

EXPEDITED
AZ CORP COMMISSION
FILED

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2002 APR 26 P 1:21

ARTICLES OF INCORPORATION
OF A TAX-EXEMPT

SAN TAN HEIGHTS HOMEOWNERS ASSOCIATION
(Arizona Non-Profit Corporation)

APPR *Supriya Patel*
DATE APPR 4-26-02
TERM _____
DATE TIME _____

1. Name: The Name of the Corporation is San Tan Heights Homeowners Association.

2. Purpose: The purpose for which the Corporation is organized is to provide for the orderly development, maintenance, preservation and architectural control of that residential subdivision known as San Tan Heights, to combat the future deterioration of San Tan Heights and to bring about civic improvements in furtherance of the common good and general welfare of the San Tan Heights community.

3. Character of Affairs: The character of affairs of the Corporation will be to conduct the administration of San Tan Heights.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. 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)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws).

5. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(4), 501(c)(7), or 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors: The initial board of directors shall consist of one director. The name and address of the person who is to serve as the director until the first annual meeting of the members or until his successor is elected and qualifies is Larry L. Miller, 7595 E. McDonald Drive, Suite 100, Scottsdale, Arizona 85250.

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business: The street address of the known place of business of the Corporation is 7595 E. McDonald Drive, Suite 100, Scottsdale, Arizona 85250.

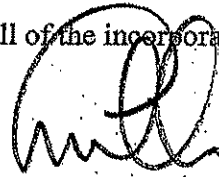
9. Statutory Agent: The name and address of the statutory agent of the Corporation is Jeffrey J. Miller, Two North Central Avenue, 18th Floor, Phoenix, Arizona 85004.

10. Incorporators: The name and address of the incorporator is Larry L. Miller, 7595 E. McDonald Drive, Suite 100, Scottsdale, Arizona 85250.

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

11. Members: The Corporation will have members.

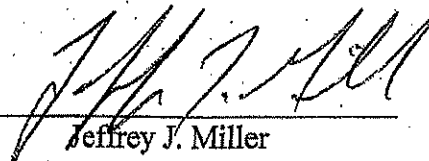
EXECUTED this 19th day of April, 2002 by all of the incorporators.



Larry L. Miller

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 22nd day of April, 2002.



Jeffrey J. Miller