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AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

JUL 5 1 47 PM '95
APPROVED BY B. Malloy
DATE 7-6-95
TERM _____ TIME _____

ARTICLES OF INCORPORATION

OF

VOYAGER HOMEOWNERS' ASSOCIATION

In compliance with the requirements of A.R.S. § 10-1001 et seq., the undersigned, all of whom are residents of Pima County, Arizona, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Voyager Homeowners' Association hereinafter called the "Association."

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal office of the Association is located at 8701 South Kolb Road, Tucson, Arizona 85706-9607.

ARTICLE III

STATUTORY AGENT

N. E. Isaacson, whose address is 8701 South Kolb Road, Tucson, Arizona 85706-9607 is hereby appointed the initial statutory agent of this Association.

ARTICLE IV

INITIAL BUSINESS

The Association initially intends to perform the business of a homeowners' association to fulfill the purposes and power more specifically set forth in Article V below for the subdivision known as Voyager Homes, Phase A, Lots 1 through 85 and Common Areas A and B, as shown on the plat of record recorded in Book 47 of Maps and Plats, at page 30 in the Pima County Recorder's Office.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to promote the health, safety and welfare of its members and to provide for maintenance, preservation and architectural control of certain residence lots and ownership, maintenance, preservation and architectural control of certain common areas

within the subdivision in Pima County, Arizona known as Voyager Homes, Phase A, Lots 1 through 85 and Common Areas A and B. The Association's jurisdiction and power shall also extend to any portion of the "Annexation Property" defined in the Declaration if and when such property is annexed pursuant to the terms of the Declaration. The Association in the fulfillment of its purposes shall have those powers enumerated in A.R.S. § 10-1005 and in the Declaration of Covenants, Conditions and Restrictions for Voyager Homes recorded in Docket 10072 at page 1342 in the Office of the Pima County Recorder, as amended from time to time, hereinafter referred to as the "Declaration."

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

A. Class A. Class A members shall be all Owners of Lots with the exception of the Declarant (defined in the Declaration) until the termination of the Class B membership. Each Class A member shall be entitled to one (1) vote for each Lot owned.

B. Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot owned by a Class A member. The Declarant shall have the right to assign its voting rights to third parties by documents in writing. The Declarant's Class B membership shall terminate in accordance with the provisions of the Declaration.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association; provided, however, that the number of directors shall never be less than the number required by Arizona law. The

names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are N.E. Isaacson, 8701 S. Kolb Road, Tucson, Arizona 85706-9607; Dick Cady, 8701 S. Kolb Road, Tucson, Arizona 85706-9607; and William Pierce, P.O. Box 350, Reedsburg, Wisconsin 53959.

At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years.

ARTICLE IX

INCORPORATOR

The name and the incorporator is N. E. Isaacson whose address is set forth above.

ARTICLE X

EXEMPTION FROM LIABILITY

To the fullest extent allowed by law, each incorporator, officer, director, employee, agent of or advisor to the corporation, shall be exempt from any liabilities of the corporation or any liabilities arising from services performed on behalf of the corporation. This exemption shall include any liability for monetary damages as a director or member of the corporation for breach of his/her fiduciary duty.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

GOVERNING DOCUMENTS


In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, the terms and provisions of the Declaration shall prevail and supersede such conflicting or inconsistent provisions hereof, except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the corporation, the Board of Directors of the corporation, nor any agent or employee of the corporation shall be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XIV

AMENDMENTS

Amendment of these Articles shall require the assent of fifty-one percent (51%) of the entire membership entitled to vote. As long as there is a Class B Member, any amendment shall require the written consent of the Declarant.

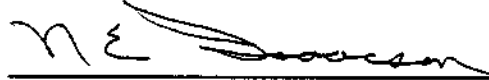
Dated: July 5, 1995


N.E. ISAACSON, Incorporator

CONSENT TO APPOINTMENT OF STATUTORY AGENT

I, N.E. Isaacson do hereby consent to appointment as statutory agent for Voyager Homeowners' Association.

DATED this 5th day of July, 1995.



N.E. ISAACSON