

EXPEDITED

AZ. CORP. COMMISSION  
FILED

MAR 05 1998

APPR. Sette Hawkins  
TERM \_\_\_\_\_  
DATE 3-5-98  
083 40 79-3

ARTICLES OF INCORPORATION

OF

WHITEWING AT WIEHL ESTATES HOMEOWNERS ASSOCIATION

The undersigned hereby adopts the following Articles of Incorporation effective March 5, 1998:

1. Name: The name of the corporation shall be WHITEWING AT WIEHL ESTATES HOMEOWNERS ASSOCIATION (or the "Association").
2. Purpose: The Association is organized and shall be operated as a nonprofit corporation for the purposes set forth for the "Association" as provided in the Declaration, these Articles of Incorporation, the Bylaws for the corporation, and for conducting any or all lawful affairs for which corporations may be incorporated under Title 10, Chapter 5, Arizona Revised Statutes.
3. Character of Affairs: The character of affairs which the corporation initially intends 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.
4. Board of Directors: The board of directors (the "Board") shall consist of three members, subject to increase as provided in the Bylaws. The initial directors and their addresses are:

Gregory L. Bamford  
4141 North Scottsdale Road  
Suite 311  
Scottsdale, Arizona 85251

William J. Klein  
4141 North Scottsdale Road  
Suite 311  
Scottsdale, Arizona 85251

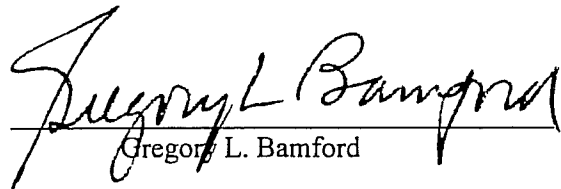
Trudy T. Bamford  
4141 North Scottsdale Road  
Suite 311  
Scottsdale, Arizona 85251

5. Incorporator: The name and address of the Incorporator of the Association is:

Gregory L. Bamford  
4141 North Scottsdale Road  
Suite 311  
Scottsdale, Arizona 85251

6. Statutory Agent: Gregory L. Bamford, whose address is 4141 North Scottsdale Road, Suite 311, Scottsdale, Arizona, 85251, is hereby appointed the initial statutory agent of this corporation.
7. Net Earnings: Transfer of Assets on Dissolution: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its purposes. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those which they were required to be devoted by the Association. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.
8. Members: The Members of the Association and their voting rights shall be determined as provided in the Declaration.
9. Amendments: The Articles and Bylaws may only be amended by following the procedure prescribed by the Declaration.
10. Indemnification: The Association shall indemnify each person identified in A.R.S. 10-1005© to the fullest extent permissible: (a) under the provisions of A.R.S. 10-1005; (b) under indemnification provisions of successor or amended statutes; © as provided in the Declaration or Bylaws; or (d) by any agreement adopted pursuant to the provisions of A.R.S. 10-1005.
11. Director Liability: A director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (c), inclusive, of Section 10-1029(A)(8), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

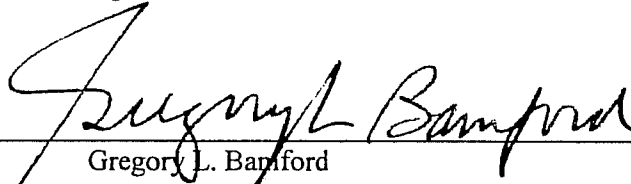
EXECUTED as of the date set forth above.

  
\_\_\_\_\_  
Gregory L. Bamford

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

DATED this 5<sup>th</sup> day of March, 1998.

I, GREGORY L. BAMFORD, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

  
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Gregory L. Bamford  
Date: 3/5/98