

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.

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MAR 14 11 03 AM '85 ARTICLES OF INCORPORATION
OF
APR: *Place Members* RIVERVIEW BLUFFS CONDOMINIUM
DATE: *3-15-85* ASSOCIATION, INC.
TERM: _____
DATE: _____

FEB 8 2 37 PM '85
APPR. _____ FILE # _____
DATE: *2-22-85* *8243*

In compliance with the requirements of 10-1001 et seq., Arizona Revised Statutes as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I
Name

The name of the corporation is Riverview Bluffs Condominium Association, Inc., hereinafter referred to as the "Association."

ARTICLE II
Principal Office

The principal office of the Association is located at 2022 Merrill lane, Riviera, Az 86442

ARTICLE III
Statutory Agent

W. Charles Thomson whose address is Gallagher & Kennedy, 360 E. Coronado RD. Phoenix, Az 85004, and who have been bona fide residents of the State of Arizona for more than three (3) years last past, are hereby appointed and designated Statutory Agents for the corporation, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE IV
Purpose of the Association

The object and purpose for which this Association is organized is to act as a tax-exempt homeowners' association in accordance with 528 of the Internal Revenue Code of 1954 as amended, and as such, it is to be operated to provide for the acquisition, construction, management, maintenance, and care of the Association's property. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE V
The Character of the Business

The character of the business which the Association intends to conduct in Arizona is to provide for the acquisition, construction, management, maintenance and care of the Association's property, and to promote and protect the common good and general welfare of the people of the community encompassed within the Association.

ARTICLE VI

Powers

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the corporation's purposes as set forth above, including, but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association, as set forth in that certain Declaration of Covenants, Conditions, and Restriction (hereinafter referred to as the "Declaration") applicable to the Property and recorded or to be recorded in the Office of the County Recorder of Mohave County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference.

ARTICLE VII

Membership

Every person or entity who is a record owner in any Unit which is subject by covenants of record to assessment by the Association shall be a member of the Association, subject to and in accordance with the Declaration. 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 unit which is subject to assessment by the Association.

ARTICLE VIII

Voting Rights

Section 1. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant (as defined in the Declaration) of Units in Riverview Bluffs Condominiums according to records of Mohave County, Arizona, and each Class A membership shall be entitled to one (1) vote for each Unit owned.

Class B. Class B member shall be the Declarant and shall be entitled to five (5) votes for each Unit owned. The Class B membership shall cease and be converted to Class A membership on the earliest of (a) 120 days after the date by which ninety percent (90%) of the units have been conveyed to purchasers; or (b) five (5) years after the conveyance of the first unit to a purchaser; or (c) the date on which the Declarant notifies the Association in writing that it relinquishes its Class B membership.

Section 2. When more than one person is the Owner of a Unit, all such persons shall be members. The vote for such Unit may be exercised as the owners among themselves determine, but in no event shall more than one ballot be cast with respect to any Unit.

Section 3. The vote for each Unit must be cast as a unit, and fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question.

If any Owner or Owners cast a vote representing a certain Unit, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other Owners of the same Unit. In the event that more than one ballot is cast for a particular Unit, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX Board of Directors

The affairs of the Association shall be conducted by a Board of Directors and such officers as the directors may elect and appoint. Neither the directors nor the officers need be members of the Association. The number of directors shall not be fewer than three (3) or more than nine (9). The number of directors may be changed by amendment of the by-laws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The names, residences, and post office addresses of the first directors of the Association are as follows.

Name	Residence	Mailing Address
John B. McCallum	Kingshill, St. Croix	PO Box 1656 Kingshill, St. Croix U.S. Virgin Island 00850
Garth Baldwin	1382 Verde	PO Box 2375 Riviera, AZ 86442
J. Edward Thompson	440 E. Whitewater	440 E. Whitewater, Riviera, AZ 86442

The election of the members of the Board of Directors is hereby ratified and the directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.

Directors shall be elected by the members of the Association at the annual meeting thereof, to be held on the first Wednesday in February beginning in 1986. The initial Directors shall hold office for one (1) year, or until their successors are elected and qualified. Any vacancy occurring on the Board of Directors by reason of death, resignation, or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior director's term. The Board is expressly authorized to adopt, amend and rescind bylaws for the Association, by a majority vote of the members of the Board, at a regular or special meeting called therefor.

ARTICLE X Dissolution

The Association may be dissolved with the written consent of all owners of the units as provided in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate 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, or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes entitled to be cast by the members of the Association.

ARTICLE XII
Assessment

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of this Association, there shall be levied against each unit, an annual assessment and other assessments, in the amounts and by the procedures set forth in the Declaration, which assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

ARTICLE XIII
Incorporators

The names and addresses of the incorporators of this Association are:

Garth Baldwin
1382 Verde
PO Box 2375
Riviera, AZ 86442

J. Edward Thompson
440 E. Whitewater
Riviera, AZ 86442

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of January, 1985

/s/ [Signature]
/s/ [Signature]

STATE OF ARIZONA)
) ss.
COUNTY OF MOHAVE)

On this, the 31st day of Jan, 1985, before me, the undersigned Notary Public, personally appeared Garth Baldwin and J. Edward Thompson known to me to be the persons who names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires:
My Commission Expires Feb. 1, 1985