and to any assignee of said developer control rights and powers, including, without limitation, any mortgagee thereof. Notwithstanding anything to the contrary hereinelsewhere provided, the foregoing provision providing for developer control (hereinafter referred to as "developer control provision") shall not be subject to modification of amendment during the above-stated period of time. Said developer control provision shall be liberally construed to accomplish its purpose of providing for the retention by the developer of this subdivision of association control during the entire period of development, construction, and sale, and

to the extent any other provision of these Articles of Incorporation, the Association By-Laws, or the recorded Declaration of Covenants, Conditions and Restrictions pertaining to the subdivision is in conflict therewith or in derogation thereof, either expressly or implicitly, said developer control provision shall be deemed to govern and control.

At the expiration of the aforesaid period, and not sooner, the members shall be entitled to elect a Board of Directors consisting of three to nine (3-9) directors. For the original incorporation of Haciendas Catalina Del Rey Association, all directors of the Interim Board need not be Association members. The first Board of Directors, duly elected at a meeting of the incorporators on September 3, 1975 at 620 North Craycroft Road, Tucson, Arizona consisted of:

Harold O. Willits  
Gordon S. Giovanelli  
Jerry C. Lindhorst

Regular annual meetings of the members will be held annually thereafter in the first quarter of each year. Subject to the provisions of this Article, vacancies on the Board of Directors shall be filled as provided in the By-Laws. The current Board of Directors are:

James Carlson, 5815 N. Pontatoc, Tucson, Arizona 85718  
Bradley Johns, 5935 N. Camino del Conde, Tucson, Arizona 85718  
Homa Karimi, 5901 N. Placita del Conde, Tucson, Arizona, 85718  
Mark Pedata, 5854 N. Camino del Conde, Tucson, Arizona 85718  
Jim Rankin, 5843 N. Pontatoc, Tucson, Arizona 85718  
Edward Snowden, 5843 N. Pontatoc, Tucson, Arizona 85718  
Janice Ulrich, 5915 N. Pontatoc Rd., Tucson, Arizona 85718

The officers of the Association shall consist of a president, vice president, secretary, treasurer, and such other officers as the Board of Directors may from time to time elect. Except for the office of president, any two offices may be held by the same person. Said officers shall hold office for two years, or until their successors have been elected and qualified. The terms shall be staggered as set forth in the By-Laws. The secretary and treasurer need not be members of the Board of Directors. So long as the secretary and treasurer are not board members, these positions can be paid positions. The Board of Directors shall adopt By-Laws for the Association, and such By-Laws may be amended or repealed as provided therein.

Any Director may be removed by the members at any time with or without cause, and any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause, all in accordance with the By-Laws of the Association.



The Board of Directors shall have power to assess each member a pro rata share of the actual costs of the Association of the repair and maintenance of all the common areas and improvements thereon owned by the Association which are available to each such member, and shall have the power to assess each member furnished with landscape maintenance by the Association the pro rata share of the actual cost of the Association of such maintenance and upkeep, as well as for the cost of the Association of the construction of any additional improvements and recreational facilities in accordance with the By-Laws and the recorded Declaration of Covenants, Conditions and Restrictions for Haciendas Del Conde Association.

#### ARTICLE IX

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

#### ARTICLE X

Any director of the Association individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Association, provided that the fact that he individually or as a member of such firm or association is so interested shall be disclosed, and any director of the Association who is also a director, officer or stockholder of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which/shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director, officer or stockholder of such other corporation or not so interested. In the absence of fraud, no director shall be liable to account to the Association for any profit realized by him from or through any such contract or transaction of the Association authorized as aforesaid by reason of the fact that he or any firm or association of which he is a member, of any corporation of which he is an officer, director, or stockholder shall have been interested in any such contract or transaction.

Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate is or was an incorporator, director, officer or employee of the Association or of any corporation which he served as such at the request of the Association shall be indemnified by the Association against judgments or penalties rendered or levied against any such person, and the reasonable expenses, including attorney fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal thereon, 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, suit or proceedings.

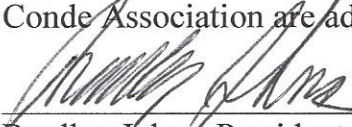
ARTICLE XI

Philip G. Worcester, 5656 N. Camino del Conde, Tucson, Arizona, is hereby appointed the lawful agent of this Association 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 this Association in any of the Courts of the State of Arizona and for all purposes required by law. The Board of Directors of this Association may revoke said appointment and appoint a new agent for such purposes at any time.

ARTICLE XII

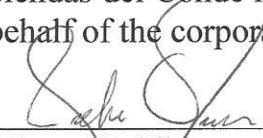
The Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the members present, or represented by absentee ballot, at a meeting called for that purpose. Notice of proposed amendments shall be given by written notice by the Board of Directors at least ten days prior to said meetings. Amendments shall be signed and acknowledged by the President and attested by the Secretary of the Association and shall be filed, recorded and published as required for Articles of Incorporation. Publication may be dispensed with when each member signs a waiver.

IN WITNESS WHEREOF, these Articles of Incorporation of Haciendas del Conde Association are adopted as set forth above.

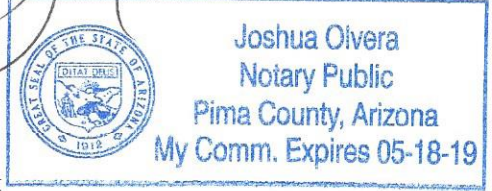
  
\_\_\_\_\_  
Bradley Johns, President

STATE OF ARIZONA     )  
                                  )ss.  
COUNTY OF PIMA     )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of March, 2018, by Bradley Johns, President of Haciendas del Conde Association Inc., a non-profit corporation in Pima County, Arizona on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 5.18.19





**SECRETARY'S CERTIFICATE**

The undersigned does hereby certify that:

He is the duly elected Secretary of Haciendas del Conde Association, an Arizona nonprofit corporation; and

The foregoing Articles of Incorporation constitute the Articles of Incorporation of Haciendas del Conde Association as adopted by two-thirds (2/3) of the votes of the Members, cast in person or by absentee ballot, at a meeting duly called and held on March 12, 2018.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 28<sup>th</sup> day of March, 2018.

*Phil Worcester*  
\_\_\_\_\_  
Phil Worcester, Secretary

STATE OF ARIZONA    )  
  )ss.  
COUNTY OF PIMA    )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of March, 2018, by Phil Worcester, Secretary of Haciendas del Conde Association Inc., a non-profit corporation in Pima County, Arizona on behalf of the corporation.

*Joshua Olvera*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 5-18-19

