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*Sonia Brees*  
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AT CORP COMMISSION

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*B. Z. P. R. G.*  
10-31-96

**ARTICLES OF INCORPORATION  
OF  
SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION**

The undersigned voluntarily associate themselves together for the purpose of forming a non-profit corporation and do hereby certify:

**ARTICLE I**  
Definitions

The words and terms used herein will be deemed to have the same meanings as given those words and terms defined in the Declaration of Covenants, Conditions and Restrictions pertaining to Sunrise Pointe Vistas Homeowners Association, and as same may be amended or restated from time to time ("Declaration").

**ARTICLE II**  
Name

The name of the corporation is SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION.

**ARTICLE III**  
Principal Place of Business

The principal place of business of the Association is located in Tucson, Arizona.

**ARTICLE IV**  
Statutory Agent

Patrick O'Hagin, a bona fide resident of the State of Arizona for the last four (4) years, whose address is 6137 East Grant Road, Suite A, Tucson, Arizona 85712, is hereby appointed the initial statutory agent of this Association.

**ARTICLE V**  
General Nature of Business

The Association does not contemplate any pecuniary gain or profits to the members thereof.

The purposes for which this Association is formed are:

A. To promote the health, safety and welfare of the Owners and tenants of any and all Lots located in the Property.

B. For the above purpose to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

3. Pay all expenses in connection with the authorized purposes of the Association and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. Subject to the provisions of the Declaration, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

5. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Arizona by law may now or hereafter have or exercise.

#### **ARTICLE VI** **Membership and Voting Rights**

Membership and voting in the Association will be in accord with the provisions in the Declaration.

#### **ARTICLE VII** **Incorporators**

The names and post office addresses of the incorporators are as follows:

**Names**

**Addresses**

John B. Urbahns

P.O. Box 40790  
Tucson, Arizona 85717

Steve Thompson

P.O. Box 40790  
Tucson, Arizona 85717

**ARTICLE VIII**  
Board of Directors and Officers

The affairs of the Association will be managed by a Board of not less than three (3) Directors, nor more than seven (7) Directors. The first Board of Directors will consist of three (3) Directors and such Officers as the Board may appoint or elect. All Directors and Officers must be Members of the Association or employees or representatives of Declarant. The number of Directors may be changed by amendment of the Bylaws of the Association.

The first Board of Directors of the Association will consist of the following three individuals:

Names

Addresses

John B. Urbahns

P.O. Box 40790  
Tucson, Arizona 85717

Steve Thompson

P.O. Box 40790  
Tucson, Arizona 85717

Nancy Belt

*Nancy Belt*

P.O. Box 40790  
Tucson, Arizona 85717

The Board of Directors will serve until the first annual meeting following termination of the Class B Membership.

At the first annual meeting following the termination of the Class B Membership, or at a special meeting of the Association called by the first Board of Directors, the Members will elect a Board of Directors to be divided into three classes. The term of office of Directors of the first class will expire at the first annual meeting following their election. The term of office of Directors of the second class will expire at the second annual meeting following their election. The term of office of Directors of the third class will expire at the third annual meeting after their election.

At each annual election of Directors held after the classification and election described in the preceding paragraph, Directors chosen to succeed those whose terms expire will be elected for a term of office to expire at the third annual meeting of Members after their election. The manner of electing Directors and the term of office of Directors may be changed by an amendment to the Bylaws.

## ARTICLE IX

### Amendments

These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of at least two-thirds (2/3) of Members of the Association present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of Members.

## ARTICLE X

### Interpretation

If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Declaration, the terms and provisions of the Declaration will prevail and supersede such conflicting or inconsistent provisions in these Articles except as may otherwise be required by applicable law. If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Bylaws, the terms and provisions of these Articles of Incorporation will prevail and supersede such conflicting or inconsistent provisions in the Bylaws except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the Association, the Board of Directors of the Association, nor any agent or employee of the Association will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

## ARTICLE XI

### Limitation of Liability

To the fullest extent provided by law, the personal liability of the Directors of the Association or the Members for breach of fiduciary duty as a Director will be eliminated, except only as may be provided otherwise in Arizona Revised Statutes Section 10-1029 A.8, as the same may be amended or renumbered.

## ARTICLE XII

### Membership

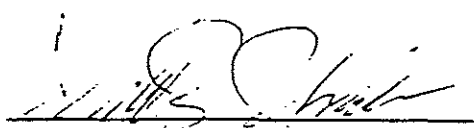
Every person or entity who is record Owner of any Lot is entitled to Membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, Ownership of any Lot.

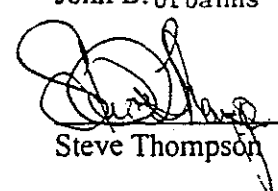
## ARTICLE XIII

### Dissolution

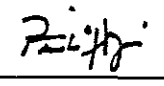
If the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes as the Association in accordance with Arizona Revised Statutes Section 10-1046, as the same may be amended or renumbered.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

  
\_\_\_\_\_  
John B. Urbahns

  
\_\_\_\_\_  
Steve Thompson

The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.

  
\_\_\_\_\_  
Patrick O'Hagin



F. ANN RODRIGUEZ, RECORDER  
RECORDED BY: LAM  
DEPUTY RECORDER  
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SUNRISE POINTE VISTAS HOA  
C/O PREMIER PROPERTIES INC  
3280 S CAMINO DEL SOL  
GREEN VALLEY AZ 85614

MAIL

AMOUNT PAID \$ 20.00

AMENDED AND RESTATED BYLAWS  
OF  
SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION

ARTICLE I.

Name and Location

The name of the corporation is Sunrise Pointe Vistas Homeowners Association ("Association"). The principal office of the corporation shall be located in Green Valley, Pima County, Arizona, but meetings of Members and Directors may be held at such places within the State of Arizona, County of Pima, as may be designated in writing by the Board of Directors ("Board").

ARTICLE II.

Definitions

The words and terms used herein will be deemed to have the same meaning as are given those words and terms defined in the Declaration of Covenants, Conditions and Restrictions of Sunrise Pointe Vistas Homeowners Association, as the same may be amended or restated from time to time ("Declaration").

ARTICLE III.

Meetings of Members

Section 1. Annual Meetings

The annual meeting of the Members shall be held on the third Tuesday in January of each year at a date, time and place chosen by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fifth (1/5th) of the members who are entitled to vote.

Section 3.     Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice must specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting, including the general nature of any proposed amendment to the Declaration or Bylaws, changes in assessments that require approval of the Members, and any proposal to remove a Director or an Officer. The failure of any Member to receive actual notice of a meeting of Members will not affect the validity of any action taken at the meeting.

Section 4.     Record Date

The Board of Directors must fix a date ("Record Date") not more than thirty (30) days before the date of the Meeting of Members, or other action requiring a determination of Members, as the date of determination of Members entitled to notice of and to vote at such meeting, or to exercise any rights in respect of any other lawful action. A determination of Members entitled to notice of or to vote at a meeting of Members is effective for any adjournment of the meeting, unless the Board of Directors fixes a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new Record Date if the meeting is adjourned to a date that is more than thirty (30) days after the Record Date for determining Members entitled to notice of the original meeting.

Section 5.     Quorum

The presence at the meeting in person or by proxy of one-fifth (1/5th) of the Members who are entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, a quorum is not present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present or represented.



Section 6. Proxies

At all meetings of members, each member may vote in person or by proxy. All proxies must be in writing and filed with the Secretary prior to the time of the meeting at which the proxy will be used. A proxy may only be given to a Member of the Association. It shall only be valid for the meeting which is designated in the proxy, or any adjourned meeting thereafter. The proxy shall be revoked if the Member attends the meeting, or if the Member provides written notice of revocation to the Secretary (or his/her designee) prior to the time set for the meeting.

Section 7. Voting Rights

Voting rights will be as set forth in the Declaration.

Section 8. Majority Vote Required

The Members will take action by the affirmative vote of the majority of Members present, in person or by proxy, at a duly held meeting, except where a larger proportion or number is required by the Declaration, the Articles of Incorporation, these Bylaws, or the laws of the State of Arizona.

Section 9. Action by Mail-In Ballot

Any action that may be taken at any meeting of Members may be taken without a meeting if the Association delivers a mail-in ballot to every Member entitled to vote on the matter. A mail-in ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by mail-in ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of Members, and the number of approvals equal or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by mail-in ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, other than the election of Directors, and specify the time by which a ballot must be delivered to the Association in order to be counted, which time may not be less than 10 business days after the date that the Association delivers the ballot. A mail-in ballot may not be revoked; provided, however, that a mail-in ballot will be automatically revoked if a Member conveys his/her Lot before the vote is tallied.

#### ARTICLE IV.

## Board of Directors: Selection; Removal; Term of Office

## Section 1. Number

The affairs of this Association will be managed by a Board of not less than three (3) Directors, nor more than seven (7) Directors. The number of Directors may be increased or decreased by the Board; however, if the number is changed it shall not act to shorten the term of any incumbent Director. If the Board votes to increase or decrease the number of Directors, such increase or decrease shall not take effect until the next annual election.

Section 2. Term of Office

Directors will be elected for a term of three (3) years to fill vacancies occurring by reason of classification of the first Board of Directors of the Association, or for such term and in such manner as may be determined from time to time by the Board.

## Section 3. Removal

Any Director may be removed from the Board, with cause, by a majority vote of the Members of the Association who are in attendance at any meeting of the Association duly held for that purpose. The vote may be in person or by proxy. Any Member proposing the removal of a director must submit a petition to the Secretary, which has been signed by the Owners of at least twenty-five percent (25%) of the Lots. The Secretary is responsible for determining the date and time of any special meeting, which must be scheduled not later than thirty (30) days after receipt of the petition, and for sending notice of the meeting to the Members. Any director whose removal has been proposed will be given notice of the petition calling for his/her removal and will be given the opportunity to submit a written response to the petition, to be mailed to the Members by the Secretary with the notice of the meeting. At the meeting, the Director whose removal has been proposed will be entitled to address the Members prior to the vote on removal. In the event of removal of a Director, his/her successor will be selected by the vote of the Members at the meeting, and such successor will be appointed to fill the unexpired term of the Director who was removed.

**THE UNIVERSITY OF CHICAGO**

Section 4. Successor.

In the event of the death or resignation of a Director, a successor will be appointed by the majority vote of the Directors then in office, even though less than a quorum, and such successor will serve for the unexpired term of the predecessor.

Section 5. Compensation.

No Director will receive compensation for any service rendered to the Association. However, any Director will be reimbursed for actual expenses reasonably incurred in the performance of his/her duties as a Director.

ARTICLE V.

Nomination and Election of Directors

Section 1. Nomination

Nominations for election to the Board may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting unless the vote is by mail-in ballot. The Nominating Committee will consist of a Chairman, who will be a Member of the Board, and two or more Members of the Association. The Nominating Committee may be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment may be announced at each annual meeting. The Nominating Committee will make as many nominations for election to the Board as it will in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members at the Annual Meeting unless the vote is by mail-in ballot..

Section 2. Election

Election to the Board of Directors will be by written ballot. At such election, the Members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected. Ballots and proxies must be separate documents. Cumulative voting is not permitted.

## ARTICLE VI.

### Meetings of Directors

#### Section 1. Regular Meetings

Regular meetings of the Board will be held at a place, date and time as may be chosen from time to time by the Board.

#### Section 2. Special Meetings

Special meetings of the Board will be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director. Notice of special meetings may be given by mail, any electronic means, including e-mail and fax, by telephone, or in person. Notice may be waived at any time by the persons entitled to receive such notice.

#### Section 3. Open Meetings; Exceptions

All meetings of the Board of Directors will be open to Members, and all Members so desiring will be permitted to attend and listen to the deliberation and proceedings; provided, however, that for regular and special meetings of the Board, Members who are not Board members may not participate in any deliberation or discussion unless so authorized by a vote of the Board. Notwithstanding the foregoing, any portion of a meeting may be closed if the closed portion of the meeting is limited to consideration of one or more of the following (i) employment or personnel matters for employees or agents of the Association; (ii) legal advice from an attorney for the Board or the Association; (iii) pending or contemplated litigation; or (iv) pending or contemplated matters relating to the enforcement of the Association's Declaration, Rules or other documents.

#### Section 4. Quorum; Action of Directors

A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision taken or made by a majority of the quorum will be regarded as an act of the Board, except where the affirmative vote of a larger or smaller proportion or number is required or permitted by the Declaration, Articles of Incorporation, these Bylaws, or the laws of the State of Arizona.

Section 5. Action Taken without a Meeting

In the event of needed action, if necessary, the Directors may take any action without a meeting that they could take at a meeting by obtaining the written approval of all of the Directors. Any action so taken will have the same effect as though taken at a meeting of the Directors. Any such action in lieu of a meeting will be duly recorded in the minutes of the next meeting of the Directors.

## ARTICLE VII.

## Powers and Duties of the Board of Directors

## Section 1. Powers

The Board has all the powers of an Arizona non-profit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Association's Articles of Incorporation, these Bylaws and the Declaration. The Board has the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under the Articles, these Bylaws and the Declaration, and to do and perform any and all acts which are necessary or proper for or incidental to the exercise of any of the express powers of the Association. Without in any way limiting the generality of these provisions, the Board has the power and authority to do the following:

- (a) Adopt and publish Rules and Regulations ("Rules") governing the use of the Common Areas and all other areas for which the Association is responsible, and the activities of Members and their guests thereon, and to establish penalties for violation of the Declaration and/or Rules;
- (b) Suspend the voting rights of a Member during any period such Member is in default in the payment of any assessment, fine or penalty levied by the Association;
- (c) Employ a manager, independent contractor or such other employees as deemed necessary, and to prescribe their duties.
- (d) May declare the office of a Member of the Board to be vacant in the event such Member is absent from three (3) consecutive regular meetings of the Board.

- (a) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (b) Establish an annual budget;
- (c) As more fully provided in the Declaration, to
  - (1) establish the amount of the annual assessment due from each Owner and secured by each Lot;
  - (2) send written notice to every Owner; and
  - (3) foreclose the lien against any property for which any assessment, fine or penalty is not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person legally entitled to the information, a certificate setting forth whether or not any assessment, fine or penalty has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates;
- (e) Procure and maintain liability and hazard insurance on property owned or maintained by the Association;
- (f) Obtain fidelity insurance on those officers, agents or employees who have access to the funds of the Association as it may deem appropriate;
- (g) Cause the Common Area and all other areas for which the Association is responsible to be maintained; and
- (h) Perform such other duties as may be determined from time to time to be necessary for the conduct of the affairs of the Association.

## ARTICLE VIII.

### Officers and their Duties

#### Section 1. Enumeration of Office

The Officers of the Association will be a President, one or more Vice Presidents, a Secretary and a Treasurer. All Officers must be Members of the Association.

#### Section 2. Term

The Officers of the Association will be elected annually by the Board, and each will hold office for one (1) year, unless he/she resigns prior to the expiration of his/her term, is removed, or otherwise becomes disqualified to serve. The President may not serve for more than two (2) consecutive terms.

#### Section 3. Special Offices

The Board may appoint such other officers as the affairs of the Association may require, each of whom will hold office for such period (not to exceed one year), have such authority, and perform such duties as the Board may, from time to time, determine.

#### Section 4. Resignation and Removal

Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of said resignation will not be necessary to make it effective.

#### Section 5. Vacancies

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy will serve for the remainder of the term of the Officer he/she replaces.







The Board may establish such other committees as it deems desirable. A member of the Board will be appointed to serve as liaison between each committee, except the Financial Advisory Committee, and the Board. The Board may remove any committee member without cause.

Section 1. Architectural Committee

The Architectural Committee will have such powers and duties as are set forth in the Declaration.

Section 2. Audit Committee

The Audit Committee will be composed of a minimum of three and a maximum of five full time Members of the Association, including the President as Board Representative and the Treasurer as ex-officio Member. The duties of the Audit Committee will be to:

- (a) Approve or disapprove the audit letter from the independent auditor;
- (b) Recommend to the Board the hiring of an independent auditor for the coming year at a specified cost.

Section 3. Financial Advisory Committee

The Financial Advisory Committee will be composed of the President, Treasurer, and a Member of the Association qualified in accounting methodologies or, if an Association Member is unavailable, a non-Member elected by the Board. The Financial Advisory Committee will formulate and recommend fiscal policy for the management of all monetary requirements of the Association, including budget preparation, annual homeowner dues assessment, and investment of reserve funds and will exercise and discharge such other duties as may be required by the Board. The committee will report to and make its recommendations directly to the Board.

Section 4. Maintenance Committee

The Maintenance Committee will advise the Board on all matters pertaining to the maintenance, repair or improvement of the Common Areas and all other areas for which the Association is responsible, and will exercise and discharge such other duties as may be required by the Board.

Section 5. Nominating Committee

The Nominating Committee will have the duties and functions described in Article V of these Bylaws.

Section 6. Social Committee

The Social Committee will establish a process for identifying the needs and desires of the community, developing programs to meet those needs, and monitor and oversee social programs.

## ARTICLE X.

## Indemnification

## Section 1. Scope of Indemnity

The Association will indemnify its officers, directors and committee members to the fullest extent permitted by the Arizona Non-Profit Corporation Act, as amended from time to time. The right of indemnification herein provided will not be exclusive of other rights to which any director, officer or committee member of the Association may otherwise be entitled to by law.

Section 2. Insurance

The Association, by action of the Board, will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member of the Association against any such liability arising out of his/her status as such, whether or not the Association would have had the power to indemnify him/her against such liability under Article X.

## ARTICLE XI.

### Books and Records

The books, records and papers of the Association will at all times, during reasonable business hours, be subject to inspection by any Member, to the extent provided for by Arizona law. The Declaration, the Articles of Incorporation and the Bylaws of the Association, will be available for inspection by any Member by request to the Secretary. Copies may be purchased at a reasonable cost by request to the Secretary

## ARTICLE XII.

### Assessments

As more fully provided in the Declaration, each Member is obligated to pay assessments to the Association.

## ARTICLE XIII.

### Corporate Seal

The Association shall not have a corporate seal.

## ARTICLE XIV.

### Amendments; Conflicts

#### Section 1.

These Bylaws may be amended, altered or repealed by the affirmative vote of more than two-thirds (2/3) of votes cast at the meeting or a majority of all eligible votes of Members of the Association present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of Members, whichever is less.

#### Section 2.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles will control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration will control.

ARTICLE XIV.

Miscellaneous

The fiscal year of the Association will begin on the first day of January and end on the last day of December of every year.

ARTICLE XV.

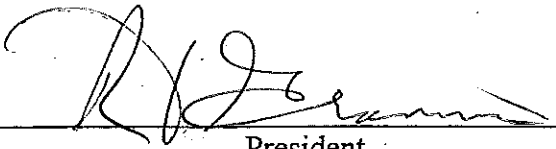
Parliamentary Authority

Robert's Rules of Order, as amended from time to time, will govern the Association in all cases to which they are applicable, and when not inconsistent with these Bylaws and any special rules of order adopted by the Association.

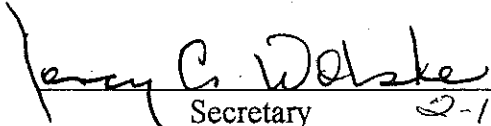
SIGNATURE AND ATTESTATION

These Amended and Restated Bylaws were approved at a meeting of the Association on February 11, 2004, at which a quorum was present, by the affirmative vote of more than two-thirds (2/3) of votes cast at the meeting, or a majority of all eligible votes in the Association, whichever is less.

SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION

By \_\_\_\_\_  
President

ATTEST:

  
Secretary 2-11-04

1-10-04 10:00 AM

