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JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

ARIZONA CORPORATION COMMISSION

DAVID K WILHELMSEN
1580 PLAZA WEST DR
P.O. BOX 1391
PRESCOTT, AZ 86302

RE: BLACKHAWK HOMEOWNERS ASSOCIATION, INC.
File Number: -0969957-0

We are pleased to notify you that your Articles of Incorporation were filed on November 21, 2000.

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, for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, during the fourth (4th) month following the close of each fiscal year. Each year, a preprinted Annual Report Form will be mailed to you prior to the due date of the report.

If you have any questions or need 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.

Very truly yours,

ADLENEA BAYLESS
Examiner
Corporations Division
Arizona Corporation Commission

CF:04
Rev: 4/97

AZ CORP COMMISSION
OF THE STATE OF AZ
FILED

2000 NOV 21 P 2:24

APPR. A. Bayless
DATE APPR. 11-21-2000
TERM _____
DATE 0969957-0

ARTICLES OF INCORPORATION

OF

BLACKHAWK HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

The undersigned adopts the following as its Articles of Incorporation for the purpose of forming a nonprofit homeowner's management corporation under the laws of the State of Arizona.

ARTICLE I

DEFINITIONS

These Articles shall be construed to have the same meaning as the Declaration of Covenants, Conditions and Restrictions and any and all Amendments to said Declaration of Covenants, Conditions and Restrictions ("Declaration"), original dated and recorded May 7, 1992 to Book 2418, Page 789; Amended Declaration of Covenants, Conditions and Restrictions recorded October 14, 1992, in Book 2544, Page 238; Second Amendment to Declaration of Restrictions and Covenants for Blackhawk Subdivision recorded March 22, 1994, in Book 2799, Page 345; and, Third Amendment to Declaration of Restrictions and Covenants for Blackhawk Subdivision recorded January 25, 1995, in Book 2961, Page 815, all in the office of the County Recorder of Yavapai County, Arizona. This instrument shall be construed consistently with the Declaration. If any provision of these Articles is inconsistent with any provision of the Declaration, then the latter shall control.

ARTICLE II

NAME

The name of the corporation is Blackhawk Homeowners Association, Inc., the ("corporation").

ARTICLE III

KNOWN PLACE OF BUSINESS

The corporation's place of business is 652 S. Lakeview Drive, Prescott, AZ 86301.

ARTICLE IV

STATUTORY AGENT

The initial statutory agent of the corporation is David K. Wilhelmsen, FAVOUR MOORE & WILHELMSSEN, P.A., Plaza West Commerce Centre, 1580 Plaza West Drive, Prescott, Arizona 86302-1391.

ARTICLE V

PURPOSES

The corporation is organized for the following purposes:

(a) As the corporation referred to in the Declaration, it shall perform all obligations and exercise all rights in the Declaration, Bylaws, and those provided by law; and

(b) To be the management entity for the Blackhawk Subdivision.

ARTICLE VI

POWERS

The powers of the corporation shall be governed by the following provisions:

A. The corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The corporation shall have all the powers granted to it in the Declaration of Restrictions and Covenants of Blackhawk Subdivision and amendments thereto recorded in the office of the Yavapai County Recorder, Prescott, Arizona.

ARTICLE VII

CORPORATE ACTIVITIES

The corporation will engage in the management of the master-planned community known as "Blackhawk Subdivision."

ARTICLE VIII

MEMBERS

The qualification of members, the manner of their admission and voting by such members shall be as follows:

A. The lot owners of Blackhawk Subdivision shall be members of the corporation and no other person or entities shall be entitled to membership.

B. Members in the corporation shall be established by the recording in the Official Records of the Yavapai County Recorder, State of Arizona, of a deed or other instrument establishing a change of record title to a lot in the subdivision and notification in writing to the corporation of the recording information, the new owner or owners designated by such instrument thereby becoming a member of the corporation. The membership of the prior owner shall thereby terminate.

C. The share of a member in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit.

ARTICLE IX

DIRECTORS

A. The affairs of the corporation will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors. Directors must be members of the corporation.

B. Directors of the corporation shall be elected at the annual meeting of the members in the manner prescribed by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified were at a _____, 2000 meeting at Prescott, Arizona, and are:

Phillip T. Larson
652 S. Lakeside Drive
Prescott, AZ 86301

Brad Hixon
8100 Center Street
La Mesa, CA 91942

Robert Bird
8518 E. Grandview Drive
Mesa, AZ 85207

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any person against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a Director or officer of the corporation, provided that the Board of Directors shall determine that such person did not act or fail to act, willfully or with gross negligence, or with fraudulent or criminal intent.

ARTICLE XI

LIABILITY OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

To the fullest extent that Arizona law 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 or its Members 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 XII

DURATION

The corporation shall have perpetual duration of the corporation shall be perpetual, unless sooner terminated by action of its members.

ARTICLE XIII

BYLAWS

The corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XIV

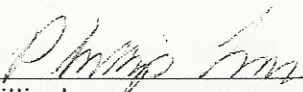
INCORPORATOR

The incorporator is Phillip Larson, 652 S. Lakeview Drive, Prescott, Arizona, 86301.

All powers, duties and responsibilities of the incorporator shall cease upon filing of these Articles of Incorporation by the Arizona Corporation Commission.

Sept 15, 2000.

INCORPORATOR



Phillip Larson