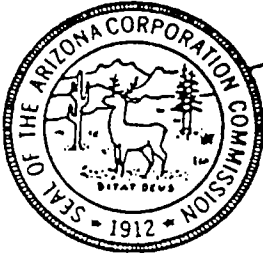


STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

ARTICLES OF INCORPORATION
OF

SUMMER PLACE PHASE II HOMEOWNERS ASSOCIATION, INC.

STATE OF ARIZONA

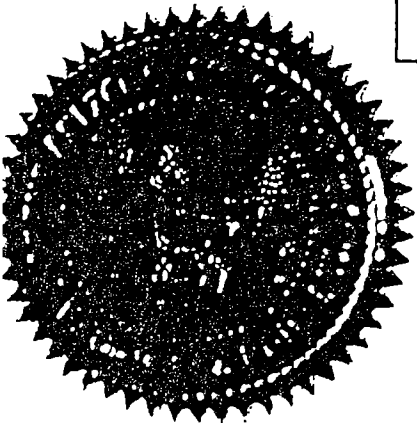
I hereby certify the annexed is a
true and complete copy of the
08 page document on file in
this Office.

DATED: DECEMBER 11, 19 81

Timothy A. Baran
Executive Secretary

BY: LISA R. BRUSSEAU

This Certification Stamp Replaces
Our Previous Certification System.



2011 3 2 2011

James King
10/28

ARTICLES OF INCORPORATION
OF
SUMMER PLACE PHASE II HOMEOWNERS ASSOCIATION, INC.

The undersigned, as incorporators, have this date voluntarily associated themselves together for the purpose of forming a private non-profit membership corporation under and by virtue of the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SUMMER PLACE PHASE II HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

DEFINITIONS

The words and terms used herein shall be deemed to have the same definitions and meanings as in the Declaration of Covenants, Conditions and Restrictions for Summer Place Phase II which was recorded in the Office of the County Recorder of Maricopa County, State of Arizona, on June 12, 1981, in Docket 15307, page 217, et seq. Such Declaration, as amended from time to time, is hereinafter called the Declaration.

ARTICLE III

DURATION

The corporation shall exist perpetually.

ARTICLE IV

PURPOSES

The corporation does not contemplate pecuniary gain or profit to the Members thereof, and the Members shall have no individual interest in the profits of the corporation, if any. The specific purpose for which the corporation is formed is to fulfill all the duties and responsibilities, and to exercise all the rights, powers and prerogatives, of the Association as set forth in the Declaration and to act as and constitute the council of co-owners and the governing body of and for Summer Place Phase II upon the following described real property:

A subdivision of a portion of the southwest quarter of Section 30, Township One North, Range Six East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

Also known as: Summer Place Phase II, an amended plat recorded March 20, 1981, in Book 230, page 47 of Maps, records of Maricopa County Recorder's Office, State of Arizona.

In furtherance of such purpose, the corporation shall be authorized and empowered to perform all acts and do all things provided for or contemplated in or permitted by the Declaration or which a private person or individual might perform or do under the laws of the State of Arizona, including but not limited to the following:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE V

CHARACTER OF BUSINESS

The character of business which the corporation initially intends actually to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers and prerogatives under the Declaration.

ARTICLE VI

MEMBERSHIP; CLASSES OF MEMBERS; VOTING RIGHTS

Other than its Members, the corporation shall have no shareholders and no capital stock shall be authorized or issued. The Members of the corporation shall be the Owners of Lots, as provided in the Declaration. Each Owner shall be a Member of the Association as soon and so long as he shall be an Owner. Such membership shall automatically terminate when an Owner ceases for any reason to be an Owner, and the new Owner shall likewise automatically succeed to such membership in the Association. A membership in the Association shall not be transferred, pledged or alienated in any way, except upon the sale of the Unit to which it appurains (and then only to such purchaser) or by intestate succession, testamentary disposition, foreclosure of a mortgage of record or other legal process transferring fee simple title to such Unit (and then only to the Person to whom such fee simple title is transferred). Any attempt to make a prohibited transfer of a membership is void and will not be recognized by or reflected upon the books and records of the Association. In the event the Owner of any Lot should fail or refuse to transfer the membership registered in his name to the purchaser of such Lot, the Association shall have the right to record a transfer upon the books of the Association and issue a new membership to the purchaser, and thereupon the old membership outstanding in the name of the seller shall be null and void as though the same had been surrendered.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either the following events, whichever occurs earlier:

(a) when the total vote outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On December 31, 1984.

ARTICLE VII

STATUTORY AGENT

The name of the corporation's initial statutory agent is Paul E. Gilbert, and his address is 111 West Monroe, Phoenix, Arizona 85003. The initial statutory agent is an individual who has been a resident of this State for three (3) years.

ARTICLE VIII

DIRECTORS

The affairs of the corporation shall be managed by a Board of not less than five (5) directors, as determined from time to time by the By-Laws and Amendments thereto. The initial Board of Directors shall consist of three (3) directors. The directors shall have all applicable qualifications required by the Declaration. Until the first annual meeting of the Members and until their successors are elected and shall qualify, the following persons shall constitute the initial Board of Directors of the corporation:

<u>Name</u>	<u>Address</u>
James E. Meadows	825 South 52nd Street, Suite 1 Tempe, Arizona 85281

Kenneth A. Holmes

825 South 52nd Street, Suite 1
Tempe, Arizona 85281

Ronald M. Young

825 South 52nd Street, Suite 1
Tempe, Arizona 85281

Commencing with the first annual meeting, the Board of Directors shall be elected annually for a term of one (1) year, or until their successors are elected and qualified, by the Members at the annual meeting of the Members of the corporation, and such Members shall be entitled to cumulate their votes in the manner provided by Section 10, Article XIV of the Constitution of the State of Arizona.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

INCORPORATORS

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
James E. Meadows	825 South 52nd Street, Suite 1 Tempe, Arizona 85281
Kenneth A. Holmes	825 South 52nd Street, Suite 1 Tempe, Arizona 85281
Ronald M. Young	825 South 52nd Street, Suite 1 Tempe, Arizona 85281

ARTICLE XI

KNOWN PLACE OF BUSINESS

The initial known place of business of the corporation shall be 825 South 52nd Street, Suite 1, Tempe, Arizona 85281.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation as in effect from time to time shall not contain any provisions which would be contrary to or inconsistent with the Declaration as in effect from time to time, and any provision of these Articles of Incorporation which is at any time contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency. Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIII

EXEMPTION OF PRIVATE PROPERTY

The private property of the members, officers and directors of the corporation shall be forever exempt from corporate debts, obligations and liabilities.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify all of its directors and officers to the maximum extent authorized by law, against expenses incurred by them, including without limitation legal fees, and judgments and penalties rendered or levied against them or any of them in any legal action brought against any such person for acts or omissions alleged to have been committed by any such person while acting within the scope of his employment as a director or officer of the corporation; provided that the Board of Directors shall determine in good faith that such person did not act, fail to act or refuse to act wilfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action; and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its choosing, to defend him

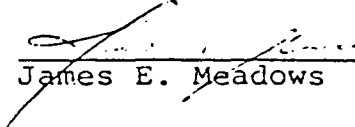
in any such legal action. Whenever any present or former director or officer shall report to the President of the corporation or the Chairman of the Board of Directors that he has incurred or may incur any such expense, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether such person acted, failed to act or refused to act willfully, with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action. If the Board of Directors determines in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action, indemnification shall be mandatory and shall be extended as specified herein, except as intended to limit any right of indemnification provided by Arizona Revised Statutes, Section 10-005 or other applicable law.

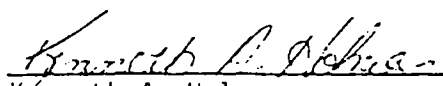
ARTICLE XV

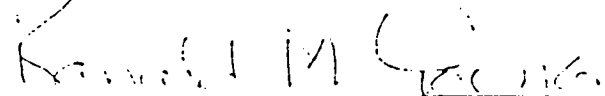
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 30th day of September, 1981.


James E. Meadows


Kenneth A. Holmes


Ronald M. Young

