



AZ CORPORATION COMMISSION **ARTICLES OF INCORPORATION**
FILED **OF**

APR 20 2010

VILLA SANTA FE, INC.

FILE NO. 1597546.7 (Arizona Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned has this day associated for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopts the following Articles of Incorporation.

ARTICLE I

Name/Known Place of Business

Name. The name of the corporation is: Villa Santa Fe, Inc., (“Association”).

Known Place of Business. The street address of the known place of business of the corporation is: c/o Arizona HOA Management, Inc., 3201 West Peoria Avenue, Suite C-602, Phoenix, Arizona 85029.

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ARTICLE II

Incorporators

JUN 23 2010

FILE NO. 1597546.7

The incorporators are the following persons:

James M. Cross – 1425 East Desert Cove, Unit 26B, Phoenix, AZ 85020

Fanchon M. Edgar – 1425 East Desert Cove, Unit 25, Phoenix, AZ 85020

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

ARTICLE III

Business and Powers

A. This corporation is organized for any and all lawful purposes not specifically prohibited by nonprofit corporations under the laws of the State of Arizona and to conduct any and all lawful business. It shall have and exercise all powers necessary or convenient to effect its purposes, including those set forth in the Arizona Non-Profit Corporation Act and the corporation's Bylaws.

B. This corporation does not contemplate the distribution of gains, profits or dividends to its Members. This corporation shall have the power to:

- i. Perform all of the duties and obligations of the Association as set forth in the Articles and Bylaws; and
- ii. Pay all expenses and obligations incurred by the Association in the conduct of its business, including without limitation all insurance(s), licenses, taxes or governmental charges levied or imposed.

C. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 above.

ARTICLE IV

Duration

The corporation shall be perpetual unless terminated in accordance with the law.

ARTICLE V

Membership

The corporation does not contemplate pecuniary gain or profit to its members and no shares of stock will be issued. Membership in the Association is limited to owners of Units in the subdivision "Villa Santa Fe, Inc." Villa Santa Fe, Inc., is defined as the following geographic area: The Final Plat of Dedication for VILLA SANTA FE HORIZONTAL PROPERTY REGIME, a replat of Lots 21, 23 and 25, BLOCK ONE, EAST MORNINGSIDE, as recorded in Book 259 of Maps, Page 47, in the Office of the Maricopa County Recorder, State of Arizona; Units 8, 9, 10, 11, 12 and 13, of the Final Plat of Dedication for VILLA SANTA FE HORIZONTAL PROPERTY REGIME, a replat of Lots 21, 23, and 25, BLOCK ONE, EAST MORNINGSIDE, as recorded in Book 259 of Maps, Page 47, in the Office of the Maricopa County Recorder, State of Arizona.

The Association shall have one class of voting membership. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

ARTICLE VI

Statutory Agent

The name and address of the initial Statutory Agent of the corporation is: Beth Mulcahy, Mulcahy Law Firm, P.C., 3001 East Camelback Road, Suite 130, Phoenix, Arizona, 85016.

ARTICLE VII

Indemnification

The Association shall indemnify any person who incurs any loss, cost or expense by reason of the fact such person is or was an officer, director, employee or agent of the Association, and, except as may be otherwise provided by the Bylaws, such indemnification for an officer or director shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE VIII

Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of two (2) Members, all of which must be property owners of units in the Association. The current Board of Directors is as follows:

James M. Cross – 1425 East Desert Cove, Unit 26B, Phoenix, AZ 85020

Fanchon M. Edgar – 1425 East Desert Cove, Unit 25, Phoenix, AZ 85020

The Director shall serve as director until his successors are elected at the annual meeting of the membership.

ARTICLE IX

Dissolution

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more public agencies, utilities, non-profit corporations, trusts or other organizations to be devoted to purposes as nearly as is practicable to those to which they were required to be devoted by the Association. Subject to the restrictions

imposed by these Articles of Incorporation, the corporation may be dissolved with the written consent of not less than two-thirds of each class of Members.

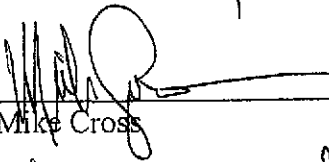
ARTICLE X

Amendments

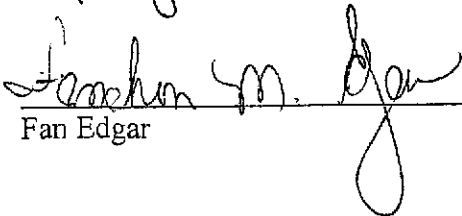
Amendments of these Articles shall require the assent of fifty-one percent (51%) of the votes of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25th day of

February, 2010.



Mike Cross



Fan Edgar

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as Statutory Agent of the above-named corporation effective this 25th day of February, 2010.

Signed: Beth Mulcahy
Beth Mulcahy

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Villa Santa Fe, Inc.
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. 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. 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. 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?

Yes _____ No X

B. IF YES, 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. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

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 other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

X BY James M. Cross BY Faucher M. Edgar
 PRINT NAME JAMES M. CROSS PRINT NAME FAUCHON M. EDGAR
 TITLE Pres DATE 4/8/10 TITLE TREASURER DATE 4/8/10

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) 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 a SUPPLEMENTAL 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.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.