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AZ CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

ARTICLES OF INCORPORATION
OF

OCT 26 2 14 PM '04
APPROVED *John Butler*
DATE APPROVED: _____
TERM: _____
DATE: _____

TRACY CONDOMINIUM ASSOCIATION, INC.

The UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 4.1, Arizona State Statutes, and certify as follows:

ARTICLE I

The name of the corporation shall be TRACY CONDOMINIUM ASSOCIATION, INC., and shall hereinafter be referred to as the "Corporation".

ARTICLE II

1. A condominium known as TRACY CONDOMINIUM ASSOCIATION, INC. has been constructed on certain land located in Maricopa County, State of Arizona, more particularly described as:

See Exhibit "A"

The Corporation is organized to provide a means of administering the condominium by the owners thereof.

2. The documents creating the condominium are to be recorded in the Public Records of Maricopa County, State of Arizona.

3. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III

The powers of the Corporation shall be governed by the following provisions:

1. The Corporation shall have all the common law and statutory powers of a corporation not for profit and which are not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers, rights, duties and obligations granted to it in the Declaration of Condominium of TRACY CONDOMINIUM ASSOCIATION, INC.; said Declaration having been recorded in the Public Records of Maricopa County, State of Arizona.

ARTICLE IV

MEMBERS

The qualifications of the members, the manner of their admission and voting by such members shall be as follows:

1. All unit owners shall be members of the Corporation and no other person or entities shall be entitled to membership.

2. Members in the Corporation shall be established by recording in the Public Records of Maricopa County, State of Arizona, of a deed or other instrument establishing a change of record title to a condominium parcel in the condominium and the notification in writing to the Corporation of the recording information, the new owner designated by such instrument thereby becoming a member of the Corporation. The membership of the prior owner shall thereby terminate.

3. The share of a member in the funds and assets of the Corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit.

4. Members of the Corporation shall be entitled to one vote for each unit owned by such member. Voting rights will be exercised in the manner provided by the By-Laws of the Corporation.

ARTICLE V

DIRECTORS

1. The affairs of the Corporation will be managed by a Board of not less than three directors, as shall be determined by the By-Laws.

2. Directors of the Corporation shall be appointed or elected at the annual meeting of the members in the manner set out in the By-Laws. Directors may be removed and vacancies of the Board of Directors shall be filled as set out in the By-Laws.

3. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

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Marty Sackett
6004 East Windsor
Scottsdale, Arizona 85257

William D. Holm
2702 North Third Street
Suite 3000
Phoenix, Arizona 85004

Michael Curtis
8155 East Whitton
Scottsdale, Arizona 85251

James Pitchard
8438 East Vernon
Scottsdale, Arizona 85257

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by officers elected by the members of the Corporation at the annual meeting of the members of the Corporation. The names and address of the officers who shall serve until their successors are elected, are as follows:

President	Marty Sackett 6004 East Windsor Scottsdale, Arizona 85257
Vice-President	William D. Holm 2702 North Third Street Suite 3000 Phoenix, Arizona 85004
Secretary/Treasurer	Michael Curtis 8155 East Whitton Scottsdale, Arizona 85251

ARTICLE VII

STATUTORY AGENT

The name and address of the initial statutory agent of the Corporation is William D. Holm, 2702 North Third Street, Suite 3000, Phoenix, Arizona 85004.

ARTICLE VIII

INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when Board and Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted in the following manner:

These Articles of Incorporation may be amended at any regular or special meeting of the members of the Corporation, called in accordance with the By-Laws by the affirmative vote of a majority of the members. Each member shall have the number of votes specified in Article IV of these Articles.

ARTICLE X

TERM

The term of the Corporation shall be the life of the condominium unless the Corporation is terminated sooner by the unanimous action of its members. The Corporation shall be terminated by the termination of the condominium in accordance with the condominium documents.

ARTICLE XI

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

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Marty Sackett
6004 East Windsor
Scottsdale, Arizona 85257

William D. Holm
2702 North Third Street
Suite 3000
Phoenix, Arizona 85004

IN WITNESS WHEREOF, the subscribers hereto have
affixed their signatures this 24th day of October, 1984.

Marty Sackett
Marty Sackett

William D. Holm
William D. Holm

STATE OF ARIZONA)
) ss.
County of Maricopa)

SUBSCRIBED AND SWORN to before me this 24th day of
October, 1984, by Marty Sackett and William D. Holm.

[Signature]
Notary Public

My commission expires:
My Commission Expires Sept. 2, 1988

EXHIBIT A

PARCEL 1: Apartment Units 1 to 37, inclusive, TRACY CONDOMINIUM, according to declaration of Horizontal Property Regime recorded in Docket 10502, page 1256, and in Map recorded in Book 169 of Maps, page 50, records of Maricopa County, Arizona, as such Declaration of Horizontal Property Regime was amended by instrument recorded in Docket 14400, page 316-321, records of Maricopa County, Arizona;

TOGETHER WITH the common elements as set forth in said Declaration (as amended) and Map.

PARCEL 2: That portion of the Northeast quarter of the Northeast quarter of the Northeast quarter of Section 9, Township 2 North, Range 2 East, of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

Commencing at the Southwest corner of the Northeast quarter of the Northeast quarter of the Northeast quarter of Section 9, Township 2 North, Range 2 East of the Gila and Salt River Base and Meridian; thence North 0 degrees 03 minutes 40 seconds East a distance of 37.50 feet; thence South 45 degrees 01 minutes 50 seconds West a distance of 17.67 feet; thence West a distance of 12.50 feet; thence South 0 degree 03 minutes 40 seconds West a distance of 114.34 feet to the true point of beginning; thence continuing South 0 degrees 03 minutes 40 seconds West a distance of 125.35 feet; thence West a distance of 131.00 feet; thence North 0 degrees 03 minutes 40 seconds East a distance of 125.35 feet; thence East a distance of 131.00 feet to the true point of beginning.

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ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

TRACY CONDOMINIUM
ASSOCIATION, INC.

EXACT CORPORATE NAME

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 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 pretense, restraining the 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 where 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 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 action, date and location, the court and public record involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? 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, charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments and the best of our knowledge and belief it is true, correct and complete.

State of Arizona
County of Maricopa

BY Martin Daskett DATE 10/21/84
TITLE President

Subscribed, sworn to and acknowledged before me this 25th DAY of October, 1984.

BY William H. [Signature] DATE 10/25/84
TITLE Vice-President

Barbara Fieber
NOTARY PUBLIC

FISCAL DATE: _____

My Commission expires: May 15, 1988