

ARTICLES OF INCORPORATION

OF

HAYDEN VILLA CONDOMINIUM ASSOCIATION

In compliance with the requirements of A.R.S § 10-2301, et seq., the undersigned, capable of contracting, states as follows:

1. Name. The name of this corporation (hereinafter called the "Association") is HAYDEN VILLA CONDOMINIUM ASSOCIATION.
2. Duration. The period of duration of the Association shall be perpetual.
3. Principal Place of Business. The principal office for the transaction of business of the Association is located in Maricopa County, State of Arizona.
4. Statutory Agent. The name and address of the initial Statutory Agent of the Association is: Vickie Kosel, 3617 E. Hartford Avenue, Phoenix, Arizona 85046.
5. Non-Profit Corporation. This Association is organized as a non-profit corporation under the law of the State of Arizona.
6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits, or dividends to its members, and the specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Association property within that certain tract of property situated in the City of Scottsdale, County of Maricopa, State of Arizona, more particularly described in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"), which was recorded on the 6th day of January, 1982, in Docket 15747, pages 13 through 59 of Official Records, Maricopa County, and to promote the health, safety and welfare of all the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power 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 and fines 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 the Association property;

(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;

(e) Borrow money and, only with the assent (by vote or written consent) 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;

(f) 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;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and Common Area(s), provided that any merger, consolidation or annexation (other than an annexation of additional phases, which shall be allowed according to the Declaration) shall have the assent by vote or written consent of two-thirds (2/3) of each class of members;

(h) Have and exercise any and all powers, right and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of Arizona by Law may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Declaration and Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors, who shall serve until their successors are qualified according to the By-Laws, are as follows:

Dan Barnes
2615 E. Hayden Road, #106
Scottsdale, Arizona 85257

Allison Sturges
2615 N. Hayden Road, #127
Scottsdale, Arizona 85257

Patricia Koeller
2315 E. Edna Avenue
Phoenix, Arizona 85022

Dee Dorn
5101 N. Casa Blanca, #3315
Scottsdale, Arizona 85253

Joe Abruscato
2615 N. Hayden Road, #102
Scottsdale, Arizona 85257

9. Dissolution. In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or persons in charge of the liquidation shall divide the remaining assets among the members in accordance with their respective rights therein, except where the Association holds its assets in trust, in which case the assets shall be disposed of according to the applicable provisions of the Arizona Corporations Code for nonprofit corporation.

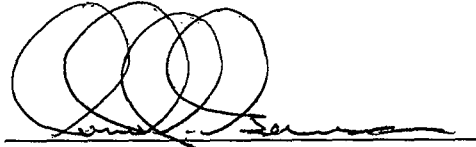
10. Amendments. The Articles may be amended by the vote or written assent of members representing fifty-one percent (51%) of the total voting power of the Association; provided, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

11. Incorporators. The incorporators and their names and addresses are:

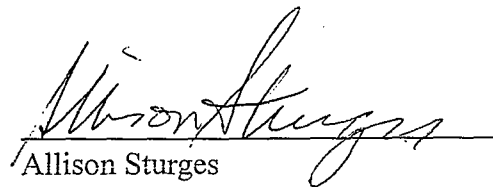
Dan Barnes
2615 E. Hayden Road, #106
Scottsdale, Arizona 85257

Allison Sturges
2615 N. Hayden Road, #127
Scottsdale, Arizona 85257

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this ___ Day of May, 1997.



Dan Barnes
Incorporator



Allison Sturges
Incorporator

STATUTORY AGENT'S CONSENT

VICKIE KOSEL, having been designated to act as Statutory Agent of Hayden Villa Condominium Association, hereby consents to act in that capacity until removed or until resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: May 12, 1997

Vickie Kosel
VICKIE KOSEL

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B)
ANSWER "C"

HAYDEN VILLA CONDOMINIUM ASSOCIATION
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1. Have 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. Have 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. Have 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.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if 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.


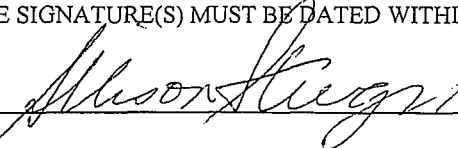
Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or 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 corporation.
- 2. Full name (including aliases) 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.

D. The fiscal year end adopted by the corporation is _____

Under penalties of law, the undersigned incorporator(s)/officer(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE

By  PRINT NAME Dan Barnes By  PRINT NAME Allison Sturges

TITLE Incorporator / President DATE _____ TITLE Incorporator / Secretary DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty (60) days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.