

ARTICLES OF INCORPORATION

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AZ CORP COMMISSION
FOR THE STATE OF AZ.
FILED

Dec 2 1 55 PM '83

APPROX May 1983
DATE APPROX 1983
TERM _____
PAY: _____ TIME _____

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**ARTICLES OF INCORPORATION
OF
HALLCRAFT VILLAS EAST I, II, & III
HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit association in accordance with Arizona Revised Statutes 10-1029, and for that purpose do hereby adopt the Articles of Incorporation.

ARTICLE I

NAME OF THE ASSOCIATION

The name of the association shall be HALLCRAFT VILLAS EAST I, II, & III HOMEOWNERS ASSOCIATION, INC. (the "association").

ARTICLE II

INCORPORATORS

The names and addresses of the incorporators are:

Tracy MacPherson
4607 E. Pueblo Ave.
Phoenix, AZ 85040

Paul Carter
4202 S. 47th St.
Phoenix, AZ 85040

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ARTICLE III

PURPOSE AND POWERS

The purpose for which the Association is organized is the transaction of any and all lawful business for which non-profit associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association does not contemplate pecuniary profit, gain or private advantage for the incorporators, directors, officers, Association or its Members, and the specific primary purpose for which this Association is formed is 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 Phoenix, County of Maricopa, State of Arizona, as more particularly described in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"), which was recorded on the in Docket 9534, page 735, and plat was recorded in book 141 of maps, page 11, Maricopa County, Arizona, 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 the Association for the purpose.

In furtherance of said purposes, this Association shall have the power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration and the Rules and Regulations supplemented thereto;
- (b) Fix, levy, collect and enforce assessment and fines as forth in the Declaration and the rules and Regulations supplemented thereto;
- (c) Pay all expenses and obligations incurred by the Associations 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

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utility for such purposes and subject of such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless as instrument has been signed by two-thirds(2/3) of each class of Members, agreeing to such dedication, sale or transfer,

(g) Participate in merges and consolidations with other non-profit associations organized for the same purposes, or annex additional residential property and common Area provided that any merger, consolidation or annexation (other than an annexation of additional favors, 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 an association organized under the General Non-profit Association Law of the State of Arizona by law may now or hereafter have exercise.

ARTICLE IV

MEMBERSHIP VOTING RIGHTS

The number and qualification 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, Rules and Regulations supplemented thereto, and Bylaws of the Association.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business shall be at 4627 E. PUEBLO AVE., PHOENIX, AZ 85040.

ARTICLE VI

STATUTORY AGENT

The Statutory Agent for the Association is Tracy MacPherson and his address is 4607 E. Pueblo Ave.

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Phoenix, Az. 85040

ARTICLE VII

BOARD OF DIRECTORS

The number of persons to serve on the Board of Directors of the Association will be fixed by the By-laws of the Association. The initial Board of Directors of the Association shall consist of five (5) directors. The persons who shall serve as directors until the next annual meeting of the Association or until their successors are elected and qualify are:

Tracy MacPherson
4607 E. Pueblo Ave.
Phoenix, Az 85040

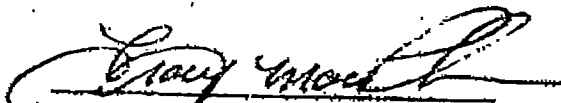
Simon Brown
P.O. Box 80301
Phoenix, Az 85060

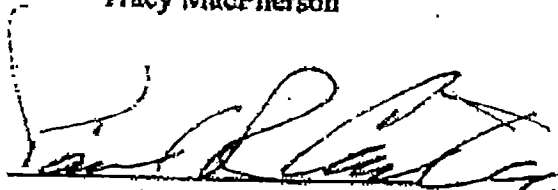
Paul Carter
4202 S. 47th St.
Phoenix, Az 85040

Jesus Picaso
8811 S. 7th Ave.
Phoenix, Az 85041

Weiguo Tang
124 E. Butler Drive
Phoenix, Az 85020

IN WITNESS WHEREOF, We have hereunto set our hands this 29 day of July 1993.


Tracy MacPherson


Paul Carter

STATE OF ARIZONA)

County of Maricopa)

On this, the 29 day of July 1993, before me, the undersigned Notary Public, personally appeared Tracy MacPherson and Paul Carter, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same of the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

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Notary Public

My Commission Expires:

My Commission Expires Nov. 5, 1996