

ARTICLES OF INCORPORATION
OF
JOSHUA SQUARE
HOMEOWNERS ASSOCIATION

APR 26 10 16 AM '89

KNOW ALL MEN BY THESE PRESENTS:

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5-12-89

That the undersigned persons have this day voluntarily associated themselves together, for the purpose of forming a corporation under and pursuant to the laws 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:
JOSHUA SQUARE HOMEOWNERS ASSOCIATION ^{OK MF} (hereinafter "Corporation").

ARTICLE II. This Corporation is organized pursuant to the general non-profit corporation laws of the State of Arizona. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III. The name, residence and post office address of each of the incorporators are as follows:

Gerald J. Heffron, 2052 B South Rural Road, Tempe, Arizona, 85282.
Wesley T. Harte, 2052 C South Rural Road, Tempe, Arizona, 85282.
Florence Heffron, 2044 A South Rural Road, Tempe, Arizona, 85282.

ARTICLE IV. The number of directors of this Corporation to act prior to the first annual meeting of the members shall be five (5), but such number may be changed by the By-Laws duly adopted. The following persons were elected to serve as the initial directors at a meeting held on March 8, 1989 at 2052 B South Rural Road, Tempe, Arizona, 85282; Gerald Heffron, Chad Houwman, Shirley Craft, Flo Heffron and Wesley Harte. In the event of vacancies in the Board

prior to the first annual meeting of the members, such vacancies shall be filled by the remaining director or directors. The following directors are to serve as officers until their successors are elected at anytime by the directors:

Gerald Heffron	-President/Director	
2052 B South Rural Road, Tempe, Arizona	85282	
Chad Houwman	-Vice President/Director	
205b D South Rural Road, Tempe, Arizona	85282	
Shirley Craft	-Secretary/Director	
2048 C South Rural Road, Tempe, Arizona	85282	
Flo Heffron	-Treasurer/Director	
2044 A South Rural Road, Tempe, Arizona	85282	
Wesley Harte/Director, 2052 C South Rural Road, Tempe, Arizona	85282	85282

ARTICLE V. The principal place of business of the Cor-

poration shall be at the city of Tempe, Arizona, but the Corporation may establish other offices within Maricopa County, Arizona, as the By-Laws may provide.

ARTICLE VI. The general nature of the business to be transacted and the objectives and purposes of the Corporation shall be as follows:

A. To own, operate 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 and any additions thereto as may be within the jurisdiction of this Corporation:

lots Twenty-Nine (29), Thirty (30), Thirty-One (31), and Thirty-Two (32), Sunset Vista, according to the plat of record in the office of the Maricopa County Recorder, State of Arizona, in Book 73 of Maps, page 15.

The property is the subject of a Declaration of Horizontal Property Regime, and a Declaration of Restrictions both dated April 18, 1973, which have been recorded in the Recorder's Office of Maricopa County, Arizona, as amended.

B. To accept such property and improvements as may be

Address: ...
Reference: ...

conveyed to the Corporation or placed in its care and to maintain and otherwise manage landscaping, parking area, walk areas, common elements, recreational areas and facilities upon such property; to pay all taxes and assessments, if any, which may properly be levied against such property or other property acquired by 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 fractional or percentage ownership interests in the common elements of the horizontal property regime, 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 and administer the covenants, restrictions, reservations and conditions which at present or in the future affect said property, either by recorded restrictions, By-Laws 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 for 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 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 conditions, covenants, restrictions,

reservation, change 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.

C. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation.

D. To borrow and lend money, and give, take and hold security and collateral; to execute, make and issue, and take and receive bonds, notes, debentures, mortgages, pledges and other evidences of indebtedness and security, of any and all kinds whatsoever, in furtherance of any or all of the objects of its business, subject to the limitations described in Article IX.

E. To make contracts of all kinds and descriptions with third parties, firms and corporations.

F. 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 by its members who shall be collectively called the members of the Corporation, and no dividends or

pecuniary profits shall be paid to its members. Membership in the Corporation, except for membership of the incorporators and the first Board of Directors and any persons who succeed any of them prior to the first annual meeting of the members, shall be limited to record owners of equitable title (or legal title if the equitable title has merged) of condominiums constructed or planned to be constructed on the property. An owner of a condominium shall automatically, upon becoming the owner of a condominium, be a member of the Corporation, and shall remain a member of the Corporation until such time as his ownership ceases for any reason, at which time his membership in the Corporation shall automatically cease. Nothing herein is intended to include as members of the Corporation persons or entities who hold an interest merely as security for the performance of an obligation. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which lists shall be kept by the Secretary of the Corporation. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any condominium unit. In the event any such condominium unit is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each condominium unit shall be joint and a single membership for such condominium unit shall be issued in the names of all, and they shall designate to the Corporation in writing at the time of issuance, one of their number who shall hold the member-

ship and have the power to vote said membership , and in the absence of such designation and until such designation is made, the Board of Directors of the Corporation shall make such designation.

ARTICLE VIII. The affairs of the Corporation shall be conducted by a Board of Directors consisting of such number as shall be fixed in the By-Laws. 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 Secretary. The Directors shall be elected by the members of the Corporation at the first and each ensuing annual meeting thereof, as provided for in the By-Laws. The Directors, other than those provided for in Article IV above and any persons who succeed any of them prior to the first annual meeting of the members, must be members of the Corporation. In addition to those eligible to be a Director, as indicated above, any Director, officer or employee of a corporation, which is a member of the Corporation, shall be eligible to be a Director of the Corporation upon being so authorized by said member corporation. The Board of Directors will adopt By-Laws for the Corporation and such By-Laws may be amended, supplemented, repealed or suspended and new By-Laws may be adopted as provided for therein.

ARTICLE IX. 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 a lawfully held meeting. The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, except that

additional amounts may be authorized by an affirmative vote of two-thirds (2/3) of the members of the Corporation present and voting at any meeting at which a quorum is present.

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

ARTICLE XI. This Corporation hereby appoints William A. Clarke, Suite 1900, 3300 North Central Avenue, Phoenix, Arizona, 85067, as its lawful statutory agent, upon whom all notices 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 appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XII. The first annual meeting of the members of the Corporation shall be held on the second Tuesday in February. Thereafter, the annual meeting of the members of the Corporation shall be on the second Tuesday of February of each year or at such other time as shall be specified by the By-Laws of this Corporation duly adopted or amended. Any such amendment of the By-Laws changing the date of the annual meeting shall be valid and effective without the necessity of amending the Articles of Incorporation. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The annual meeting of the Board of Directors and the members of the Corporation shall be held at the office of the Corporation or at such other place within the County

of Maricopa, State of Arizona, as may be designated by the Board of Directors. There shall be no fewer than two (2) meetings of the Board of Directors during each fiscal year.

ARTICLE XIII. The Corporation shall not execute or file for record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.

ARTICLE XIV. After the first annual meeting of members, these Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the entire membership. Prior to the first annual meeting of members, these Articles of Incorporation may be amended by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE XV. The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency that is qualified under Federal Income Tax, section 501(C) of Internal Revenue Code, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

ARTICLE XVI. To the extent permitted by law, the Corporation

may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided, however, that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, we have hereunto signed our names and executed the foregoing Articles of Incorporation for the purposes therein set forth this 1st day of April 1989.

Gerald J. Heffron
Gerald J. Heffron

Wesley T. Harte
Wesley T. Harte

Florence O. Heffron
Florence O. Heffron

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this the 1st day of April 1989, before me, the undersigned Notary Public, appeared Gerald J. Heffron, Wesley T. Harte, and Florence O. Heffron, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the above and described in the above and foregoing Articles of Incorporation of Joshua Square Homeowners Association and duly acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official seal.

OFFICIAL SEAL
LINDA SHEAR
Notary Public - State of AZ
MARICOPA COUNTY
My Comm. Expires Jan. 20, 1991

Linda Shear
Notary Public

My commission expires:

Corporations Division
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007
P.O.Box 6019
Phoenix, Arizona 85005

Re: NONPROFIT ARTICLES OF INCORPORATION

To: Incorporating Section

Enclosed please find our Certificate of Disclosure, a check for thirty dollars (\$30), and an original plus two (2) copies of our Articles of Incorporation.

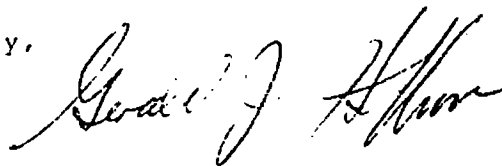
Please be advised that we of Joshua Square Homeowners Association have selected the date of 12/31 to be our Fiscal Date. The corporate address shall be: 2040 - 2060 South Rural Road, Tempe, Arizona 85282.

Please return the filed copies to:

Gerald J. Heffron
2052 E South Rural Road
Tempe, Arizona 85282

Thank you,

Sincerely,



Gerald J. Heffron

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION**

Phoenix Address 1200 West Washington
Phoenix, Arizona 85007

Tucson Address 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

**JOSHUA SQUARE
HOMEOWNERS ASSOCIATION**

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

X
MAY 18 1989

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:**
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached

- | | |
|---|---|
| 1 Full name and prior name(s) used | 6 Social Security number. |
| 2 Full birth name | 7 The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3 Present home address | |
| 4 Prior addresses (for immediate preceding 7-year period) | |
| 5 Date and location of birth | |

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION
A.R.S. Sections 10-126 01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES X NO

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|---|
| 1 Name and address of the corporation | 4 Dates of corporate operation. |
| 2 Full name, including alias and address of each person involved | 5 A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case. |
| 3 State(s) in which the corporation | |
| (a) Was incorporated | |
| (b) Has transacted business | |

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

BY [Signature] DATE 4/17/89
TITLE [Signature]
BY [Signature] DATE 7-17-89
TITLE OFFICER

BY [Signature] DATE 7-17-89
TITLE [Signature]
BY _____ DATE _____
TITLE _____
FISCAL DATE 12/31

Certificate of Disclosure continued----

STATEMENT OF REVOCATION

1. Name and address of the corporation:
Joshua Square
2040 - 2060 S.Rural Road
Tempe, Arizona
2. Full name, and address of each person involved:
E.L. Farmer 4202 East Osborn Road, Phoenix, Az.
E.L. Farmer, Jr., 10802 N. 68th Place, Scottsdale, Az.
Leatrice Wiltsie, 10020 N. 68th Place, Scottsdale, Az.
3. State in which the corporation:
(a) Was incorporated -- Arizona
(b) Has transacted business -- Arizona
4. Dates of corporate operation -- 1975 - 1980
5. The Charter was revoked for failure to appoint a Statutory Agent.

Signed:



Gerald J. Heffron