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**OFFICIAL RECORDS OF
PINAL COUNTY RECORDER
LAURA DEAN-LYTTLE**

When recorded mail to:
ROADHAVEN RESORT OF
APACHE JUNCTION
1000 S. IDAHO RD
APACHE JUNCTION, AZ 85119

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TITLE DOCUMENT

ARTICLES OF INCORPORATION

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**Roadhaven Resort of
Apache Junction**

**Articles of
Incorporation**

Amended & Restated 4/5/2011

TABLE OF CONTENTS

ARTICLE I NAME 1

ARTICLE II DEFINED TERMS 1

ARTICLE III PRINCIPAL OFFICE 1

ARTICLE IV STATUTORY AGENT 1

ARTICLE V PURPOSE OF THE ASSOCIATION 2

ARTICLE VI THE CHARACTER OF THE BUSINESS 2

ARTICLE VII MEMBERSHIP AND VOTING RIGHTS 2

ARTICLE VIII BOARD OF DIRECTORS 2

ARTICLE IX DISSOLUTION 3

ARTICLE X AMENDMENTS 3

ARTICLE XI ASSESSMENT 3

ARTICLE XII DURATION 3

ARTICLE XIII LIMITATION ON LIABILITY OF DIRECTORS 3

ARTICLE XIV INDEMNIFICATION 4

ARTICLE XV DECLARATION CONTROLLING DOCUMENT 4

ARTICLE XVI ADOPTION BY MEMBERS 4

*ARTICLES OF INCORPORATION OF
ROADHAVEN RESORT OF APACHE JUNCTION
HOMEOWNERS' ASSOCIATION, INC.*

Pursuant to Sections 10-1001 through 10-1009 of the Arizona Revised Statutes, the Articles of Incorporation of Roadhaven Resort Homeowners' Association is hereby being amended and restated in their entirety. These amended and restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, and these amended and restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is ROADHAVEN RESORT OF APACHE JUNCTION HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the same meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Roadhaven Resort of Apache Junction recorded in Docket 1103, pages 326 through 375, as amended by the document recorded in Docket 1135, page 370 records of Pinal County, Arizona, as such Declaration is further amended from time to time.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Association is located at 1000 South Idaho Road, Apache Junction, Arizona 85119.

ARTICLE IV STATUTORY AGENT

General Manager, 1000 S. Idaho, Apache Junction, and who is a resident of the State of Arizona, is hereby appointed and designated as the statutory agent for the corporation. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE V PURPOSE OF THE ASSOCIATION

The object and purposes for which the Association is organized is to provide for the management, maintenance and care of the Common Areas and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration, the Articles or the Bylaws. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business which may be transacted by nonprofit corporations pursuant to the Arizona Nonprofit Corporation Act, as amended from time to time.

ARTICLE VI THE CHARACTER OF THE BUSINESS

The character of the business which the Association intends to conduct in the State of Arizona is as follows:

- a. To provide for the acquisition, construction, management, maintenance and care of the Common areas, to include but not limited by, buildings, equipment, support facilities and utilities; and
- b. To perform all duties and responsibilities to be performed by the Association, under the Declaration, the Articles and the Bylaws, and to, promote and protect the common good and welfare of the people of the Property, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the Common Areas and any additions hereto which may be brought within the jurisdiction of the Association.

ARTICLE VII MEMBERSHIP AND VOTING RIGHTS

The members of the Association shall be Owners of Lots. All Owners of Lots shall be mandatory Members of the Association, and no member shall have the right to resign as a Member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a person or entity consents to becoming a Member of the Association. Each Member shall have such rights, privileges and votes in the Association as are set forth in the Declaration, these Articles and the Bylaws. Each Lot is entitled to one (1) vote.

ARTICLE VIII BOARD OF DIRECTORS

- A. Directors shall be elected by the members of the association at the annual meeting.
- B. The affairs of the Association shall be conducted by a Board of Directors and such officers as the directors may appoint. No person shall be eligible for election as a director who is not at the time of

election a member of the Association. If, after election, any director ceases to be a member, his office shall be deemed vacant. The number of directors shall not be fewer than three (3) nor more than nine (9). The number of directors may be changed by amendment of the Bylaws of the Association.

ARTICLE IX DISSOLUTION

The Association may be dissolved by affirmative vote of Members holding not less than two-thirds (2/3) of the total votes in the Association. 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 or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X AMENDMENTS

These Articles may be amended by the affirmative vote of Members holding not less than two-thirds (2/3) of the total votes in the Association.

ARTICLE XI ASSESSMENT

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of the Association, there shall be levied against each Lot an annual assessment and other assessments, in the amounts and by the procedures set forth in the Declaration, which assessment shall be due, payable and enforceable in the manner set forth in the Declaration.

ARTICLE XII DURATION

The Corporation shall exist perpetually.

ARTICLE XIII LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to

time. Any repeal or modification of this Article shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal and modification.

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than inaction by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of the conduct in an official capacity with the Association, that the conduct was in its best interest, (ii) in all other cases, the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he has no reasonable cause to believe that the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any appeal or modification of this Article shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

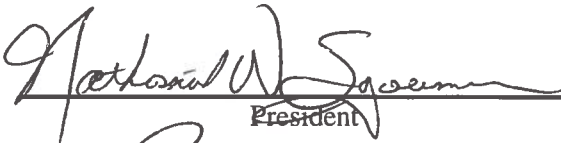
ARTICLE XV DECLARATION CONTROLLING DOCUMENT

In the event of any conflict between these Articles of Incorporation and the Declaration, the provisions of the Declaration shall control.

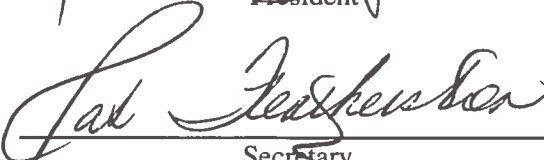
ARTICLE XVI ADOPTION BY MEMBERS

These Amended and Restated Articles of Incorporation were duly adopted by act of the Members of the Association on April 5, 2011.

**ROADHAVEN RESORT OF APACHE JUNCTION
HOMEOWNERS' ASSOCIATION, INC.**



President



Secretary

DATED this 1ST day of NOV, 2011.

ROADHAVEN RESORT OF APACHE JUNCTION HOMEOWNERS' ASSOCIATION, INC.

STATE OF AZ)
)ss.
County of PINAL)

1. On this, the 1ST day of NOV, 2011, before me, the undersigned Notary Public, NATSOJOURNEL personally appeared, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

James Reed

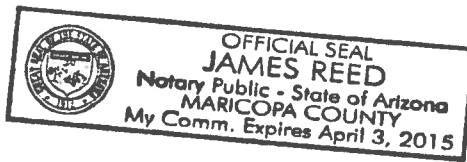


Notary Public

2. On this, the 1ST day of NOV, 2011, before me, the undersigned Notary Public, PAT FEATHERSTON personally appeared, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jim Reed



Notary Public

My Commission Expires: 4/3/2015

STATE OF ARIZONA

County of Pinal