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ARTICLES OF INCORPORATION
OF
RIDGEFIELD HOMEOWNERS' ASSOCIATION

The undersigned, whose names and addresses appear below, do hereby associate ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this non-profit corporation shall be RIDGEFIELD HOMEOWNERS' ASSOCIATION, and its principal place of business shall be in Maricopa County, Arizona, with its mailing address at 3850 East Baseline Road, Suite 107, Mesa, Arizona 85206; but it may have and maintain other places of business within the State of Arizona and elsewhere as its Board of Directors may, from time to time, determine necessary.

ARTICLE II

This non-profit corporation is organized and established to act as a Homeowners' Association for the residential neighborhood known as "RIDGEFIELD" located in the City of Phoenix, County of Maricopa, State of Arizona (the "Project") for the benefit of all owners of property within the Project and to do all things and exercise all the power and rights of a corporation which are lawful and consistent with the foregoing purposes and the non-profit character of this corporation. Without limiting the generality of the foregoing, the corporation is organized for the following purposes: (i) to manage, maintain and administer the areas within the Project which are for the common use and enjoyment of the owners of the real property within the Project, (ii) to administer and enforce the covenants, conditions and restrictions to which the Project is subject; (iii) to collect and disburse assessments lawfully charged against the owners of property within the Project, and (iv) to perform such other acts which generally benefit its members, the Project, and the owners of any interest therein.

ARTICLE III

In furtherance of and not in limitation of the general powers conferred by the State of Arizona and in furtherance of the objectives and purposes set forth in Article II hereof, the corporation shall have all powers incidental and desirable for carrying out the aforesaid objectives and purposes as may be allowed to any non-profit corporation organized and existing under the laws of the State of Arizona. Notwithstanding the foregoing, the corporation shall not, except to an insubstantial degree, have any powers that are not in furtherance of its primary objectives identified herein, or are not within the authorized and permitted acts and powers of an exempt organization under Section 501 c (3) of the Internal Revenue Code of 1986, as amended and as may be amended from time to time, and under the analogous laws of the State of Arizona and any other states in which the corporation is then engaged in its activities.

ARTICLE IV

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The corporation shall not conduct its affairs for pecuniary profit, and no part of the net earnings or property of the corporation shall inure to the benefit of any members, directors, trustees, or other private persons.

ARTICLE V

The members of this corporation shall consist of those persons and organizations as, from time to time, may become members pursuant to the qualifications and terms of admission as provided in the Declaration of Covenants, Conditions and Restrictions for RIDGEFIELD (CC&R'S). No member shall have the right to sell assign or transfer his or its membership or his or its rights of privileges as such, or to substitute another person or organization as a member in his or its place, except as permitted by the CC&R'S. Any person or organization ceasing to be a member, whether voluntarily or by expulsion as provided for in the CC&R'S, or by death or dissolution, shall forfeit all rights and privileges of membership.

ARTICLE VI

Upon dissolution or final liquidation of the corporation after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, all assets remaining shall be used and distributed exclusively for promotional, advertising and charitable purposes upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine.

ARTICLE VII

The names and addresses of the incorporator is:

Scott W. Smith
3850 East Baseline Road, Suite 107
Mesa, Arizona 85206

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

ARTICLE VIII

Although this corporation is an autonomous democracy with the membership having the final authority and with all directors and officers accountable and subject to the authority and direction of the members, the business affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than seven (7) members. There shall be a President and a Secretary of the corporation, elected by the Board of Directors, and said officers are authorized to execute all formal and official legal papers of the corporation. There shall be such other officer of the corporation as the Directors may designate or as may be provided in the Bylaws of the corporation; and the duties and authorities of said Directors and other officers shall be as authorized by the membership, or as provided and set forth in the Bylaws. The Directors shall be elected from the members of the corporation at the annual meeting of the members of said corporation to be held at the main office or place of business of the corporation at the time and place provided in the Bylaws of the corporation, or at such other time and place as may be designated by the Board of Directors. The following persons shall comprise the initial Board of Directors, who shall serve until their terms expire or are terminated and their successors are elected in accordance with the Bylaws of the corporation:

Scott W. Smith
3850 East Baseline Rd
Suite 107
Mesa, Arizona 85206

Robert Stapley
3850 East Baseline Road
Suite 107
Mesa, Arizona 85206

Steven D. Flaggman
3850 East Baseline Road
Suite 107
Mesa, Arizona 85206

ARTICLE IX

The Board of Directors shall have power and authority to adopt, amend or rescind the Bylaws of this corporation for the purpose of an in order to facilitate the achievement of the corporation's principal objectives, and unless otherwise provided in the Bylaws, the vote of a majority of the Directors, when a quorum is present, shall be necessary and sufficient to adopt, amend or rescind the Bylaws. The Bylaws may also be adopted, amended or rescinded by a majority vote of members of

the corporation then entitled to vote who are present, in person or by proxy, without notice at any annual meeting, or at any special meeting, provided that notice of the proposed adoption, amendment or rescission has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of the members who are then in good standing and entitled to vote.

ARTICLE X

The private property of the members, directors and officers of the corporation shall be exempt from all corporation debts, obligations and liabilities of whatsoever kind and nature.

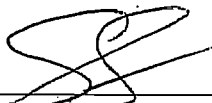
ARTICLE XI

Dorne Ellsworth, with offices at 3850 East Baseline Road, Suite 107, Mesa, Arizona, ⁸⁵²⁰⁶ is hereby appointed the lawful agent for this corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes, in any action, suit or proceedings that may be brought against the corporation in any of the courts of the State of Arizona, and for all purposes required by law. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE XII

These Articles of Incorporation may be amended or changed by a majority vote of members of the corporation then entitled to vote who are present, in person or by proxy, at any special meeting, provided that notice of the proposed amendment has been given at least fifteen (15) days prior to said special meeting by mailing such notice to the last known address of such members who are then in good standing and entitled to vote; or they may otherwise be amended as provided by the laws of the State of Arizona, except they shall not be amended so as to change the corporation from a non-profit corporation dedicated to the purposes above stated, and qualified for exemption under the above cited Internal Revenue laws and regulations, and the analogous laws of the State of Arizona.

IN WITNESS WHEREOF, we hereunto subscribe our names on this 24th day of January, 2003.



Scott W. Smith

January 21, 2003

Arizona Corporation Commission
1300 West Washington
Phoenix, Arizona 85007

**RE: LETTER OF ACCEPTANCE FROM STATUTORY AGENT
RIDGEFIELD HOMEOWNERS' ASSOCIATION**

I, Dorne Ellsworth, do hereby accept the appointment as Statutory Agent for the Ridgefield Homeowners' Association.

By: _____


Dorne Ellsworth

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1300 West Washington
Phoenix Arizona 85007-2929

Tucson Address 400 West Congress
Tucson Arizona 85701 1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S Section 10-3202.D

RIDGEFIELD HOMEOWNERS' ASSOCIATION

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation
1. 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. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretense, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. 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 wherein 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?

Yes _____ No XXXX

B. If YES, the following information MUST be attached

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

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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 or administratively dissolved by any jurisdiction?

Yes _____ No XXXX

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

D. The fiscal year end adopted by the corporation is 12-31-2003

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 1-24-03 BY _____ DATE _____
TITLE: Incorporator TITLE: _____

BY _____ DATE _____ BY _____ DATE _____
TITLE: _____ TITLE: _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE (if more than four incorporators, please attach remaining signatures on a separate sheet of paper)

If within sixty days, any person becomes an officer, director or trustee and the person was not included in this disclosure, the corporation must file an AMENDMENT certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer

FOREIGN CORPORATIONS: Must be executed by any two executive officers or directors

AZ. CORP. COMMISSION
FILED

FEB 04 2003

APPR. Renee Edison

TERM _____

DATE 2/4/03

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ARTICLES OF INCORPORATION

OF

RIDGEFIELD HOMEOWNERS' ASSOCIATION

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