

# 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

RECREATIONAL CENTER, INC.

which were filed in the office of the Arizona Corporation Commission on the 4th day of January, 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 4th DAY OF January A. D. 1973.

*George M. Dempsey*  
BY SECRETARY

ARTICLES OF INCORPORATION  
 OF  
 RECREATIONAL CENTER, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons, whose residences and post office addresses are as set forth below opposite our signatures, do hereby adopt these Articles of Incorporation of and for RECREATIONAL CENTER, INC., a non-profit corporation.

ARTICLE I

The name of this corporation shall be RECREATIONAL CENTER, INC.

ARTICLE II

The principal place of business shall be in Scottsdale, Maricopa County, Arizona, but other offices may be maintained within the State of Arizona at such places as the Board of Directors may designate, where meetings of members and directors may be held.

ARTICLE III

The corporation is not organized for the purpose of gaining pecuniary profit. No part of the net earnings, if any, of said corporation shall inure to the benefit of any member, director or officer nor to any other person.

ARTICLE IV

The general nature of the business to be transacted by this corporation shall be to acquire and hold title to, develop, improve, manage and maintain certain lands and improvements located thereon lying within the southeast quarter of the northeast quarter of Section 23, Township 2 North, Range 4 East, G&SRB&M, in Maricopa County, Arizona, and any other lands adjacent thereto, (hereinafter called "Land") and in furtherance thereof, this corporation shall have powers and purposes as follows:

(a) To purchase, own, receive, hold, develop, improve, lease or sublease, and to sell, assign, lease or dispose of any part of the "Land".

(b) To construct, repair, maintain, landscape, rehabilitate and restore any improvements and recreational facilities on said "Land".

(c) To at all times hold title to those areas within the "Land" set aside and designated as recreational areas, private roadways and other areas for the common benefit and use of all co-owners of apartment units in any and all Horizontal Property Regimes which now exist or which may hereafter be created on the "Land".

(d) To provide maintenance services, police and guard protection and contract for the same for any and all Horizontal Property Regimes located on the "Land".

(e) To make rules and regulations pertaining to fire protection and safety factors in all of the areas owned by the corporation, and to enforce such rules and regulations.

(f) To levy assessments and enforce payments thereof against each Horizontal Property Regime created or located on the "Land" and each co-owner of an apartment unit therein, to cover expenses incurred by the corporation in acquiring, constructing, maintaining, landscaping, protecting, operating and improving any of the property of the corporation located within the "Land" or any other expenses incurred by the corporation for insurance, taxes, fire protection, road improvements and management.

(g) To file or record liens upon any of the Horizontal Property Regimes or co-owners of apartment units located therein, to secure the payment of assessments and obligations due from the Horizontal Property Regimes or co-owners of apartment units therein to the corporation, and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said liens, and do all things necessary to perfect the filing, enforcement and discharge of said liens.

(h) To take any action necessary to enforce any covenants, restrictions, reservations and conditions which at present affect, or in the future will affect, any of the property within the "Land".

(i) To enter into, make and perform and carry out contracts of every kind and for any lawful purpose pertaining to or incidental to its operations and business; to borrow or

raise money for any of the purposes of this corporation, with or without pledge or mortgage of any or all of the property of this corporation as security, and to issue notes or other obligations for money so borrowed, or otherwise, and to execute pledges, mortgages or other instruments to secure the same, or to secure the payment of money borrowed by the corporation.

(j) To make contracts with third parties, firms and corporations and to perform work thereunder, and to make contracts with any of the officers, directors, members or employees of this corporation, individually and without limitations, restrictions or prejudice, which contracts, when and if made, shall be considered and construed on the same basis as contracts with third parties, all in furtherance of the management, operation, objects and purposes of this corporation.

(k) To do all other things necessary, appropriate or convenient in the furtherance of any of the foregoing.

#### ARTICLE V

The time of the commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, unless renewed in the manner provided by law.

#### ARTICLE VI

This corporation shall be owned in its entirety by its members. Membership in the corporation shall at all times be limited solely to the Council of Co-Owners of each Horizontal Property Regime created or existing on the "Land". The ownership interest of each Council of Co-Owners in the corporation and their respective voting rights shall be in the same proportion and ratio as the square footage of all apartments in each regime is to the square footage of apartments in all of the regimes on the "Land". Each Council of Co-Owners shall designate to the Board of Directors of this corporation in writing a representative who shall be empowered to vote for said Council of Co-Owners on all matters and things requiring a vote by members of the corporation. Upon dissolution of this corporation, by law or otherwise, all of the property and assets of the corporation, subject to all corporate liabilities, shall be distributed to the Council of Co-Owners of each Horizontal Property Regime which is a member of the corporation in undivided interests in the same proportion as the interest of each member is in the corporation at time of dissolution.

Section 1. The control and management of the business and affairs of this corporation shall be vested in a Board of Directors. During the period between the date of incorporating this corporation and the first meeting of the members of the corporation or until their successors are elected, the following individuals who were elected at a meeting held in Phoenix, Arizona, on August 15, 1972, shall serve as Directors of the corporation:

Howard L. Farkas  
Bernard J. Rubinstein  
Larry D. Ewart

Section 2. Following the first meeting of the members of the corporation, which shall be held no later than a period of three (3) years from the date of incorporation, the Board of Directors shall be composed of not less than three (3) and not more than fifteen (15) members, as provided in the By-Laws. The first Directors to be elected shall hold office until the first annual meeting of the members of the corporation, following their election or until their successors shall have been elected and qualified. Thereafter, all Directors shall be elected at the annual meeting of the members of the corporation. Each Director shall serve for a term of one (1) year or until his successor shall have been elected and qualified. The annual meeting of the members of the corporation shall be held on the second Tuesday of February of each year commencing in 1976.

Section 3. The Board of Directors shall elect a President, one or more Vice Presidents, Secretary and Treasurer and assistants thereto. The time and method of electing said officers and the length of their term shall be fixed in the By-Laws. The President and Vice President shall be members of the Board of Directors, but the Secretary and Treasurer and their assistants need not be members of the Board of Directors. The Board of Directors may further elect an Executive Committee from among its membership. Any vacancies in the Board of Directors or in any office, may be filled by the remaining Directors and the person so chosen to fill a vacancy, shall serve during the unexpired term of his predecessor and until his successor is duly elected and qualified.

#### ARTICLE XIII

The Board of Directors shall have the power to adopt By-Laws and to change or amend the same as it may deem expedient. The By-Laws shall prescribe, among other things, the date of the

annual meeting, quorum, the method of electing officers, the liability of the members, for dues or assessments, the terms and conditions upon which a membership may be transferred, and such other regulations, and rules as may be required, provided the same are not contrary to law or inconsistent with the objectives or purposes of the corporation.

ARTICLE IX

These Articles of Incorporation may be amended by the affirmative vote of a majority of a quorum of the members present at a meeting called for that purpose.

ARTICLE X

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of the majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and approved by the Arizona Corporation Commission, to the extent required by the laws of the State of Arizona. The maximum amount of indebtedness or liability, direct or contingent, to which this corporation may be subjected at any one time, shall not exceed One Million Dollars (\$1,000,000.00), except that additional amounts may be authorized by an affirmative vote of three-fourths (3/4ths) of the members of the corporation at a lawfully held meeting.

ARTICLE XI

The members, officers and directors, and members of the Executive Committee, shall not be individually or personally liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE XII

This corporation does hereby appoint John A. Murphy, at 1500 TowneHouse Tower, 100 West Clarendon, Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of said corporation, to accept and acknowledge service, of and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation, in any of the courts in said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.

The foregoing appointment or any successor appointment, may be revoked at any time by filing an appointment of a successor agent.

IN WITNESS WHEREOF, we, the undersigned, have hereunto placed our signatures this 26<sup>th</sup> day of December, 1972.

Name

Residence Address

John A. Murphy  
John A. Murphy

51 Lincoln Hills  
3500 East Lincoln Drive  
Phoenix, Arizona 85018

Jeanne A. Adamson  
Jeanne A. Adamson

3131 East Mulberry  
Phoenix, Arizona 85016

90182

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JAN 4 1973

At 9:15 A.M. request of  
Murphy, Posner & Franks  
Address 1500 Townhouse Tower  
Phoenix, Arizona 85013  
by Kay A. Rogers, SECRETARY  
George M. Dempsey,

I hereby certify that the within instrument was filed and recorded at request of  
**MURPHY, POSNER & FRANKS**

JAN 4 '73-2 20

Docket 9921  
in page 575-583

Witness my hand and official seal the day and year aforesaid.

Paul N. Munton  
County Recorder  
By [Signature]  
Deputy Recorder

yew



JAN 13 8 21 AM '97

APPR. mBaines  
DATE APPR. 1-13-97 FILED  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_  
0090182-0

EXHIBIT A  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
RECREATIONAL CENTER, INC.

ARTICLE I

Then name of the corporation is RECREATIONAL CENTER, INC.

1. ARTICLE II is amended to read as follows:

ARTICLE II

The principal place of business of the corporation shall be in Scottsdale, Maricopa County, Arizona.

2. ARTICLE III is amended to read as follows:

ARTICLE III

No part of the net earnings of said corporation shall inure to the benefit of, or be distributable to its members, directors or other officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

3. ARTICLE IV is amended to read as follows:

ARTICLE IV

The general nature of the business to be transacted by this corporation shall be to acquire and hold title to, develop, improve, manage and maintain certain lands and improvements located thereon lying within the southeast quarter of the northeast quarter of Section 23, Township 2 North, Range 4 East, G&SRB&M, in Maricopa County, Arizona, and any other lands adjacent thereto, (hereinafter called "Land") and in furtherance thereof, this corporation shall have powers and purposes as follows:

(a) To purchase, own, hold, develop, improve, lease or sublease, and to sell, assign, lease or dispose of any part of the "Land", except the common elements (as that term is

defined in the Arizona statutes) of the Horizontal Property Regimes which now exist or which may hereafter be created on the "Land".

(b) To construct, repair, maintain, landscape, rehabilitate and restore any improvements and recreational facilities on said "Land".

(c) To hold title to those areas within the "Land" set aside and designated as recreational areas, private roadways and other areas for the common benefit and use of all co-owners of apartment units in any and all Horizontal Property Regimes which now exist or which may hereafter be created on the "Land".

(d) To provide for management, maintenance, recreation and community services, and contract for the same for any and all Horizontal Property Regimes located on the "Land".

(e) To make rules and regulations pertaining to operation and maintenance in all of the areas owned by the corporation, and to enforce such rules and regulations.

(f) To levy assessments and enforce payments thereof against each Horizontal Property Regime created or located on the "Land" and each co-owner of an apartment unit therein; to cover expenses incurred by the corporation in acquiring, constructing, maintaining, operating and improving any of the property of the corporation located within the "Land" or any other expenses incurred by the corporation for the purposes herein set forth.

(g) To file or record liens upon any of the Horizontal Property Regimes or co-owners of apartment units located therein, to secure the payment of assessments and obligations due from the Horizontal Property Regimes or co-owners of apartment units therein to the corporation, and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said liens, and do all things necessary to perfect the filing, enforcement and discharge of said liens.

(h) To take any action necessary to enforce any covenants, restrictions, reservations and conditions which at present affect, or in the future will affect, any of the property within the "Land".

(i) To enter into, make and perform and carry out contracts of every kind and for any lawful purpose pertaining to or incidental to its operations and business; to borrow or raise money for any of the purposes of this corporation, with or without pledge or mortgage of any or all of the property of this corporation as security, and to issue notes or other obligations for money so borrowed, or otherwise, and to execute pledges, mortgages or other instruments to secure the same, or to secure the payment of money borrowed by the corporation.

(j) To make contracts with third parties, firms and corporations and to perform work thereunder, and to make contracts with any of the officers, directors, members or employees of this corporation, individually and without limitations, restrictions or prejudice, which contracts, when and if made, shall be considered and construed on the same basis as contracts with third parties, all in furtherance of the management, operation, objects and purposes of this corporation.

(k) To do all other things necessary, appropriate or convenient in the furtherance of any of the foregoing.

4. ARTICLE V is amended to read as follows:

#### ARTICLE V

The corporate existence of Recreational Center, Inc. is hereby renewed. The duration of the corporation shall be perpetual.

5. ARTICLE VI is amended to read as follows:

#### ARTICLE VI

The corporation shall be owned in its entirety by its members. Membership in the corporation shall at all times be limited solely to the Council of Co-Owners of each Horizontal Property Regime created or existing on the "Land". The ownership interest of the Councils of Co-Owners in the corporation and the respective voting rights of each shall be in the same proportion and ratio as the square footage of all apartments in each regime is to the square footage of apartments in all of the regimes on the "Land". Each Council of Co-Owners shall designate to the Secretary and to the Board of Directors of this corporation in writing a representative who shall be empowered to vote for said Council of Co-Owners on all matters and things requiring a vote by members of the corporation. Upon dissolution of this corporation, by law or otherwise, all of the property and assets of the corporation, subject to all corporate liabilities, shall be distributed to the Council of Co-Owners of each Horizontal Property Regime which is a member of the corporation in undivided interests in the same proportion as the interest of each member is in the corporation at time of dissolution.

6. ARTICLE VII shall be amended as follows:

#### ARTICLE VII

Section 1. The control and management of the business and affairs of the corporation shall be vested in a Board of Directors.

Section 2. The Board of Directors shall be composed of not less than three (3) and not more than seven (7) members, as provided in the By-Laws. Each Director shall serve for a term of one (1) year or until his/her successor shall have been designated and qualified.

Section 3. The Board of Directors shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer, and may provide for assistants thereto. The time and method of electing said officers and the length of their term shall be fixed in the By-Laws. The President and Vice President(s) shall be members of the Board of Directors, but the Secretary and Treasurer and their assistants, if any, need not be members of the Board. The Board of Directors may also elect an Executive Committee from among its members.

7. ARTICLE VIII shall be amended to read as follows:

## ARTICLE VIII

The Board of Directors shall have the power to adopt By-Laws and to change or amend the same as it may deem expedient. The By-Laws shall prescribe, among other things, the time and place of the annual meeting, quorum, election of officers, liability of the Board members, assessments, and such regulations and rules as may be required, provided the same are not contrary to law or inconsistent with the objectives or purposes of the corporation.

8. ARTICLE IX shall be amended to read as follows:

## ARTICLE IX

These Articles of Incorporation may be amended by the affirmative vote of a majority of a quorum of the members of the corporation present at a meeting called for that purpose.

9. ARTICLE X shall be amended to read as follows:

## ARTICLE X

Any indebtedness, direct or contingent, shall be authorized by an affirmative vote of the majority of the votes cast by the members of the Board of Directors at a lawfully held meeting. The maximum amount of indebtedness or liability, direct or contingent, to which this corporation may be subjected at any one time, shall not exceed two Million Dollars (\$2,000,000.00), except that additional amounts may be authorized by an affirmative vote of three-fourths of the members of the corporation at a lawfully held meeting.

10. ARTICLE XI shall be amended to read as follows:

## ARTICLE XI

The members, officers, and directors, shall not be individually or personally liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

11. ARTICLE XII shall be amended to read as follows:

## ARTICLE XII

Peter Wheeler Reiss whose address is 6733 Exeter Street, Scottsdale, Arizona, 85251, and who has been a bona fide resident of the state of Arizona for more than three (3) years, is hereby appointed and designated as the statutory agent for this corporation. This appointment, or any successor appointment, may be revoked at any time by filing an appointment of a successor agent.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
RECREATIONAL CENTER, INC.

JAN 13 8 19 AM '97

APPR. MBain  
DATE APPR 1.13.97 FILED  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_  
0090182-0

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Recreational Center, Inc.

SECOND: The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted by the members of the Corporation on December 17, 1996, in the manner prescribed by the Arizona Nonprofit Corporation Act.

Third: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of the Board of Directors on December 17, 1996 in the manner prescribed by the Arizona Nonprofit Corporation Act.

Dated: December 17, 1996  
RECREATIONAL CENTER, INC.

BY William E. Field

TITLE President

BY [Signature]

TITLE Acting Secretary

STATE OF ARIZONA )  
 ) ss  
COUNTY OF MARICOPA )

The foregoing instrument was acknowledged before me this 9th day of JANUARY, 199 7, by WILLIAM E. FIELD and RICHARD DOWNING President and Secretary, respectively, of Recreational Center, Inc. an Arizona Corporation, on behalf of said corporation.

*Kathy S. Richardson*  
Notary Public

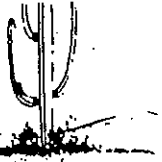
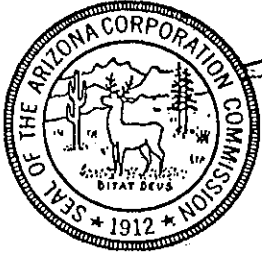
My commission expires:

My Commission Expires April 23, 1999



# STATE OF ARIZONA

## Corporation Commission



To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT RECREATIONAL CENTER, INC.

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

### CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

*In Witness Whereof*, I, AL FARON,  
THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL  
SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE  
CAPITOL, IN THE CITY OF PHOENIX, THIS 4th  
DAY OF January A. D. 1973.

*Al Faron*  
CHAIRMAN



ATTEST:

*George W. Dempsey*  
SECRETARY

BY

ASSISTANT SECRETARY.

NO. 90182