

MAY 14 2007

FILE NO. 0052382-5

ARTICLES OF AMENDMENT TO THE  
RESTATED ARTICLES OF INCORPORATION OF  
CATALINA FOOTHILLS ASSOCIATION, INC.

ACC #0052382-5

Pursuant to the provisions of §10-11003, Arizona Business Corporation Act, the undersigned Non-Profit Corporation adopts the Articles of Amendment to its Restated Articles of Incorporation:

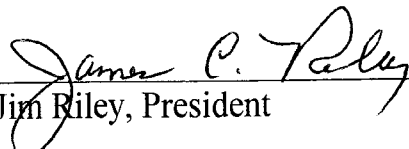
- FIRST: The name of the corporation is: **Catalina Foothills Association, Inc.**
- SECOND: Pursuant to an action without meeting taken on ~~April~~ <sup>MAY</sup> 8, 2007, the Board of Directors of Catalina Foothills Association, Inc., approved the following amendment to the Restated Articles of Incorporation.
- THIRD: Article IV is amended to read:

**Article IV**

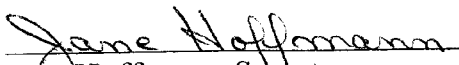
The time of commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Corporation Commission of the State of Arizona, and its duration shall be perpetual.

- FOURTH: All other Articles stated in the initial Articles of Incorporation, as amended, and the Restated Articles of Amendment remain unchanged unless specifically amended herein.

DATED: ~~April~~ <sup>MAY</sup> 8, 2007

  
\_\_\_\_\_  
Jim Riley, President

Attested:

  
\_\_\_\_\_  
Jane Hoffmann, Secretary

RESTATED ARTICLES OF INCORPORATION OF  
CATALINA FOOTHILLS ASSOCIATION, INC.

February 15, 1978  
Amended October, 1978

Pursuant to the provisions of Section 10-064 of the Arizona Revised Statutes, the undersigned corporation, acting through its Board of Directors by a Resolution adopted on February 15, 1978, here restates its Articles of Incorporation; and the undersigned officers here confirm that the following correctly sets forth all of the operative provisions of the Articles of Incorporation of Catalina Foothills Association, Inc. as heretofore amended, without change, and is intended to supercede the original, Articles of Incorporation and all amendments thereto.

Dated and signed at Tucson, Arizona, this 15th day of February, 1978, by

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Philip Hawley Smith  
President, Catalina Foothills Association, Inc.

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Clinton. E. Ring  
Secretary, Catalina Foothills Associations Inc.

ARTICLE I

The names, residences and post office addresses of the incorporators are (were) as follows:

Mrs. Boyd Hunt, Route 5, Box 108, Tucson, Arizona  
A. E. Butterfield, 1846 East Broadway, Tucson, Arizona  
Walter Fathauer, Route 5, Box 132, Tucson, Arizona  
John H. Haugh, Route 5, Box 161, Tucson, Arizona  
Chester L. Kingsbury, 5543 North Espina Road, Tucson, Arizona  
Joseph N. Royal, Route 5, Box 118, Tucson, Arizona  
Douglas J. McFarlane, Route 5, Box 223, Tucson, Arizona  
Robert L. Hale, Route 5, Box 245, Tucson, Arizona  
Harold O, Reif, Route 5, Box 670, Tucson, Arizona

ARTICLE II

The name of this corporation shall be CATALINA FOOTHILLS ASSOCIATION, INC.

### ARTICLE III

The principal place of business of this corporation shall be in Pima County, Arizona, but the business of the corporation may be transacted and meetings of the Board of Directors may be held at such place or places within the State of Arizona as may be designated from time to time by action of the Board of Directors of the corporation.

### ARTICLE IV

The time of commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Corporation Commission of the State of Arizona and the time of its termination shall be twenty-five (25) years from and after said date with the privilege of renewal in the manner provided by law.

### ARTICLE V

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for the purposes herein set forth.

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no officer, director or member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after payment of all debts and obligations of the corporation, shall be used or distributed subject to the laws of the State of Arizona and Orders of the Courts of the State of Arizona, exclusively for purposes set forth in Article VI of the Amended Articles of Incorporation dated April 18, 1977, and within the intentment of Section 501(c) of the Internal Revenue Code of 1954: as amended.

### ARTICLE VI

(Amended October 26, 1978)

The purposes of the corporation are:

A. To inculcate civic consciousness in the residents of said area and to encourage their active participation in constructive projects which will improve the greater Tucson community.

B. To do all things possible and appropriate to maintain the unique character of said area for the continued enhancement of the greater Tucson community.

C. To maintain, modify and enforce such covenants and restrictions as may have been or be applicable in said area to the extent practicable so that reasonable and equitable regulation of the area will continue in the best interests of the greater Tucson community.

D. To exercise all the powers and rights now or hereafter conferred upon non-profit corporations in general.

E. To do and perform all acts in connection with the purposes and aims of this corporation not inconsistent with the laws of the State of Arizona and to transact any and all lawful business for which the corporations may be incorporated under Arizona”

#### ARTICLE VII

The corporation shall have no capital stock.

#### ARTICLE VIII

The affairs of this corporation shall be conducted by a Board of Directors to consist of not less than three (3) directors, and not more than the maximum number of directors set by the By-Laws of the corporation, as amended from time to time. The terms of office of the directors and their qualifications shall be as specified in the By-Laws.

#### ARTICLE IX

(Amended October 6, 1978)

While the authority and responsibility of this corporation shall be limited to the subdivided and plotted lots or resubdivided portions of lots which are within or which to any extent abut the subdivided real estate areas now or sometimes designated "Catalina Foothill Estates" and & Catalina Foothills Estates No..2, No. 3, No. 4, No. 5 and No, 6," membership in this corporation shall be available not only to persons holding record title to such lots within or abutting the areas listed above but also to persons holding record title to such lots within or abutting the areas now or sometimes designated "Catalina Foothills Estates No. 7, No. 8, and No. 9," since this corporation wishes to act in the best interests of all owners of the property, situated generally north of River Road and west of Alvernon Way in Pima County and all of its meetings shall be open to such residents, although the voting privileges of its members shall be as provided for in its By-Laws.

## ARTICLE X

The private property of the members of this corporation shall be forever exempt from liability for its debts and obligations.

## ARTICLE XI

In addition to the powers herein set forth, the corporation shall have such other and further powers as may be set forth in its By-Laws duly adopted from time to time.

## ARTICLE XII

These Articles of Incorporation may be amended from time to time by the membership at any annual meeting or at any special meeting held for that purpose.