

anthem community council

ARTICLES OF INCORPORATION

(An Arizona Nonprofit Corporation)

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Article 1: Name

The name of the corporation is Anthem Community Council, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

Article 2: Nonprofit Corporation

The Corporation is formed as a nonstock, nonprofit corporation under Arizona laws. The Corporation also may be organized and operated as a tax exempt civic league under Section 501(c) (4) of the Internal Revenue Code.

Article 3: Principal Office

The mailing address is the initial principal office of the Corporation is 14901 North Scottsdale Road, Scottsdale, Arizona 85254.

Article 4: Definitions

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Recorded Declaration of Covenants and Easements for Anthem ("Community Covenant").

Article 5: Purposes

The purposes for which the Corporation is organized are:

- a) To be and constitute the Anthem Community Council, Inc., to which reference is made in the Community Covenant, to perform all obligations and duties of the corporation, and to exercise all rights and powers of the Corporation, as specified therein, in the By-Laws of Anthem Community Council, Inc. (the "By-Laws"), and as provided by law;
- b) To provide an entity for the furtherance of the interests of all Persons who own property subject to the Community Covenant; and
- c) To provide an entity for the furtherance and promotion of the social welfare of the Anthem community; including, but not limited to, perpetuating the sense of community life and spirit and being responsible for and involved in programs and activities which contribute positively to its residents and to the region of which it is a part.

Article 6: Powers

The Corporation shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and 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 By-Laws, or the Community Covenant.

The Corporation shall make no distributions of income to its directors or officers.

Article 7: Members

The Corporation shall have no members.

Article 8: Dissolution

In the event of dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized

and operating for the purposes substantially similar to those for which the Corporation is organized and operating.

Article 9: Directors

- a) The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors, which shall serve the function of a board of directors under Arizona law. The initial Board of Directors shall consist of five directors.
- b) The names and addresses of the initial directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Thomas E. Lucas	Benjamin S. Redman	Phillip Zeblisky
14901 North Scottsdale Road	14901 North Scottsdale Road	14901 North Scottsdale Road
Scottsdale, Arizona 85254	Scottsdale, Arizona 85254	Scottsdale, Arizona 85254

Jeffrey A. Harris	Lin Spear
6001 N. 24 th Street	14901 North Scottsdale Road
Phoenix, Arizona 85016	Scottsdale, Arizona 85254

Article 10: By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 11: Liability of Directors, Officers and Committee Members

To the fullest extent that Arizona law, as it exists on the date thereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and committee members, no director, officer or committee member of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a director, officer, or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer, or committee member of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 12: Amendments

These Articles may be amended only upon a resolution duly adopted by at least two-thirds of the directors and with the approval of the Community Developer so long as the Community Developer owns any property subject to the Community Covenant or which it may unilaterally subject to the Community Covenant; provided, no amendment may be in conflict with the Community Covenant, and provided, further, no amendment shall be effective to impair or dilute any rights of Persons that are governed by such Community Covenant.

Article 13: Incorporator

The name of the incorporator of the Corporation is Beth Jo Zeitzer, and such incorporator's address is 6001 N. 24th Street, Phoenix, Arizona 85016.

Article 14: Statutory Appeal

The Corporation hereby appoints CSC The United States Corporation Company, whose address is 3636 N. Central Avenue, Suite 970, Phoenix, Arizona 85012-1939, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be

lawful, personal service upon this Corporation. The Corporation may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

Accepted By: Mary Jo Kerry

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of January, 1999.

* Original Signed Document Available Upon Request*