

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.

LOST DUTCHMAN GARDENS 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 pretenses, 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 X

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 cause 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 X

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 cause number of the case.

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

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 3/15/2000 BY _____ DATE _____

TITLE Incorporator/Officer/Director TITLE _____

ANSON LADELL CALL

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 AMENDED 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.

CF: 0001 - Non-Profit

Rev: 1/99

FILED

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APR 6 1 11 PM '00

ARTICLES OF INCORPORATION
OF
LOST DUTCHMAN GARDENS
HOMEOWNERS ASSOCIATION

APPR BARBARA HASK
DATE APPR 04-06-00
TERM _____
DATE _____ TIME _____

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, does hereby adopt the following Articles of Incorporation.

1. Name. The name of this corporation (hereinafter "Association") is Lost Dutchman Gardens Homeowners Association.

2. Duration. The period of duration of the Association shall be perpetual.

3. Principal Place of Business. The initial known place of business and principal office for the transaction of business of the Association is located at 8660 E. Waterford Cir., Queen Creek, Arizona 85242.

4. Statutory Agent. The name and address of the Association's initial Statutory Agent, a bona fide resident of the State of Arizona for more than three years, are:

Anson Ladell Call
8660 E. Waterford Cir.
Queen Creek, Arizona 85242

5. Nonprofit corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona.

6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purpose for which it is formed are to provide for the management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Areas of Association Responsibility within that certain Property located in Maricopa County, Arizona, which is more particularly described in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Lost Dutchman Gardens (the "Declaration") which was recorded on the 31st day of March, 2000, at Fee No. 2000-013890 in the Official Records of the Pinal County, Arizona Recorder, and to promote the health, safety and welfare of all of the residents within the above-described Property and the jurisdiction of this Association for these purposes, all according to the Declaration.

In furtherance of said purposes, this Association shall have the powers to:

a. Perform all of the duties and obligations of the Association as set forth in the Declaration;

b. Fix, levy, collect and enforce Assessments, late charges, monetary penalties, fines, fees or other charges as set forth in the Declaration;

c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including without limitation, all licenses, taxes or governmental charges levied or imposed against any property owned by the Association;

d. 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, further subject to the provisions of the Declaration;

e. Grant easements over Areas of Association Responsibility (other than on Lots) to any public agency, authority or utility company, further subject to the provisions of the Declaration;

f. Convey the Common Area or subject the same to a mortgage or other security interest, further subject to the provisions of the Declaration;

g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose;

h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (A.R.S. §10-3101 et seq.) by law may now or hereafter have or exercise.

7. Membership Voting Rights. This Association will have Members. The number and qualifications of Members of the Association, the property, voting and other rights and privileges of Members, their liability for Assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of not less than one (1) director while Class B Membership exists and not less than three (3) directors thereafter and not more than five (5) Directors at any time. The exact number of directors and their terms shall be fixed in the Bylaws duly adopted by the Members or by the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. Initially, the Board shall be comprised of one Director, who shall serve until his successor(s) is/are elected or appointed according to the Bylaws, as follows:

Anson Ladell Call
8660 E. Waterford Cir.
Queen Creek, Arizona 85242

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act

or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provisions of A.R.S. §§10-3202(B) and 10-3830(D), as the same may be expanded or modified in the future.

10. Dissolution. The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-thirds (2/3) of the authorized votes in each class of Membership. Upon the dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act, including, without limitation, §10-11405 thereof.

11. Amendments. These Articles may be amended by the vote or written assent of Members representing at least sixty-seven percent (67%) of the total votes in each class of Membership; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

12. Incorporators. The incorporator of the Association and his name and address are:

Anson Ladell Call
8660 E. Waterford Cir.
Queen Creek, Arizona 85242

13. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

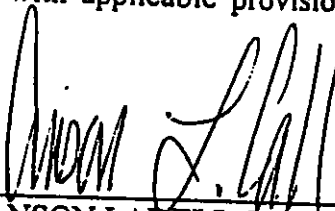
IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 15TH day of MARCH, 2000.

By 
Anson Ladell Call

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT
LOST DUTCHMAN GARDENS HOMEOWNERS ASSOCIATION

The undersigned, having been appointed to act as statutory agent for this Arizona non-profit corporation, hereby accepts such appointment and agrees to act in that capacity until his removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 15 day of March, 2000.


ANSON LADELL CALL