

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, BRIAN C. MCNEIL, THE EXECUTIVE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE CORPORATIONS DIVISION HAS CUSTODY OF THE OFFICIAL RECORDS PERTAINING TO THE QUALIFICATION AND AUTHORIZATION OF THE CORPORATIONS DOING BUSINESS IN THE STATE OF ARIZONA.

UPON SEARCH OF THESE RECORDS, OUR OFFICE HAS FOUND THAT THE ARTICLES OF INCORPORATION FOR THE **SUNRIDGE HOMEOWNERS ASSOCIATION** FILE #-0126210-4 FILED ON 10/19/1979 HAS BEEN INADVERTENTLY DESTROYED OR MISPLACED.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 29th day of APRIL,

2005, A.D.

EXECUTIVE SECRETARY

BY



OF

SUNRIDGE HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned persons have this day associated themselves together for the purpose of forming a corporation under the pursuant to the rules of the State of Arizona, and for that purpose hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be

SUNRIDGE HOMEOWNERS ASSOCIATION

ARTICLE II

This corporation is organized pursuant to the general nonprofit corporation laws of the State of Arizona.

ARTICLE III

The names and post office addresses of the incorporators are as follows:

Dan L. Earlie	5818 North 7th Street Phoenix, Arizona 85014
Lawrence L. Pavilack	381 East Verde Lane Phoenix, Arizona 85012
Michael V. Mulchay	4128 East Medlock Drive Phoenix, Arizona 85018

All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE IV

The number of directors of this corporation to act initially shall be three (3), but such number may be changed as provided in the Bylaws of the corporation. The following persons were elected _____, at _____ .m., at _____, Phoenix, Arizona, to serve as directors until the election of their successors:

Dan L. Earlie	5818 North 7th Street Phoenix, Arizona 85014
Donald J. Diamond	8330 East Virginia Scottsdale, Arizona 85257
Andrea M. Galles	3206 West Sells Drive Phoenix, Arizona 85017

ARTICLE V

The principal place of business of the corporation shall be in the City of Mesa, County of Maricopa, State of Arizona, but the corporation may establish other offices and engage in business elsewhere within and without the State of Arizona and hold its meetings at such places as the Bylaws may provide.

ARTICLE VI

The general nature of the business to be transacted and the objective and purposes of the corporation shall be as follows:

A. To maintain architectural control over and to own, operate and/or maintain certain property and improvements to be used in common by and for the benefit of the owners of residences constructed within the following described premises:

Lots 1 through 96, inclusive, and Tracts A through P, inclusive, of SUNRIDGE PATIO HOMES, according to the plat thereof recorded in the office of the Maricopa County Recorder in Book _____ of Maps, at page ____ thereof.

B. To enable the financing of construction of such residences and restricted common elements with or without the assistance of mortgage insurance under the National Housing Act, and with or without the assistance of the Federal National Mortgage Association or the Government National Mortgage Association.

C. To accept such property and improvements as may be conveyed to the corporation and to maintain and otherwise manage landscaping, parking areas, easements, rights of way, walk areas, restricted common areas, recreational areas and facilities upon or contiguous to such property, whether or not owned by the corporation. To pay all taxes and assessments, if any, which may be properly acquired or owned by the corporation. To repair, maintain, rehabilitate and restore the

real property and any improvements located thereon; to impress liens against the individual residence units and their interests in the common areas and elements appurtenant thereto, to secure the payment of obligations due from the owners thereof to the corporation and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; to take any action necessary to enforce the covenants, restrictions, reservations and conditions which at the present or in the future affect said property described in Article VI, paragraph A above, either by recording Restrictions, Bylaws of the corporation, rules and regulations of the corporation, or in any other way created; and in addition thereto, to do any and all lawful things and acts which the corporation, at any time, and from time to time, shall, in its discretion deem to be in the best interests of the members of the corporation, and to pay all costs and expenses in connection therewith and in connection with any and all of the purposes of the corporation, and further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the corporation under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting said property, or any portion thereof, and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the corporation, and further, to do any and all things and exercise all rights and powers permitted to non-profit corporations under the laws of the State of Arizona, including the power to mortgage or encumber any property owned by it.

1 To exercise all of the powers 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 Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Maricopa County Recorder's office, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

E. To borrow and loan money, and give, take and hold security and collateral; to execute, make and issue and take and receive notes, bonds, debentures, mortgages, pledges and other evidences of indebtedness and security, of any and all kinds whatsoever, in furtherance of any and all of the objects of its business.

F. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

G. To make contracts of all kinds and descriptions with third parties, firms and corporations; to make contracts with any of the officers, directors, members of the corporation or employees of this corporation, individually or otherwise and without limitation, restriction or prejudice, which contracts shall be considered and construed on the same basis as contracts with third persons, all in furtherance of the organization, management, operation, objects or purposes of the corporation..

H. To do and perform any and all acts and things and to transact any business, not inconsistent with law, which may be necessary, incidental to or convenient in carrying out any of the business or purposes of the corporation.

ARTICLE VII

The corporation shall be a non-stock corporation and shall be owned equally by its members, and no dividends or pecuniary profits shall be paid to its members. Membership in this corporation shall be regulated by the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

The Association shall have two classes of voting membership as follows:

Class A. Class A members shall be all owners, with the exception of ARIZONA TITLE INSURANCE AND TRUST COMPANY, and shall be entitled to one vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel.

Class B. The Class B member(s) shall be ARIZONA TITLE INSURANCE AND TRUST COMPANY and shall be entitled to three (3) votes for each Parcel owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) _____, 1980.

ARTICLE VIII

The time of commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall issue its Certificate of Incorporation and the life of the corporation shall be perpetual to the extent permitted by the law of the State of Arizona.

ARTICLE IX

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) members, as may be established from time to time as provided for in the Bylaws of the corporation, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold any two offices, except that the President may not at the same time hold the office of Vice President or of Secretary.

The Directors shall be elected by the members of the corporation as provided for in the Bylaws of this corporation.

ARTICLE X

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at the lawfully held meeting and, to the extent required by the laws of the State of Arizona, be approved by the Arizona Corporation Commission.

ARTICLE XI

The private property of each and every officer, director and member of the corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XII

This corporation hereby appoints LAWRENCE L. PAVILACK, 6900 East Camelback Road, Suite 800, Scottsdale, Arizona 85251, who is now and has been for more than three years last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notice and processes, including service of summons, may be served, and which, when so served, shall be lawful, personal service upon this corporation. The Directors may, at any time, appoint another

agent for such purpose, and the filing of such other appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XIII

The first annual meeting of the members of the corporation shall be held within sixty (60) days after the builder has constructed and conveyed seventy-five percent (75%) of the total number of residence units to be constructed within the premises described in Article VI hereof, or on _____, 1980, whichever is sooner. The exact date, time and place of the first annual meeting shall be as established by the Board of Directors. Thereafter, the annual meetings of the members of the corporation shall be on the first Wednesday in April of each year, or as specified by the Bylaws of this corporation, duly adopted or amended which date shall take precedence over the date mentioned herein without the necessity of the amendment of the articles. The annual meetings of the Board of Directors and the members of the corporation shall be held at the office of the corporation or such other office or offices at such other places as may be designated by the Board of Directors.

ARTICLE XIV

These Articles of Incorporation may be amended by unanimous vote of the Incorporators, or by the affirmative vote of not less than three-fourths of the members of the Board of Directors, or by the affirmative vote of a majority of the members of the corporation. However, no amendment shall be made which would in any manner be deemed to be in conflict with or contrary to the terms of any promissory note, mortgage, regulatory agreement, document and/or instrument executed by the corporation in obtaining insurance under the National Housing Act, or contrary to any terms or provisions of any

recorded covenants, conditions and restrictions applicable to
the premises described in Article VI hereof.

IN WITNESS WHEREOF, the undersigned persons have
hereunto set their hands this ___ day of _____, 1978.

DAN L. EARLIE

LAWRENCE L. PAVILACK

MICHAEL V. MULCHAY

