

ARTICLES OF INCORPORATION

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

OCT 16 2 25 PM '88

APPROVED *Ethel Thomas*
DATE 10-27-88
TERMS
DATE

ARTICLES OF INCORPORATION
OF

THE WINDS OF TATUM HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

189943

The undersigned, all of whom are residents of the State of Arizona, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

THE WINDS OF TATUM HOMEOWNERS ASSOCIATION

ARTICLE II

NONPROFIT CORPORATION

The corporation is organized pursuant to the general not-for-profit corporation laws of the State of Arizona.

ARTICLE III

INCORPORATORS - INITIAL DIRECTORS

The names and post office addresses of the incorporators and initial directors are as follows:

James E. Gillanders	2402 S. Central Avenue Phoenix, Arizona 85004
William J. Stark	2402 S. Central Avenue Phoenix, Arizona 85004
James I. Sorensen	2402 S. Central Avenue Phoenix, Arizona 85004

The number of directors of this corporation to act initially shall be three (3). The initial directors above named shall serve until the election of their successors.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located in the County of Maricopa, Arizona, but the corporation may establish other offices within the State of Arizona and hold its meetings at such places within the State of Arizona as the Bylaws may provide.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within the following described premises and any additions thereto as may hereafter be brought within the jurisdiction of this corporation:

Lots 1 through 120, inclusive, THE WINDS OF TATUM, according to the plat of record in the office of the County Recorder of Maricopa County, Arizona, in Book 301 of Maps, Page 42.

The general nature of the business to be transacted and the additional objectives and purposes of the corporation shall be as follows:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain document entitled The Winds of Tatum Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the County Recorder of Maricopa County, Arizona, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. 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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
3. 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 corporation;
4. 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;
5. 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;
6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;
7. Possess and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Arizona by law may now or hereafter possess or exercise.

ARTICLE VI

MEMBERSHIP

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the members of the corporation, and no dividends or pecuniary profits shall be paid to its members. Membership in the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of equitable title (or legal title if the equitable title has merged) of the lots located on the property described above, and any additions thereto as

may hereafter be brought within the jurisdiction of this corporation. An owner of a lot shall automatically, upon becoming the owner of a lot, be a member of the corporation, and shall remain a member of the corporation until such time as his ownership ceases for any reason, at which time his membership in the corporation shall automatically cease. Nothing herein is intended to preclude as members of the corporation persons or entities who hold an interest merely as security for the performance of an obligation. No certificates of membership shall be issued. Membership shall be evidenced by an official list of the members which list shall be kept by the Secretary of the corporation. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE VII

VOTING RIGHTS

The corporation shall have two (2) classes of voting membership.

Class A. Class A members shall be all owners as defined in Article VI, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) 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 (1) vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), 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 of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
2. On September 1, 1989.

The presence at a meeting of members entitled to cast, or of proxies entitled to be cast, one-third (1/3) of the vote of each class of members shall constitute a quorum.

ARTICLE VIII

DURATION

This corporation shall have perpetual life.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors consisting of nine (9) members, except for the initial directors as provided in ARTICLE III above, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold the offices of Secretary and Treasurer.

The Directors shall be elected by the Members of the corporation at the first and each ensuing annual meeting thereof, as provided for in the Bylaws of this corporation. The Directors need not be members of the corporation. The Board of Directors will adopt Bylaws for the corporation and such Bylaws may be amended, supplemented, repealed or suspended and new Bylaws may be adopted as provided for therein.

ARTICLE X

PRIVATE PROPERTY EXEMPTION

The private property of each and every officer, director and member of the association of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XI

STATUTORY AGENT

This corporation hereby appoints Richard B. Sanders, 101 N. First Avenue - Suite 2900, Phoenix, Arizona 85003, who is now and has been for more than three (3) years

last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notices and processes, including service of summons, may be served, and which, when so served, shall be lawful, personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filling of such other appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XII

DISSOLUTION

The corporation 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 corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIV


FHA/VA APPROVAL

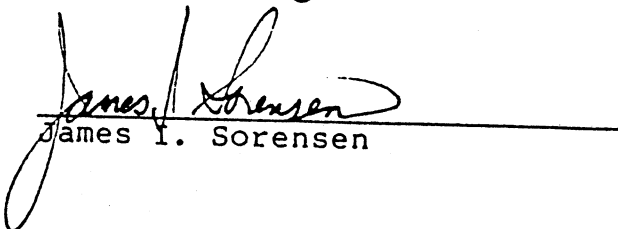
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and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

IN WITNESS WHEREOF, for the purpose of forming this 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 9th day of October, 1986.



James E. Gillanders


William J. Stark


James I. Sorensen

STATE OF ARIZONA)
) ss.
County of Maricopa)

This instrument was acknowledged before me by
James E. Gillanders, William J. Stark and James I. Sorensen
this 9th day of October, 1986.


Notary Public

My Commission Expires:

January 15, 1990

ACCEPTANCE OF APPOINTMENT

BY STATUTORY AGENT

Pursuant to the provisions of Section 10-055, Arizona Revised Statutes, the undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 9th day of October, 1986.



Richard B. Sanders
Teilborg, Sanders & Parks, P.C.
101 N. 1st Avenue - Suite 2900
Phoenix, Arizona 85003