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November 10, 2005

Direct dial: 602.229.5536  
fax: 602.420.5069  
e-mail: cfitch@quarles.com

**VIA U.S. MAIL**

Ian M. Mallmann  
c/o 2020 Properties, Inc.  
650 W. Georgia Street, Suite 700  
Vancouver, BC V6B 4N8

Re: **The Greens At Ventana Canyon Condominium Association, an Arizona nonprofit corporation (the "Association")**

Dear Mr. Mallmann:

Enclosed under cover of this letter is the Association's original Minute Book. The Minute Book contains the following incorporation documents:

1. The originally executed Articles of Incorporation filed with the Arizona Corporation Commission on August 29, 2005 together with the Affidavit of Publication;
2. The originally executed Bylaws;
3. The originally executed Action By Initial Board Of Directors In Lieu Of Organizational Meeting pursuant to Section 10-3205 of the Arizona Revised Statutes; and
4. A copy of the Internal Revenue Service Form SS-4, "Application for Employer Identification Number." The Association's EIN is 20-3381105.

If you have any questions or comments regarding the enclosed, please call me at (602) 229-5536.

Sincerely yours,

Carol F. Fitch  
Legal Assistant

Enclosures

**COMMISSIONERS**  
JEFF HATCH-MILLER - Chairman  
WILLIAM A. MUNDELL  
MARC SPITZER  
MIKE GLEASON  
KRISTIN K. MAYES



**ARIZONA CORPORATION COMMISSION**

BRIAN C. MCNEIL  
Executive Director  
DAVID FABER  
Director, Corporations Division

September 13, 2005

LAWDOCK INC  
ONE RENAISSANCE SQ #300  
TWO N CENTRAL AVE  
PHOENIX, AZ 85004

RE: THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION  
File Number: -1225107-4

We are pleased to notify you that your Articles of Incorporation were filed on August 29, 2005.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

If you have questions or need of further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,

Kathleen Caine  
Examiner  
Corporations Division

CF:04  
RKV. 01/2004

"EXP" AUG 29 2005

FILE NO. - 122-0107-4

ARTICLES OF INCORPORATION  
OF  
THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION  
an Arizona nonprofit corporation

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts these Articles of Incorporation (these "Articles").

ARTICLE I  
NAME

The name of the corporation is **The Greens at Ventana Canyon Condominium Association** (the "Association").

ARTICLE II  
PURPOSE OF THE ASSOCIATION

The Association is being formed in conjunction with that Declaration of Condominium and of Covenants, Conditions and Restrictions for **The Greens at Ventana Canyon Condominiums** recorded or to be recorded in the Records of the Pima County, Arizona, Recorder (as from time to time amended, the "Declaration"); and capitalized terms used and not defined in these Articles shall have the meaning given to them in the Declaration unless the context clearly requires otherwise.

The object and purpose for which the Association is organized exclusively to provide for the acquisition, construction, management, maintenance and care of Association property; management, maintenance, operation, replacement and repair of the Common Elements; the preservation, architectural control and enforcement of covenants, conditions and restrictions; to promote the health, safety and welfare of the Unit Owners; and to have and exercise any and all powers, rights and privileges on the real property described in the Declaration and all rights imposed on or granted to the Association by the Condominium Documents.

In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which nonprofit corporations may be incorporated under federal and state law and exercise any and all powers, rights and privileges for which a corporation organized under the non-profit corporation statutes of the State of Arizona may now or hereafter have or exercise.

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ARTICLE III  
CHARACTER OF AFFAIRS

The immediate character of the affairs of the Association shall be that of a condominium owners association formed to provide for the acquisition, management, maintenance and repair of Association property; to provide for the management, maintenance, operation, replacement and repair of the Common Elements; and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Condominium Documents.

ARTICLE IV  
ACTIVITIES AND RESTRICTIONS

No dividends, liquidating dividends, or distributions shall be declared or paid by the Association to any private individual or officer or director of the Association.

No part of the net earnings or net income of the Association shall inure to the benefit of any private individual or officer or director of the Association; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Association.

ARTICLE V  
MEMBERS

The Association shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

ARTICLE VI  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA which at the time of execution of these Articles is one (1). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director are:

Ian M. Mallmann  
5855 North Kolb Road  
Tucson, Arizona 85750-0989

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator are:

Ian M. Mallmann  
5855 North Kolb Road  
Tucson, Arizona 85750-0989

ARTICLE VIII  
AMENDMENT

These Articles of Incorporation may be amended by vote of seventy-five percent (75%) of the voting members in good standing at the time that the amendment is adopted or by such greater or lesser vote as may be expressly permitted under the terms of the Declaration, provided that no amendment shall substantially change the original purposes of the Association.

ARTICLE IX  
DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the assets of the Association exclusively to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Association (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Association is then located.

ARTICLE X  
PRINCIPAL OFFICE AND STATUTORY AGENT

The mailing address of the principal office of the Association and the name and street address of the statutory agent of the Association is:

c/o Lawdock, Inc.  
One Renaissance Square, Suite 300  
Two North Central Avenue  
Phoenix, AZ 85004-2391

ARTICLE XI  
DIRECTOR LIABILITY

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Association shall be liable to the Association 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 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 Association occurring prior to such repeal, amendment or modification.

ARTICLE XII  
INDEMNIFICATION

To the fullest extent permitted by the ANCA 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, director, employee or agent 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 association, 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.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

DATED: August 25, 2005

A handwritten signature in black ink, appearing to read "I. M. Mallmann", written over a horizontal line.

IAN M. MALLMANN, Incorporator

**CONSENT TO ACT AS STATUTORY AGENT**

The undersigned, having been designated to act as Statutory Agent for The Greens at Ventana Canyon Condominium Association, hereby consents to act in that capacity until removed or resignation is submitted.

Date: August 29, 2005

LAWDOCK, INC., an Arizona corporation

By: Carol F. Fitch  
Name: Carol F. Fitch  
Its: Assistant Secretary



**AFFIDAVIT OF PUBLICATION  
for Corporation Commission**



COPY

**ARIZONA CAPITOL TIMES**

P.O. Box 2260 Phoenix, AZ 85002  
Phone: (602) 258-7026 / Fax: (602) 258-2504

RECEIVED  
OCT 17 2005  
ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

STATE OF ARIZONA  
County of Maricopa

I, GINGER L. LAMB, as vice president and publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published three (3) consecutive times in the newspaper listed above.

**DATES OF PUBLICATION:**

- 1) September 30, 2005
- 2) October 7, 2005
- 3) October 14, 2005

**THE NAME OF THE CORPORATION:** THE GREENS AT VENTANA CANYON  
CONDOMINIUM ASSOCIATION

**CORPORATE FILE NUMBER:** 1225107-4

**TYPE OF DOCUMENT:** Articles of Incorporation  
(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

**AUTHORIZED SIGNATURE:** \_\_\_\_\_

SUBSCRIBED AND SWORN TO BEFORE ME  
ON THE 14TH DAY OF OCTOBER, 2005.

**NOTARY SIGNATURE:** \_\_\_\_\_



# ARIZONA CAPITOL TIMES

P.O. Box 2260, Phoenix, AZ 85002  
602.258-7026 • fax 602-258-2504

## Corporate Notice

### THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION

ARTICLES OF INCORPORATION OF THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION, an Arizona nonprofit corporation

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts these Articles of Incorporation (these "Articles").

**ARTICLE I NAME** The name of the corporation is The Greens at Ventana Canyon Condominium Association (the "Association").

**ARTICLE II PURPOSE OF THE ASSOCIATION** The Association is being formed in conjunction with that Declaration of Condominium and of Covenants, Conditions and Restrictions for The Greens at Ventana Canyon Condominiums recorded or to be recorded in the Records of the Pima County, Arizona, Recorder (as from time to time amended, the "Declaration"); and capitalized terms used and not defined in these Articles shall have the meaning given to them in the Declaration unless the context clearly requires otherwise. The object and purpose for which the Association is organized exclusively to provide for the acquisition, construction, management, maintenance and care of Association property; management, maintenance, operation, replacement and repair of the Common Elements; the preservation, architectural control and enforcement of covenants, conditions and restrictions; to promote the health, safety and welfare of the Unit Owners; and to have and exercise any and all powers, rights and privileges on the real property described in the Declaration and all rights imposed on or granted to the Association by the Condominium Documents. In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which nonprofit corporations may be incorporated under federal and state law and exercise any and all powers, rights and privileges for which a corporation organized under the non-profit corporation statutes of the State of Arizona may now or hereafter have or exercise.

**ARTICLE III CHARACTER OF AFFAIRS** The immediate character of the affairs of the Association shall be that of a condominium owners association formed to provide for the acquisition, management, maintenance and repair of Association property; to provide for the management, maintenance, operation, replacement and repair of the Common Elements; and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Condominium Documents.

**ARTICLE IV ACTIVITIES AND RESTRICTIONS** No dividends, liquidating dividends, or distributions shall be declared or paid by the Association to any private individual or officer or director of the Association. No part of the net earnings or net income of the Association shall inure to the benefit of any private individual or officer or director of the Association; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Association.

**ARTICLE V MEMBERS** The Association shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

**ARTICLE VI BOARD OF DIRECTORS** The affairs of the Association shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA which at the time of execution of these Articles is one (1). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws. The number of directors

constituting the initial Board of Directors shall be one (1). The name and address of the initial director are: Ian M. Mallmann, 5855 North Kolb Road, Tucson, Arizona 85750-0989.

**ARTICLE VII INCORPORATOR** The name and address of the incorporator are: Ian M. Mallmann, 5855 North Kolb Road, Tucson, Arizona 85750-0989.

**ARTICLE VIII AMENDMENT** These Articles of Incorporation may be amended by vote of seventy-five percent (75%) of the voting members in good standing at the time that the amendment is adopted or by such greater or lesser vote as may be expressly permitted under the terms of the Declaration, provided that no amendment shall substantially change the original purposes of the Association.

**ARTICLE IX DISSOLUTION** In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the assets of the Association exclusively to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Association (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Association is then located.

**ARTICLE X PRINCIPAL OFFICE AND STATUTORY AGENT** The mailing address of the principal office of the Association and the name and street address of the statutory agent of the Association is: c/o Lawdock, Inc., One Renaissance Square, Suite 300, Two North Central Avenue, Phoenix, AZ 85004-2391.

**ARTICLE XI DIRECTOR LIABILITY** To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no director of the Association shall be liable to the Association 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 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 Association occurring prior to such repeal, amendment or modification.

**ARTICLE XII INDEMNIFICATION** To the fullest extent permitted by the ANCA 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, director, employee or agent 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 association, 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.

**DATED:** August 25, 2005. **/s/ IAN M. MALLMANN**, incorporator. **CONSENT TO ACT AS STATUTORY AGENT.** The undersigned, having been designated to act as Statutory Agent for The Greens at Ventana Canyon Condominium Association, hereby consents to act in that capacity until removed or resignation is submitted. **Date:** August 29, 2005. **LAWDOCK, INC.**, an Arizona corporation, **By: /s/ Carol F. Fitch**, its: Assistant Secretary.

9/30, 10/7, 10/14, 2005 editions Arizona Capitol Times

**BYLAWS**  
**OF**  
**THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION**  
**an Arizona nonprofit corporation**

**BYLAWS  
OF  
THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION**

**ARTICLE 1  
GENERAL PROVISIONS**

**1.1 Defined Terms.** Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Declaration of Condominium and Covenants, Conditions and Restrictions for The Greens at Ventana Canyon Condominiums (the "Declaration").

**1.2 Conflicting Provisions.** In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**1.3 Designation of Fiscal Year.** The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

**1.4 Books and Records.** The books, records and papers of the Association shall be available for inspection by any Member during reasonable business hours. The Condominium Documents shall be available for inspection by any Member during reasonable business hours at the principal office of the Association, where copies may be purchased at a reasonable cost.

**1.5 Amendment.**

(A) These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the Members having a majority (more than 50%) of the votes entitled to be cast by the Members present in person or by proxy.

(B) So long as the Period of Declarant Control has not terminated, the Declarant, without a vote of the Members and without the consent of any Person, may amend these Bylaws in order to conform these Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Department of Housing and Urban Development, the Veterans Administration or any federal, state or local governmental agency whose approval of the Condominium, the Plat or the Condominium Documents is required by law or requested by the Declarant.

**ARTICLE 2**  
**MEETINGS OF MEMBERS**

**2.1 Annual Meeting.** The first annual meeting of the Members shall be held within one (1) year of the first close of escrow of a Unit to a Member, at such time and place as may be set by the Board. An annual meeting of the Members shall be held at least once every twelve (12) months thereafter at such time and place as is determined by the Board.

**2.2 Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board or upon written request delivered to the President or Secretary and signed by the Declarant during the Period of Declarant Control or by Members having at least one-fourth (1/4) of the authorized votes the Association after the Period of Declarant Control has expired.

**2.3 Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of each notice, postage prepaid, no earlier than forty-five (45) days and no later than ten (10) days before such meeting to each Member entitled to vote there at addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. By attending a meeting, a Member waives any right he may have had to object to the meeting on the basis that the proper notice of the meeting was not given in accordance with these Bylaws or the statutes of the State of Arizona.

**2.4 Quorum.** Except as otherwise provided in the Articles, the Declaration or these Bylaws, the presence in person or by proxy of Members entitled to cast ten percent (10%) of the total authorized votes in the Association shall constitute a quorum at all meetings of the Members. If a quorum shall not be present at any meeting, the Members entitled to vote at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. If the quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

**2.5 Majority Vote.** The vote of a majority of the Members at a meeting at which a quorum is present shall be binding upon all Members for all purposes except where a higher percentage vote is required by law, the Articles, the Declaration, or these Bylaws.

**2.6 Proxies and Mail Ballots.** At all meetings of the Members a vote may be cast in person, by proxy, or by mail ballot. A proxy may be granted by any Member in favor of only another Member, the Secretary of the Association, the Declarant, or the Member's mortgagee, or

in the case of a non-resident Member, the lessee of such, duly executed in writing. All proxies must be filed with the Secretary prior to the commencement of the meeting for which the proxy is given. The proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of a notice of revocation signed by the Member who granted the proxy. Except with respect to proxies in favor of a mortgagee, no proxy shall in any event be valid for a period in excess of 180 days after the execution thereof. Any election of director(s) of the Association may, if directed by the Board, provide for mail ballots for Owners to vote in such election; such ballots shall be subject to such rules as the Board may reasonably establish.

### **ARTICLE 3** **BOARD OF DIRECTORS**

**3.1 Number.** The affairs of this Association shall be managed by a board of directors consisting of at least one (1) but not more than nine (9) persons as determine by a vote of the directors. The directors do need not be Members of the Association so long as the Period of Declarant Control has not expired. All of the directors shall be appointed by the Declarant during the Period of Declarant Control. After the Period of Declarant Control has expired, all directors must be Members of the Association or officers, directors, managers or members of an entity that is a Member of the Association. No reduction in the number of directors shall affect the remaining term of any previously appointed or elected director. Any member who is delinquent in the payment of any assessment or other charge due the Association or who is otherwise deemed by the Board to be in violation of the Condominium Documents shall not be eligible to serve on the Board. All directors shall complete, prior to commencing service on the Board, such training requirements as the Board establishes.

**3.2 Term of Office.** The initial members of the Board shall hold office until their successors are appointed or elected and qualified. Commencing with the first annual meeting of the Members, the directors terms shall be staggered, a three (3) person board shall consist of one (1) three (3) year term, one (1) two (2) year term, and one (1) one (1) year term.

**3.3 Removal.** At any annual or special meeting of the Members duly called, any one or more of the members of the Board of Directors may be removed from the Board with or without cause by Members having more than fifty percent (50%) of the votes entitled to be cast by the Members present in person or by proxy at the meeting, and a successor may then and there be elected to fill the vacancy thereby created.

**3.4 Compensation.** No director shall receive compensation for any service he may render as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**3.5 Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the Board.

**3.6 Vacancies.** Vacancies on the Board caused by any reason other than the removal of a director in accordance with the provisions of Section 3.3 of these Bylaws shall be filled by a majority vote of the remaining directors at the first regular or special meeting of the Board held after the occurrence of such vacancy, even though the directors present at such meeting may constitute less than a quorum. Each person so elected shall serve the unexpired portion of the prior director's term. So long as the Period of Declarant Control has not expired, Declarant shall have the right to appoint directors to fill vacancies.

**3.7 Regular Meetings.** Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the Board. Such meetings shall be held at least once during each fiscal year.

**3.8 Special Meetings.** Special meetings of the Board may be called by the President on not less than three (3) business days notice to each director, given in writing, by hand delivery, mail or facsimile, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two directors.

**3.9 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business.

**3.10 Majority Vote.** Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**3.11 Powers and Duties.**

(A) The Board shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by the Condominium Documents required to be exercised or done by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Members that may hereafter be adopted, the Board shall have the following powers and duties:

(1) Open bank accounts on behalf of the Association and designate the signatories thereon;

(2) Make, or contract for the making of, repairs, additions to, improvements to or alterations of the Common Elements in accordance with the Condominium Documents, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings;

(3) In the exercise of its discretion, enforce by legal means the provisions of the Condominium Documents;

(4) Designate, hire and dismiss the personnel necessary for the maintenance, construction, operation, management, repair, and replacement of the Common Elements and provide services for the Members, and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties;

(5) Provide for the operation, care, upkeep and maintenance of all and borrow money on behalf of the Association when required in connection with the operation, upkeep and maintenance for said areas; provided, however, the consent of Members having at least one-half (1/2) of the total votes in the Association shall be obtained either in writing or at a meeting called and held for such purpose in accordance with the provisions of these Bylaws in order for the Association to borrow for the purpose of financing capital improvements;

(6) Prepare and adopt an annual budget for the Association prior to the commencement of each fiscal year;

(7) Adopt and publish rules and regulations governing the use of all areas of the Condominium for which the Association pursuant to the terms of the Declaration and facilities and the personal conduct of the Members and their family members, guests, lessees and invitees thereon and establish penalties for the infraction thereof;

(8) Suspend the voting rights of a Member and the voting rights of a Member in accordance with the power given to the Board in the Declaration;

(9) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Condominium Documents;

(10) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

(11) Employ, hire and dismiss such employees as they deem necessary and to prescribe their duties and their compensation;

(12) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by any Member entitled to vote;

(13) Supervise all officers, agents and employees of the Association and see that their duties are properly performed;



(14) Levy and collect Assessments as provided in the Declaration;

(15) Issue, or cause an appropriate officer or agent to issue upon demand to any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board or agent for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(16) Procure and maintain adequate property, liability and other insurance as required by the Declaration; and

(17) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(B) The Board may employ for the Condominium a "Managing Agent" at compensation established by the Board. The Managing Agent may either be an employee of the Association or an independent professional management company. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the Declaration and these Bylaws except for such duties and services that under the Declaration may not be delegated to the Managing Agent. The Board may delegate to the Managing Agent all of the powers granted to the Board or the officers of the Association by the Declaration and these Bylaws other than the following powers:

- (1) To adopt the annual budget, any amendment thereto or to levy Assessments;
- (2) To adopt, repeal or amend Association Rules;
- (3) To designate signatories on Association bank accounts;
- (4) To borrow money on behalf of the Association.
- (5) Declare the office of a director vacant as specified herein.
- (6) Levy assessments.

(C) Any contract with the Managing Agent must provide that it may be terminated with or without cause and without payment of any penalty or termination fee on at least thirty (30) days written notice.

(D) The Board is empowered to exercise all appropriate legal remedies against any Member provided, however, litigation against any Member may only be instituted based upon a majority vote of the Members at a meeting occurring after proper notice hereunder.

**ARTICLE 4**  
**OFFICERS AND THEIR DUTIES**

**4.1 Enumeration of Officers.** The officers of the Association shall be elected by the Board and shall include a President, a Secretary, and a Treasurer. The President must be a member of the Board. The Board of Directors also may appoint one or more Vice Presidents, and such other officers and agents with such powers and duties as it shall deem necessary. Any other officers may, but need not, be members of the Board.

**4.2 Election of Officers.** The election of officers shall take place at the first meeting of the Board following each annual meeting of the members. Any member who is delinquent in the payment of any assessment or other charge due the Association or who is otherwise deemed by the Board to be in violation of the Condominium Documents shall not be eligible to serve as an officer. All officers shall complete, prior to commencing service on the Board, such training requirements as the Board establishes.

**4.3 Term.** The officers of the Association shall be elected annually by the Board and each shall hold office for the designated term, unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

**4.4 Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**4.5 Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.6 Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**4.7 Multiple Offices.** Any two or more offices may be held simultaneously by the same person except the offices of President and Secretary.

**4.8 Powers and Duties.** To the extent such powers and duties are not assigned or delegated to a manager pursuant to Section 3.11(B) of these Bylaws, the powers and duties of the officers shall be as follows:

(A) **President.** The President shall be the chief executive officer of the Association; shall preside at all meetings of the Board or the Members; shall see that orders and resolutions of the Board are carried into effect; and have general and active management of the business of the Association;

(B) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board;

(C) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board;

(D) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds for appropriate Association purposes as set forth in the Condominium Documents; shall keep proper books of account; shall prepare an annual budget and a statement of income and expenditures to be presented to the members at the regular annual meeting of the members, shall deliver a copy of each to the Members; and may cause an annual audit of the books of the Association to be performed by a public accountant at the completion of each fiscal year and, in general, perform all the duties incident to the office of Treasurer.

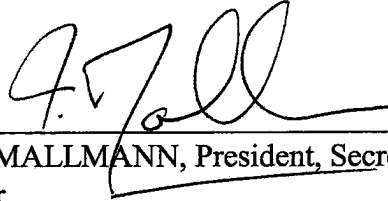
## **ARTICLE 5** **COMMITTEES**

5.1 Committees. The Directors may appoint committees as its deems in its sole discretion appropriate in carrying out the purposes of the Association.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE.]

**CERTIFICATION**

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Association on the 29 day of August, 2005.



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IAN M. MALLMANN, President, Secretary and  
Treasurer

**THE GREENS AT VENTANA CANYON  
CONDOMINIUM ASSOCIATION**

**ACTION BY INITIAL BOARD OF DIRECTORS  
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being the sole Director of The Greens at Ventana Canyon Condominium Association, an Arizona nonprofit corporation (the "Corporation"), acting pursuant to Section 10-3205 of the Arizona Revised Statutes, do hereby consent to the adoption of, and do hereby adopt, the following resolutions and declare them to be in full force and effect as if they were adopted at a regularly scheduled meeting of the Board of Directors of the Corporation:

**I. INCORPORATION**

WHEREAS, the Articles of Incorporation were presented to and filed by the Arizona Corporation Commission on August 29, 2005 and were thereafter approved by the Arizona Corporation Commission; and

WHEREAS, August 29, 2005 is the date of incorporation of the Corporation as an Arizona nonprofit corporation;

NOW, THEREFORE, RESOLVED, that a copy of the Articles of Incorporation bearing the Arizona Corporation Commission's "filed" stamp be placed in the minute book of the Corporation, together with an Affidavit of Publication verifying that publication of the Articles has taken place according to law.

FURTHER RESOLVED, that the appointment in the Articles of Incorporation of Lawdock, Inc., as statutory agent for the Corporation, is hereby confirmed.

**II. BYLAWS**

RESOLVED, that the form of Bylaws which has been presented to the Board of Directors is in all respects approved, and that said Bylaws are adopted as the Bylaws of the Corporation.

FURTHER RESOLVED, that a copy of the Bylaws be filed in the minute book of the Corporation immediately following the approved copy of the Articles of Incorporation.

**III. DIRECTORS**

RESOLVED, that the sole director named in the Articles of Incorporation, Ian M. Mallmann shall be the sole director of the Corporation, and that he shall serve as director until the first annual meeting of the board of directors or until their successors have been elected and duly qualified.

#### IV. OFFICERS

RESOLVED, that each of the following persons is elected to the office set forth opposite his name, to hold such office until the first annual meeting of the board of directors or until his successor has been elected and duly qualified:

<u>Name</u>	<u>Office</u>
Ian M. Mallmann	President
Ian M. Mallmann	Secretary
Ian M. Mallmann	Treasurer

#### V. BOOKS AND RECORDS

RESOLVED, that the Corporation shall maintain, as part of its corporate record, a Minute Book, which shall include, but which shall not be limited to, a record of the Corporation's Articles of Incorporation and all amendments thereto, its Bylaws and amendments thereto, minutes of all meetings of its directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof.

FURTHER RESOLVED, that the Secretary of the Corporation is directed to procure such Minute Book and such other books and records as may be required by the Corporation.

#### VI. FISCAL YEAR

RESOLVED, that the Corporation adopt as its accounting period the fiscal year ending December 31, and that the corporate books of account shall be maintained, the corporate income shall be computed, and the corporate tax returns shall be filed upon the basis of such fiscal year.

#### VII. BANK ACCOUNTS

RESOLVED, that the proper officers of the Corporation establish, in the Corporation's name, one or more bank accounts with such banking institutions as the officers shall determine, and on such terms and conditions as shall be agreed upon with such banking institution.

FURTHER RESOLVED, that the checks drawn on said account(s) shall be signed by the President, the Secretary or the Treasurer of the Corporation, and those officers are hereby authorized to draw checks on said account(s) of the Corporation, signed as provided herein, and said bank(s) are hereby authorized to honor and pay any and all checks so signed by either officer.

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to execute such certificates of resolution and resolution cards as may be required by such bank(s) upon the opening of such account(s), provided that such are in conformity with the terms of this resolution.

### **VIII. ORGANIZATION EXPENSES**

RESOLVED, that the Corporation pay all fees and expenses incurred in organizing and forming the Corporation, including attorneys' fees, and that the Corporation reimburse any person for all amounts advanced for these purposes, such advances to be a liability of the Corporation, whether made prior to or after the date of these resolutions.

### **IX. ACCOUNTING METHOD**

RESOLVED, that the Corporation keep its books and records, and report its income, under the cash receipts and disbursements method of accounting.

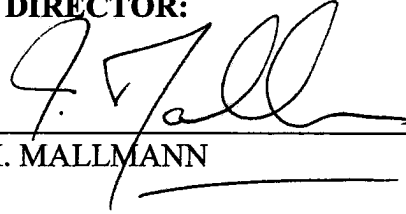
### **X. RATIFICATION OF PRIOR ACTS**

RESOLVED, that all the acts of the incorporators, organizers, directors and officers of the Corporation taken on behalf of the Corporation are ratified, confirmed and approved in all respects.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE.]

DATED as of August 29, 2005.

**SOLE DIRECTOR:**

A handwritten signature in black ink, appearing to read "I. M. Mallmann", written over a horizontal line.

IAN M. MALLMANN



**Internal Revenue Service**

DEPARTMENT OF THE TREASURY

The  
Digital  
Daily

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**Federal Tax ID / EIN**

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This is your provisional Employer Identification Number:

**20-3381105**

Today's Date is: August 29, 2005 GMT

You will receive a confirmation letter in U.S. mail within fifteen days. The letter will also contain useful tax information for your business or organization.

If you have input any of the information on your application in error, please wait seven days and contact the EIN Toll Free area at 1-800-829-4933, Monday - Friday, 7:30am - 5:30pm. If you do not want to call, please make corrections on the letter you receive confirming your EIN and return it to the IRS.

If you are going to complete other on-line applications that require your Employer Identification Number(EIN) you can copy it by performing the following steps:

- 1) Use your mouse to highlight your EIN (blue number on top of page) by moving your pointer on top of the number.
- 2) Press the Ctrl key at the same time pressing the C key.

Once you copy your EIN you can paste it in the appropriate place by pressing the Ctrl key at the same time pressing the V key.

You may click on the buttons below for different print options or to fill out another Form SS-4.



[Click here to return to the Internet Employer Identification Number landing \(start\) page.](#)

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# Application for Employer Identification Number

**EIN 20-3381105**

OMB No. 1545-0003

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records

Type or print clearly	<b>1</b> Legal name of entity (or individual) for whom the EIN is being requested <b>THE GREENS AT VENTANA CANYON CONDOMINIUM ASSOCIATION</b>	
	<b>2</b> Trade name of business, if different from name in line 1 N/A	<b>3</b> Executor, trustee, "care of" name c/o IAN M. MALLMANN
	<b>4a</b> Mailing address (room, apt., suite no. and street, or P.O. box) 5855 NORTH KOLB ROAD	<b>5a</b> Street address (if different) (Do not enter a P.O. box)
	<b>4b</b> City, state, and ZIP code TUCSON, ARIZONA 85750-0989	<b>5b</b> City, state, and ZIP code
	<b>6</b> County and state where principal business is located PIMA COUNTY, ARIZONA	
	<b>7a</b> Name of principal officer, general partner, grantor, owner, or trustee Not required.	<b>7b</b> SSN, ITIN, or EIN Not required.

**8a Type of entity** (Check only one box)

<input type="checkbox"/> Sole Proprietor (SSN) _____	<input type="checkbox"/> Estate (SSN of decedent) _____
<input type="checkbox"/> Partnership	<input type="checkbox"/> Plan administrator (SSN) _____
<input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____	<input type="checkbox"/> Trust (SSN of grantor) _____
<input type="checkbox"/> Personal service corp.	<input type="checkbox"/> National Guard <input type="checkbox"/> State/local government
<input type="checkbox"/> Church or church-controlled organization	<input type="checkbox"/> Farmer's cooperative <input type="checkbox"/> Federal government/military
<input checked="" type="checkbox"/> Other nonprofit organization (specify) ▶ <u>Condominium Association</u> Group Exemption Number (GEN) ▶ _____	<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises
<input type="checkbox"/> Other (specify) ▶ _____	

**8b** If a corporation, name the state or foreign country (if applicable) where incorporated

State <b>ARIZONA</b>	Foreign country <b>N/A</b>
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**9 Reason for applying** (Check only one box)

<input checked="" type="checkbox"/> Started new business (specify type) ▶ <u>Nonprofit Condominium Association</u>	<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____
<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Changed type of organization (specify new type) ▶ _____
<input type="checkbox"/> Compliance with IRS withholding regulations	<input type="checkbox"/> Purchased going business
<input type="checkbox"/> Other (specify) ▶ _____	<input type="checkbox"/> Created a trust (specify type) ▶ _____
	<input type="checkbox"/> Created a pension plan (specify type) ▶ _____

<b>10</b> Date business started or acquired (month, day, year) <b>AUGUST 29, 2005</b>	<b>11</b> Closing month of accounting year Not required.
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**12** First date wages or annuities were paid or will be paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) ..... ▶ **N/A**

**13** Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "-0-".

Agriculture <b>0</b>	Household <b>0</b>	Other <b>0</b>
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**14** Check one box that best describes the principal activity of your business.

<input type="checkbox"/> Construction	<input type="checkbox"/> Rental & leasing	<input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Health care & social assistance	<input type="checkbox"/> Wholesale-agent/broker
<input type="checkbox"/> Real estate	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Finance & insurance	<input type="checkbox"/> Accommodation & food service	<input type="checkbox"/> Wholesale-other
			<input checked="" type="checkbox"/> Other (specify) <u>Condominium Association</u>	<input type="checkbox"/> Retail

**15** Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided.  
To provide for the management, maintenance, and operation of a Condominium owners association

**16a** Has the applicant ever applied for an employer identification number for this or any other business? .....  Yes  No Note: If "Yes," please complete lines 16b and 16c.

**16b** If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.  
Legal Name ▶ N/A Trade name ▶ N/A

**16c** Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known.

Approximate date when filed (month, day, year) N/A	City and state where filed N/A	Previous EIN N/A
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Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form

<b>Third Party Designee</b> Designee's name <b>Carol F. Fitch, Paralegal</b>	Designee's telephone number (include area code) <b>(602) 229-5536</b>
Address and ZIP code <b>Quaries &amp; Brady Strelch Lang, Two North Central Ave., Phoenix, AZ 85004-2391</b>	Designee's fax number (include area code) <b>(602) 420-5069</b>

Under penalties of perjury, I declare that I have examined this application, and to the best of my belief, it is true, correct, and complete.

Name and title (type or print clearly) <b>IAN M. MALLMANN, PRESIDENT, SECRETARY AND TREASURER</b>	Applicant's telephone number (include area code) <b>(604) 630-3129</b>
Signature ▶ Date ▶ <b>August 29, 2005</b>	Applicant's fax number (include area code) <b>(604) 630-5021</b>