

EXPEDITED

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Darla Lewinsky
2-18-2000

ARTICLES OF INCORPORATION

OF

0937184-0

SUNSET ACRES II HOMEOWNERS' ASSOCIATION

(an Arizona non-profit corporation)

The undersigned, having associated ourselves together for the purposes of forming a non-profit corporation pursuant to the provisions of Chapter 5, Title 10, Arizona Revised Statutes ("the Act"), do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be **SUNSET ACRES II HOMEOWNERS' ASSOCIATION**, and its principal place of business shall be initially located at 5100 South Alvernon, Tucson, Arizona 85706.

**ARTICLE II
DEFINITIONS**

All capitalized words and terms used herein shall have the same meaning given in the Declaration. "Declaration" shall mean the Declaration of Protective Covenants, Conditions and Restrictions for Golden Hills, Tucson, Arizona, as the same may be amended from time to time.

**ARTICLE III
TERM**

The duration shall be perpetual.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

4.1. The purpose of the Association is to provide for the acquisition, construction, management, maintenance, and care of the Common Area, and to

carry out the duties and responsibilities of the Association as set forth in the Declaration.

4.2. No part of the net earnings of the Association shall inure to the benefit of any private shareholder or individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess maintenance dues, fees, or assessments).

4.3. The Association shall have all of the powers which a corporation organized under the Act may have in order to accomplish the purposes set forth herein.

ARTICLE V INITIAL BUSINESS

The initial business of the Association shall be to take all such actions as may be appropriate to accomplish the purposes set forth above, and in particular to manage and maintain the Common Area for Golden Hills subdivision.

ARTICLE VI MEMBERSHIP

Each Owner, by virtue of being an Owner and only for so long as he is an Owner, shall be a member. The Declarant shall also be Members for so long as Declarant owns at least one Lot.

ARTICLE VII DIRECTORS

The number of Directors shall be determined as provided in the Bylaws. The initial Board of Directors shall consist of the following three (3) directors who shall serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Jordan	5100 South Alvernon Tucson, Arizona 85706
Rick Cook	5100 South Alvernon Tucson, Arizona 85706
Rudy Torres	5100 South Alvernon Tucson, Arizona 85706

ARTICLE VIII INCORPORATORS

The names and addresses of the persons who are the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Jordan	5100 South Alvernon Tucson, Arizona 85706
Rick Cook	5100 South Alvernon Tucson, Arizona 85706
Rudy Torres	5100 South Alvernon Tucson, Arizona 85706

ARTICLE IX OFFICERS

The initial officers shall consist of the following persons who shall serve until their successors are elected and qualified:

<u>NAME</u>	<u>TITLE</u>
Jeff Jordan	President
Rick Cook	Vice-President
Rudy Torres	Secretary
Rudy Torres	Treasurer

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

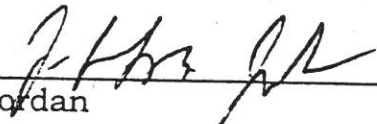
**ARTICLE XI
AMENDMENT**

At any annual meeting of the corporation or at any special meeting of the corporation called for that purpose, these Articles of Incorporation may be amended by the affirmative vote of sixty-seven percent (67%) of the voting power of the Association upon notice given as required by law.


**ARTICLE XII
STATUTORY AGENT**

Jeff Jordan, whose address is 5100 South Alvernon, Tucson, Arizona 85706, is hereby appointed the lawful agent of this corporation. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

IN WITNESS WHEREOF, we have hereunto set our hands this 24th day of January, 2000.



Jeff Jordan



Rick Cook



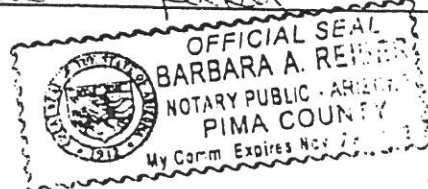
Rudy Torres

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

This instrument was acknowledged before me this 24th day of January, 2000, by Jeff Jordan, Rick Cook and Rudy Torres.



Notary Public



CONSENT TO APPOINTMENT

AS

STATUTORY AGENT

FOR

SUNSET ACRES II HOMEOWNERS' ASSOCIATION

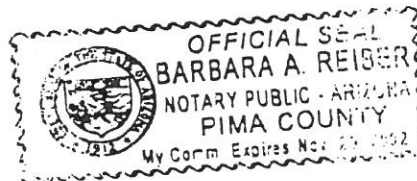
I, Jeff Jordan, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Act.

Jeff Jordan
Jeff Jordan

STATE OF ARIZONA)
) ss.
County of Pima)

SUBSCRIBED AND SWORN TO before me this 24th day of January, 2000, by Jeff Jordan.

Barbara A. Reiser
Notary Public



ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

SUNSET ACRES II HOMEOWNERS' ASSOCIATION
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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. 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. 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?

Yes _____ No X

B. IF YES, 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.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any 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 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 or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is 12/31.

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 01-24-00 BY [Signature] DATE 1/24/00
TITLE Incorporator TITLE Incorporator
BY [Signature] DATE 01-24-00 BY _____ DATE _____
TITLE Incorporator TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an amended certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: Must be executed by any two executive officers or directors.