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COMMISSION
STATE OF AZ.
FILED

ARTICLES OF INCORPORATION

OF

SYCAMORE SQUARE HOMEOWNERS ASSOCIATION

OCT 5 4 45 PM '83

David W. Kreutzberg
10-17-83

DATE _____ TIME _____

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation.

1. Name. The name of this corporation (hereinafter the "Association") is SYCAMORE SQUARE HOMEOWNERS ASSOCIATION *(initials)*

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, Arizona.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are: David W. Kreutzberg, Storey & Ross, 2100 North Central Avenue, Phoenix, Arizona 85004.

5. Nonprofit Corporation. This Association is organized as a nonprofit corporation under the laws 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 Mesa, Maricopa County, Arizona, which is more particularly described on a plat/map which was filed for record in the office of the Maricopa County Recorder on the 15th day of September, 1983, in Book 256 of Maps, Page 49 and in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") which was recorded on the 15th day of September, 1983, as Document No. 83 373169 of the official records of the Maricopa County Recorder, and to promote the health, safety and welfare of all of 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, all according to the Declaration.

In furtherance of said purposes, this Association shall have the powers 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 Common Area;

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" (as defined in the Declaration), 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 company for such purposes and subject to such conditions as may be agreed to by the Members, with no such dedication, sale or transfer being 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 nonprofit 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; and

h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act 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, their liability for "Assessments" (as defined in the Declaration) and the method of collection thereof shall be as set forth in the Declaration and Bylaws.

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8. Board of Directors. The affairs of this Association shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment to the Bylaws of the Association. The initial Board of Directors, the members of which shall serve until their successors are elected according to the Bylaws, is as follows:

DAVE F. SMITH
Box 24628
Tempe, Arizona 85282

ROBERT REYNOLDS
Box 24628
Tempe, Arizona 85282

FELIPE PALAU
Box 24682
Tempe, Arizona 85282

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 Arizona corporate laws for nonprofit corporations.

10. Amendments. These Articles may be amended by the vote or written assent of Members representing seventy-five percent (75%) of the total voting power of the Association, provided however, 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 or provision.

11. FHA/VA Approval. As long as there is Class B Membership, the following actions will require the prior approval of the Federal Housing Administration if either of those agencies has approved the proposed development plan of the Project: Annexation of additional properties, mergers and consolidations, mortgage of Common Area, dedication of Common Area, and dissolution and amendment of these Articles or the Bylaws.

12. Incorporators. The Incorporators and their names and addresses are:

DAVID W. KREUTZBERG
STOREY & ROSS
2100 North Central Avenue
Phoenix, Arizona 85004

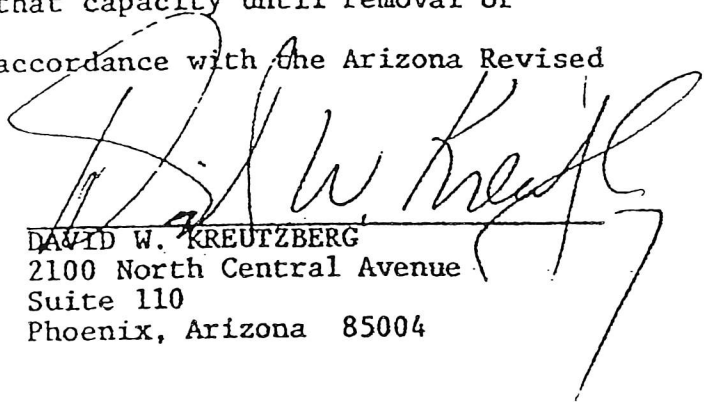
153011 0032

October 5, 1983

TO: ARIZONA CORPORATION COMMISSION
Incorporating Division
1210 West Washington Street
Phoenix, Arizona 85007

RE: SYCAMORE SQUARE HOMEOWNERS ASSOCIATION

I, DAVID W. KREUTZBERG, having been designated to act as Statutory Agent for SYCAMORE SQUARE HOMEOWNERS ASSOCIATION, do hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.



DAVID W. KREUTZBERG
2100 North Central Avenue
Suite 110
Phoenix, Arizona 85004

cc: SYCAMORE SQUARE HOMEOWNERS ASSOCIATION

153011 0032

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

PLEASE SEE REVERSE SIDE

SYCAMORE SQUARE HOMEOWNERS ASSOCIATION
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) AND
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 pretenses, or 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 judicial action, date and location, the court and public agency 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) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO

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 initials 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 or 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 to the best of our knowledge and belief it is true, correct and complete.

State of ARIZONA
County of Maricopa

BY David W. Kreuzberg DATE 10-5-83
TITLE DAVID W. KREUTZBERG, Incorporator

Subscribed, sworn to and acknowledged before me this
5th DAY of October, 1983

BY Janice L. Pouncey DATE 10-5-83
TITLE JANICE L. POUNCEY, Incorporator

FISCAL DATE: December 31

Sandra L. Daugherty
NOTARY PUBLIC

My Commission expires May 30, 1984