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EXPEDITED
AZ CORP COMMISSION
FILED

ARTICLES OF RESTATEMENT

OF

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MIRABEL COMMUNITY ASSOCIATION, INC.

[Name of Corporation]

1. The name of the corporation is Mirabel Community Association, Inc.
2. Attached hereto as Exhibit A is a copy of the articles of incorporation of the corporation fully restated to include all amendments to the articles of incorporation through the date of filing of this document.
3. The corporation does not have members, OR the restatement does not contain an amendment to the articles requiring member approval, or, if applicable, approval in writing by the person or persons so specified in the corporation's Articles of Incorporation or bylaws. The board of directors of the corporation adopted the restatement on the 16th day of February, 2001.

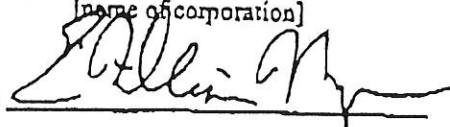
 The restatement does contain an amendment to the articles requiring approval of the members. Such approval was obtained.

 The restatement does contain an amendment to the articles requiring approval in writing by the person or persons so specified in the corporation's Articles of Incorporation or bylaws. Such approval was obtained.

MIRABEL COMMUNITY ASSOCIATION, INC.

[name of corporation]

By



E. William Meyer, Secretary

[name]

[title]

CF: 0045

Rev: 1/99

EXHIBIT A

ARTICLES OF INCORPORATION OF
MIRABEL COMMUNITY ASSOCIATION, INC.

The undersigned hereby sets forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopts these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Mirabel Community Association, Inc. (hereinafter called the "Association").

ARTICLE II
DEFINITIONS

Unless otherwise specifically provided herein, capitalized terms and phrases used herein shall have the meanings given those terms in that certain "Declaration of Covenants, Conditions and Restrictions for Mirabel," as amended from time to time (the "Declaration"), recorded in the official records of the County Recorder of Maricopa County, Arizona.

ARTICLE III
INITIAL BUSINESS

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not limitation, the purposes for which the Association is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Mirabel ("Declaration"), recorded in Maricopa County, Arizona, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of that real property which is subject to the terms of the Declaration (the "Properties").

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by its board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Arizona in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied pursuant to the Declaration;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property as to which the Association has a right or duty to provide such services pursuant to the Declaration, Bylaws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, Bylaws, or other recorded covenant;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all services to the Properties and adjacent properties as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied pursuant to the Declaration;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property as to which the Association has a right or duty to provide such services pursuant to the Declaration, Bylaws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, Bylaws, or other recorded covenant;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all services to the Properties and adjacent properties as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article III.

ARTICLE IV
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors which shall possess all of the rights, powers, privileges, duties and obligations assigned to the Board in the Declaration. The initial Board of Directors shall consist of three (3) individuals. The names and addresses of the individuals who are to serve as directors until the first annual election of directors or until their successors are selected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patrick S. Vaughn	304 Inveness Way, South, #165 Englewood, CO 80112
E. William Meyer	9404 Genesee Avenue La Jolla, CA 92037
Michael Bronska	15849 North 71 st Street, #100 Scottsdale, AZ 85254

ARTICLE V
STATUTORY AGENT

C T Corporation System, 3225 North Central Avenue, Phoenix, Arizona 85012, is hereby appointed statutory agent of the Association upon whom all notices and process, including summons, may be served. The Board may revoke the appointment of the agent at any time and shall have the power to fill any vacancy.

ARTICLE VI
KNOWN PLACE OF BUSINESS

The street address of the Association's known place of business is 15849 North 71st Street, #100, Scottsdale, Arizona 85254.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Michael M. Watson, 3030 LBJ Freeway, #1500, Dallas, Texas 75234.

ARTICLE VIII
MEMBERSHIP

The Association shall have Members and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to change the qualifications and requirements of Members and their respective voting rights.

ARTICLE IX
ELIMINATION OF DIRECTOR LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, no director of the Association shall be liable to the Association or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the corporation occurring prior to such repeal, amendment or modification. To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.


ARTICLE X
CONFLICT WITH DECLARATION

The Association is formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Declaration. In the event of any inconsistency between the terms of the Declaration, as amended from time to time, and the terms of these Articles, as amended from time to time, the terms of the Declaration shall control.

ARTICLE XI
AMENDMENTS

These Articles may be amended in accordance with the same procedures required to amend the Declaration.

16th IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 16th day of March, 2001.

By: 

Michael M. Watson
Sole Incorporator