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AZ CORP COMMISSION
FOR THE STATE OF ARIZONA
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June 2 3:42 PM '80
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May 12 4:13

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ARTICLES OF INCORPORATION
OF
SAGUARO VIEW MANAGEMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators, have this day associated ourselves together for the purpose of forming a non-profit corporation, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:
SAGUARO VIEW MANAGEMENT, INC.

ARTICLE II

The names and addresses of the Incorporators are as follows:

Edward A. Krutel
7513 East Windsor
Scottsdale, Arizona 85257

Henry P. Grimshaw
9207 N. 65th Dr.
Glendale, Arizona 85302

ARTICLE III

The principal place of business of this corporation shall be in Peoria[now Surprise], Arizona, but the corporation may establish other offices elsewhere within the State of Arizona

ARTICLE IV

The purpose of this corporation are as follows:

- A. This shall be a non-profit corporation, and none of the purposes of this corporation are for the earning of pecuniary profits;
- B. To acquire and hold title, in fee or equity, to real property, including, but not limited to, wellsites and such other parcels of real property as shall be necessary for the mutual use and benefit of the members of this corporation;
- C. To acquire and hold title to or manage wells, equipment, motor vehicles, tractors, machinery and equipment as shall be necessary for the care and maintenance of all real and personal property owned, operated and/or controlled by the corporation;
- D. To encourage closer neighborly relationships among its members;
- E. To sue and be sued;
- F. To make, execute, acknowledge, deliver, and assume the obligations of contracts;

G. To receive property by deed, gift, devise or bequest, subject however to the laws regulating the transfer and ownership of property as such laws relate to non-profit corporations;

H. To convey, exchange, lease, mortgage, encumber, transfer, in trust or otherwise, and to dispose of all property real or personal;

I. To do any and all things necessary, suitable and proper for the accomplishment of its affairs, and the accomplishment of any of the purposes or objectives set forth herein and to provide for the operation, maintenance, repair and necessary assessments and management of the well, pumps and equipment, and personal property for domestic water used by the members of the corporation, which members shall be limited solely to the owners of the following described real property:

Section Thirty (30), Township Two (2) North, Range One (1) West
of the Gila and Salt River Base and Meridian, Maricopa County, Arizona

ARTICLE V

There shall be no capital stock issued by this non-profit corporation. Membership in this corporation shall be limited solely to owners of the real property described herein in accordance with the Declaration of Covenants, Conditions, and Restrictions recorded in Docket 14408, Page 1193. Membership shall be held by owners thereof on the basis of the number of acres owned or fractions thereof, with one membership assigned per two and one-half (2-1/2) acres owned. No membership shall be assignable except with the transfer of ownership of land or portions thereof, described herein. None of the members of this corporation shall receive pecuniary gain or profit. No part of the activities of this corporation shall be for carrying on of propaganda, or for attempting to influence legislation, or for the purpose of electing any delegate, nominee or candidate for any elective office.

In the event of the dissolution of this corporation for any reason, after it has adequately paid, or provided for the payment of, all its debts and obligations, then any remaining assets of this corporation shall be distributed in such dissolution to a non-profit educational or charitable organization.

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ARTICLE VI

The time of the commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall approve and file these Articles, and its existence shall be perpetual.

The highest amount of indebtedness or liability, direct or contingent, which this corporation is at any time to subject itself shall be the sum of \$50,000. 00.

ARTICLE VII

The affairs of this corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members. The following named were elected to the Board of Directors of this corporation at a meeting of the members held on October 31, 1979 at Scottsdale, Arizona:

EDWARD A. KRUTEL
HENRY P. GRIMSHAW
WARREN E. CULBERTSON – Continental, Arizona 85640

The three (3) above named individuals were also duly instructed at said meeting to prepare these Articles of Incorporation and file the same with the Corporation Commission, and take all and every step necessary to the formation of this non-profit corporation.

The annual meeting of the members shall be held on the second Saturday of March of each year, commencing on the second Saturday of March, 1981, or as subsequently provided in the corporate By-Laws. At the annual meeting of the members, Directors shall be nominated and elected for the ensuing year. There will be no cumulative voting at annual membership meetings for the election of Directors.

The Board of Directors above elected shall have full power to draft and adopt the By-Laws governing this corporation. However, the power to adopt, alter, amend or repeal the original By-Laws of this corporation shall be vested solely in the members of this corporation.

ARTICLE VIII

The private property of each and every member of this corporation, officer and director, shall at all times be exempt from all debts and liabilities of the corporation. Each director and each officer of this corporation, present and future, in consideration of his services as such shall be indemnified by the corporation

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against all costs and expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of any action taken or omitted to be taken by him in his capacity as Director or Officer of this corporation, except in matters in which he may be found to be liable for negligence or misconduct in the performance of his duties as such Officer or Director.

ARTICLE IX

The fiscal year of the corporation shall end on the 31st day of December of each year hereafter.

ARTICLE X

This corporation appoints Henry P. Grimshaw of 9207 N. 65th Dr. , Glendale, Arizona 85302 who is now and has been for more than three (3) years, a bona fide resident of the State of Arizona, as its lawful Statutory Agent.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 7th day of May, 1980.

(Signature)
Edward A. Krutel

(Signature)
Henry P. Grimshaw

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 9thday of May, 1980, before me, the undersigned Notary Public, personally appeared Edward A. Krutel and Henry P. Grimshaw, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
Official seal
N. Kristina Heintz
Notary Public - Arizona
Maricopa County
My Comm. Expires Oct. 9, 1983

N. Kristina Heintz
Notary Public

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