

decisions of the Architectural Committee shall be final on all matters submitted to it pursuant to this Declaration, but shall be subject to appeal to the Board as the final arbiter, and the decision of the Board in all cases shall be final and binding.

5.4 Exclusions. The provisions of this *Article 5* shall not apply to, and approval of the Architectural Committee shall not be required for, the construction, erection, installation, addition, alteration, repair, change or replacement of any Improvements made by or on behalf of Declarant, nor shall the Architectural Committee's approval be required for the construction of any Dwelling Units by any Builder which are constructed in accordance with plans and specifications therefor which have previously been approved by the Declarant in writing.

ARTICLE 6

ORGANIZATION OF MASTER ASSOCIATION

6.1 Formation of Master Association. The Master Association shall be a nonprofit Arizona corporation charged with the duties and invested with the powers prescribed by law and set forth in the Articles, Bylaws and this Declaration. Neither the Articles nor Bylaws shall, for any reason, be amended or otherwise changed or interpreted so as to be inconsistent with this Declaration.

6.2 Board of Directors and Officers; Management. The affairs of the Master Association shall be conducted by the Board elected in accordance with this Declaration and the Articles and Bylaws, and such officers as the Board may elect or appoint in accordance with the Articles and the Bylaws as the same may be amended from time to time; provided, however, that the initial members of the Board shall be appointed by Declarant in Declarant's sole discretion. The initial Board shall be composed of at least three (3) members. The Board may also appoint various committees and may appoint a manager who shall, subject to the direction of the Board, be responsible for the day-to-day operation of the Master Association. The Board shall determine the compensation to be paid to the manager or any other employee of the Master Association. Notwithstanding anything contained in the foregoing or elsewhere in this Declaration to the contrary, the Declarant shall have the right to designate and to determine the compensation to be paid to the initial manager for the Master Association.

6.3 Role of Master Association. The Master Association is intended to be an "umbrella" organization whose primary responsibilities will be:

- (a) The maintenance of all Association Maintained Areas;
- (b) Appointment of individuals to serve on the Architectural Committee pursuant to the provisions of *Section 5.3* above;
- (c) The enforcement of the Covenants contained in this Declaration; and