

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 03/18/1981

consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

FOUNTAIN PARK HOMEOWNERS ASSOCIATION, INC.
ACC file number: -0505698-6

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
May 30, 2017.



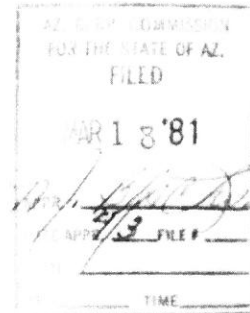
Handwritten signature of Ted Vogt.

Ted Vogt, Executive Director

By: Handwritten signature of Carlos Rodriguez.

CARLOS RODRIGUEZ

ARTICLES OF INCORPORATION
OF
FOUNTAIN PARK HOMEOWNERS ASSOCIATION, INC.



505698

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is FOUNTAIN PARK HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the Association shall be Tucson, Pima County, Arizona, with its known place of business at 5151 East Broadway, Suite 580, Tucson, Pima County, Arizona 85711, c/o Cienega, Ltd., or such other place as may be determined from time to time by the Board of Directors.

ARTICLE III

PURPOSE

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are: To promote the health, safety and welfare of its members and to provide for maintenance, preservation and architectural control of

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certain dwelling units and ownership, maintenance, preservation and architectural control of certain common areas within the subdivision in Pima County, Arizona, known as FOUNTAIN PARK, also known as ACACIA PARK the legal description for which subdivision and common areas are attached hereto and incorporated herein as Exhibits "A" and "B" respectively; to have and to exercise all powers, rights and privileges which a non-profit corporation of the State of Arizona may by law now or hereafter have or exercise and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to or convenient in carrying out any of the purposes of the Association. The Association in the fulfillment of its purposes shall have those powers enumerated in A.R.S. Section 10-1005 and the Declaration of Covenants, Conditions and Restrictions of FOUNTAIN PARK, aka ACACIA PARK; as recorded March 9, 1981 in Book 6482 pages 856 through 913 inclusive in the office of the County Recorder of Pima County, Arizona (the "Declaration"). The Association shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue law.

ARTICLE IV

INITIAL BUSINESS

The character of the business which the corporation initially intends actually to conduct in this State is the operation of a homeowners association.

ARTICLE V

MEMBERSHIP, VOTING AND OTHER RIGHTS

The authorized number and qualification of members of the Association; the different classes of membership, if any; voting and other rights and privileges of the members; and their liability for dues and assessments and the method of collection thereof, shall be provided for in the Declaration and as provided for in the By-Laws of the Association.

ARTICLE VI

STATUTORY AGENT

The initial statutory agent for the Association is hereby designated as HUGH M. CALDWELL, JR., 5151 East Broadway, Suite 1600, Tucson, Arizona 85711.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be five (5); the number of directors thereafter shall be fixed by the By-Laws of the Association. The names and addresses of the persons who are to serve as directors until the First Annual Meeting of Members, to be held at a time and place as provided by the By-Laws, or until their successors are elected and qualified, are:

ANDREW B. KELLY
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

J. DAVID HARDEN, JR.
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

KEVIN OBERG
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

DAVID J. MARSHALL
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

CARMA ARNOLD
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of this Association is:

J. DAVID HARDEN, JR.
5151 E. Broadway, Suite 580
Tucson, Arizona 85711

ARTICLE IX

EXEMPTION

The private property of each and every officer, director and member of this Association shall at all times be exempt from the debts and liabilities of the Association.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

GOVERNING DOCUMENTS

In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, or with the Rules, Regulations and Requirements of the Federal Home Loan Mortgage Corporation, or the Federal Housing Authority or the Veterans Administration, the terms and provisions of the Declaration and the Rules, Regulations and Requirements of the Federal Home Loan Mortgage Corporation or the Federal Housing Authority or the Veterans Administration as the case may be, shall prevail and supersede such conflicting or inconsistent provisions hereof, except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the corporation, the Board of Directors of the corporation, nor any agent or employee of the corporation shall be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XII

AMENDMENT TO ARTICLES

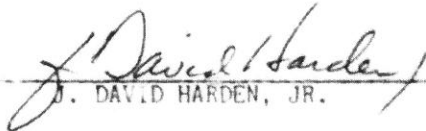
These Articles of Incorporation may be amended, altered or repealed only by the affirmative vote of seventy-five percent (75%) of the members of this corporation present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of members, and upon ten (10) days prior notice of the effective date of such amendment to all first mortgagees (as defined in the Declaration). No amendment shall, in any manner, serve to alter, diminish, modify or otherwise affect the rights of any first mortgagee.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, the undersigned, constituting the only incorporator of this Association, has executed these Articles of Incorporation this 10th day of MARCH, 1981.


J. DAVID HARDEN, JR.

On this 10th day of March, 1981, before me the undersigned notary public, personally appeared J. DAVID HARDEN, JR., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year first above written.

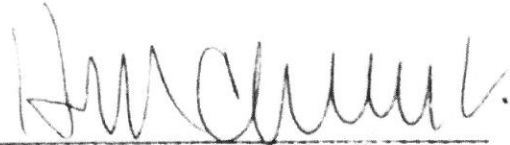

NOTARY PUBLIC

My Commission Expires:

My Commission Expires March 1, 1981

CONSENT OF STATUTORY AGENT

I, HUGH M. CALDWELL, JR., having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.



HUGH M. CALDWELL, JR.

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF AMENDMENT, 03/17/1989

consisting of 3 pages, is a true and complete copy of the original of said document on file with this office for:

FOUNTAIN PARK HOMEOWNERS ASSOCIATION, INC.
ACC file number: -0505698-6

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
May 30, 2017.



Handwritten signature of Ted Vogt.

Ted Vogt, Executive Director

By: Handwritten signature of Carlos Rodriguez.

CARLOS RODRIGUEZ

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FILED 02/11/89
Phyllis Randolph
3-21-89
505698-6

FOUNTAIN PARK HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of A.R.S. §10-1033 et seq., Fountain Park Homeowners Association, Inc., an Arizona non-profit corporation, hereby adopts the attached Articles of Amendment to its Articles of Incorporation and certifies as follows:

FIRST: The name of the Corporation is Fountain Park Homeowners Association, Inc.

SECOND: The document attached hereto as Exhibit "A" and by this reference incorporated herein sets forth an Amendment to the Articles of Incorporation which was adopted by an act of the members of the Corporation, in the manner prescribed by Arizona law.

DATED this 3rd day of February, 1989.

FOUNTAIN PARK HOMEOWNERS
ASSOCIATION, INC.
as Arizona non-profit corporation

By *Jim Farlee, Jr.*
Jim Farlee, Jr., President

By *Phyllis Randolph*
Phyllis Randolph, Secretary

STATE OF ARIZONA)
) SS.
COUNTY OF PIMA)

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The foregoing instrument was acknowledged before me this 3rd day of February 1989, by Jim Farlee, Jr., the President of Fountain Park Homeowners Association, Inc., an Arizona corporation, on behalf of the corporation.

James M. Daniels
Notary Public

My Commission Expires:

My Commission Expires May 31, 1992

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 3rd day of February, 1989, by Phyllis Randolph, the Secretary of Fountain Park Homeowners Association, Inc., an Arizona corporation, on behalf of the corporation.

James M. Daniels
Notary Public

My Commission Expires:

My Commission Expires May 31, 1992

EXHIBIT "A"

ARTICLE XIV

LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of the director for any of the following:

1. Any breach of the director's duty of loyalty to the Corporation or its members;

2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;

3. Any violation of Arizona Revised Statutes §10-1026 (prohibition against issuance of stock and payment of dividends), as it may be amended from time to time;

4. Any transaction from which the director derived an improper personal benefit; or

5. Any violation of Arizona Revised Statutes §10-1097 (director's conflicts of interest), as it may be amended from time to time.

This Article shall not eliminate or limit the liability of a director for any act or omission occurring before August 18, 1987. For purposes of this Article, the term director includes trustees and persons who serve on the board or council in an advisory capacity.