

ARTICLES OF INCORPORATION
FLECHA CAIDA HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, whose signatures are affixed hereto, desiring to form a non-profit corporation under the laws of the State of Arizona, do hereby associate ourselves together for that purpose, and adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation shall be:

FLECHA CAIDA HOMEOWNERS ASSOCIATION

ARTICLE II: The names and addresses of the incorporators are:

Howard D. Watt, 4950 E. Calle Bendita, Tucson, Arizona
Paul G. Rees, Jr., 3635 Plaza de las Lomas, Tucson, Arizona

ARTICLE III: The first Board of Directors of the corporation were elected March 28, 1968, at the first organizational meeting held at Skyline Country Club, Tucson, Pima County, Arizona, and its members are as follows:

Hale Coffeen	Paul G. Rees, Jr.
Richard Coolidge	James E. Serven
Daniel Davies	Winn Shackelford
Judge William C. Frey	E. J. Sullivan
Robert W. Heyer	James Wares
Max H. Lininger	Howard Watt
David Prouty	John W. Bender

The first annual meeting of the corporation shall be the first Monday of April, 1969, and successive annual meetings shall be the first Monday of each April thereafter. The directors named above shall hold office until the next annual meeting of the corporation or until their successors have been duly elected and qualified.

ARTICLE IV: The location of its principal office in the State of Arizona shall be in Pima County, Arizona, with a branch office or offices at such other place or places, either within or without the State of Arizona, as the Board of Directors may from time to time establish.

ARTICLE V: The general nature and purpose of the business to be transacted by the corporation, at any place within the United States, is as follows: To promote and provide recreational facilities; to maintain and manage such facilities, and to develop the residential area; to promote public services to said area; and to do all things necessary or desirable to protect the health and well-being of the members and the welfare of the neighborhood as a residential area in that portion of the Catalina Foothills known as Flecha Caida Ranch Estates, and all portions thereof. To own, buy, lease, sell or exchange real estate and personal property and to acquire the same by purchase, gift, devise, bequest, donation, subscription or otherwise. To sue or be sued, contract, borrow money, sell bonds, notes, debentures or mortgages. To establish By-Laws and regulations for the operation of the corporation; to adopt a seal and to increase or decrease the debts or assets of this corporation according to law. To exercise all powers now or hereafter conferred upon non-profit corporations and corporations in general under the laws of the State of Arizona. To do all things necessary or desirable to provide and promote recreational facilities of any nature for the use or enjoyment of the members of this corporation. The foregoing paragraphs shall be construed as the object, purposes and powers of this corporation, and it is expressly intended that such objects, purposes and powers shall not be limited or restricted by any reference to or inference from the terms of any other cause, term or paragraph herein contained.

ARTICLE VI: Since this is a non-profit corporation, it is expressly declared that this is not a corporation for gain or individual profit; and no dividend shall be declared or paid to its members and none of its property, real or personal shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

ARTICLE VII: The time of commencement of this corporation shall be when these Articles have been filed in the office of the Corporation Commission of the State of Arizona, as required by law, and its termination shall be twenty-five years thereafter with privilege as provided by law.

ARTICLE VIII: The affairs of the corporation shall be conducted by a Board of Directors and such officers as the membership shall elect. There shall be not less than three (3), nor more than twenty-five (25) directors elected from the membership. Directors shall hold office for one (1) year or until their successors are elected and qualified. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend and rescind the By-Laws of this corporation, subject to ratification of such changes by majority of the membership; to do all things necessary to carry out the intent and purpose of this corporation; to engage the services of such agents and employees as may be necessary to accomplish the purposes and objectives of this corporation and to pay reasonable compensation for such services.

ARTICLE IX: The highest 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, or by the By-Laws of this Association if a lesser amount.

ARTICLE X: The private property of the members, officers and directors of this corporation shall be forever exempt from corporation debts and liabilities of any kind whatsoever. The corporation shall indemnify any and all of its 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 director or officer of the corporation.

ARTICLE XI: Paul G. Rees, Jr., 909 Transamerica Building, Tucson, Pima County, Arizona, shall be the Statutory Agent of this corporation. The Board of Directors of this corporation may revoke his appointment at any time and shall have full power to fill any vacancy in such position.

ARTICLE XII: The officers of the corporation shall consist of those officers designated by the By-Laws and shall be elected by the Board of Directors at its annual meeting. Until their successors shall have been elected the following officers, elected at the organizational meeting, shall govern the Association:

Daniel R. Davies	President
David Prouty	Vice President
Paul G. Rees, Jr.	Treasurer
Howard D. Watt	Secretary

Membership in the Association shall be limited in such manner as provided in the By-Laws.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 2nd day of May, 1968.

(sig) Howard D. Watt
(sig) Paul G. Rees, Jr.

(notarization follows on original)