

ARTICLES OF INCORPORATION

OF

FOUNTAIN OF THE SUN COMMUNITY ASSOCIATION  
(A non-profit corporation)

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, hereby associate ourselves together for the purpose of forming a private corporation not for pecuniary profit under and by virtue of the laws of the State of Arizona, and for such purpose hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation shall be FOUNTAIN OF THE SUN COMMUNITY ASSOCIATION (hereinafter referred to as F.O.S.C.A)

ARTICLE II

F.O.S.C.SA. is organized pursuant to general non-profit corporation laws of the State of Arizona.

ARTICLE III

The names, residences and post office addresses of incorporators are:

Neal. B. Baxter, 8001 E. Broadway Road, # 531, Mesa, AZ 85203  
LeRoy L. Newburg, 8001 E. Broadway Road, #4110, Mesa, AZ 85203  
Charles W. Lincoln, 8001 E. Broadway Road, # 502, Mesa, AZ 85203  
Eugenia S. Kagy, 8001 E. Broadway Road, # 746, Mesa, AZ 85203  
Jack L. Lacy, 8001 E. Broadway Road, # 7107, Mesa, AZ 85203  
Sam Bloom, 8001 E. Broadway Road, # 4101, Mesa, AZ 85203

#### ARTICLE IV

The general nature of the business proposed to be transacted by the association and the purposes for which the association is to be formed shall be:

(a) To organize a civil organization for the pleasure, recreation, and non-profitable purposes of the owners of units within the Fountain of the Sun Development (see definition in Article I of F.O.S.C.A. Bylaws) their dependants and guests, and to operate said organization in such a manner as the Board of Directors may deem best so long as substantially all of its activities are consistent with the purposes described herein.

(b) Also to organize and operate a civil organization incidentally for the purpose of owning, conveying, operating, managing, and maintaining, or providing for ownership, conveyance, operation, management, and maintenance of any properties within the Fountain of the Sun Development which from, time to time may be conveyed to and designated by the Association as common usage areas and recreational facilities serving the general welfare, comfort, or convenience of the members of F.O.S.C.A. their dependants and guests.

(c) To accomplish the foregoing purposes, the corporation shall have and be entitled to exercise all rights and powers which a non-profit corporation, organized under the laws of the State of Arizona, could be authorized to have and exercise so long as consistent with the limited purpose for which the corporation has been organized.

#### ARTICLE V

F.O.S.C.A. shall never be operated for the purpose of conducting a trade or business for profit and shall declare no dividends. No part of its earnings shall inure to the benefit of any member or director thereof except that reasonable compensation may be paid to employees only for services rendered to or for F.O.S.C.A, as herein expressed.

#### ARTICLE VI

The time commencement of F.O.S.C.A. shall be the date of issuance of it of a Certificate of Incorporation by the Arizona Corporation Commission, and the period of its existence shall be perpetual.

#### ARTICLE VII

The original Bylaws of the corporation shall be adopted by the initial Board of Directors.

### ARTICLE VIII

The initial Board of Directors which shall serve until the first annual meeting of members or until their successors are elected and qualify, shall consist of five members whose names and addresses are as follows:

Patricia C. Danielson, 8001 E. Broadway Road, # 769, Mesa, AZ 85208  
 McDonald M. Jones, 8001 E. Broadway Road, # 3006, Mesa, AZ 85208  
 Willard B. Palmer, 8001 E. Broadway Road, # 1404, Mesa, AZ 85208  
 Arthur R. Parsons, 8001 E. Broadway Road, # 1208, Mesa, AZ 85208  
 Marvin M. Spahr, 8001 E. Broadway Road, # 6080, Mesa, AZ 85208

### ARTICLE IX

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the members present or represented by proxy and voting at a meeting called for that purpose, and at which a quorum exists as defined in Article II, Section 5 of the Bylaws of F.O.S.C.A.

### ARTICLE X

The Bylaws of F.O.S.C.A. or any part of them, may be altered, amended, repealed or new Bylaws may be substituted at any annual or special meeting of the members, by two-thirds majority of the votes cast at such meeting, in person or by proxy, providing a quorum is present and the proposed action is stated in the notices of such meeting.

### ARTICLE XI

The corporation does hereby appoint Donald O. Fuller, whose address is Suite 600, 20 E. Main St., Mesa, Arizona 85201, who has been a bona fide resident of Arizona for at least three years its initial statutory agent.

### ARTICLE XII\*

The Board of Directors shall have the right and authority to dissolve the corporation, without a membership vote, upon the merger of the corporation or any similar event in which the corporation ceases to own any real or personal property.

IN WITNESS WHEREOF, we the undersigned have hereunto set out hands this 10<sup>th</sup> day of November, 1982.

\*Note: Article XII added by the affirmative vote of 2/3rds of the FOSCA membership at a special meeting of the Membership on 11-8-2017.