

ARTICLES OF INCORPORATION

FILED

OF

JUL 6 4 52 PM '95

THE SPRINGS AT SANTA RITA
HOMEOWNERS ASSOCIATION, INC.

APPR. *L. Gilmore*
DATE 7-6-95
TERM
DATE

The undersigned persons have associated themselves for the purpose of forming a non-profit corporation under the laws of Arizona and adopt the following Articles of Incorporation. 0752966-0

I.

NAME: The name of the Corporation shall be:

THE SPRINGS AT SANTA RITA HOMEOWNERS ASSOCIATION, INC.

II.

INCORPORATORS: The names and addresses of the incorporators are:

Robert A. Steindorff, 8100 E. Camelback Road, #14, Scottsdale, AZ 85251
Carol J. Steindorff, 8100 E. Camelback Road, #14, Scottsdale, AZ 85251

III.

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

IV.

CHARACTER OF AFFAIRS: This corporation is formed to establish a homeowners association to provide for maintenance, preservation and architectural control of common areas within the subdivision in Pima County, Arizona known as The Springs at Santa Rita; to have and to exercise all powers, rights and privileges which a non-profit homeowners association may by law now or hereafter have or exercise; and to perform any and all acts and things necessary to transact any business not inconsistent with law, which may be necessary to carry out any of the purposes of a homeowners association. The corporation in the fulfillment of its purposes shall have those powers enumerated in A.R.S. Section 10-1005 and the Declaration of Covenants, Conditions and Restrictions of The Springs at Santa Rita, hereinafter referred to as the "Declaration," as recorded in the office of the County Recorder of Pima County, Arizona.

V.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted by Section 501(a) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

VI.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(a) of the Internal Revenue Code of 1986. Any such assets not disposed of shall be disposed of by the Superior Court of Pima County, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes and are tax exempt pursuant to Section 501(a) of the Internal Revenue Code.

VII.

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Harry L. Howe, 10505 North 69th Street, Suite 1300,
Scottsdale, AZ 85253

VIII.

BOARD OF DIRECTORS: There shall be no less than three (3) nor more than seven (7) Directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of

Directors or until their successors are elected and qualified are:

Robert A. Steindorff, 8100 E. Camelback, #14, Scottsdale,
AZ 85251
Carol J. Steindorff, 8100 E. Camelback, #14, Scottsdale,
AZ 85251
David W. Grounds, 1165 W. Placita Lucinda, Green Valley,
AZ 85614

IX.

EXEMPTION: The private property of each and every officer, director, and member of this corporation shall at all times be exempt from the debts and liabilities of the corporation.

X.

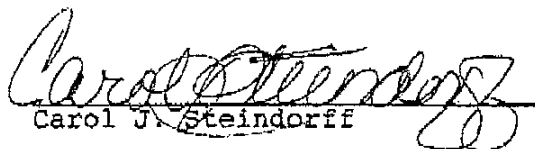
GOVERNING DOCUMENTS: In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, or any amendments thereto, the terms and provisions of the Declaration shall prevail.

XI.

AMENDMENT TO ARTICLES: These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of seventy-five percent (75%) of the members of this corporation entitled to vote at any duly constituted and convened regular or special meeting.

IN WITNESS WHEREOF, we hereunto affix our signatures this
8th day of June, 1995.

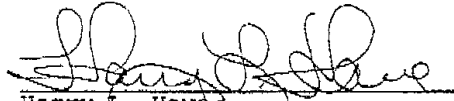

Robert A. Steindorff


Carol J. Steindorff

I, Harry L. Howe, having been designated to act as Statutory Agent for The Springs At Santa Rita Homeowners Association, Inc., hereby consent to act in that capacity until removed or

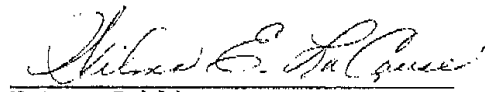
resignation is submitted in accordance with the Arizona Revised Statutes.

DATED this 8th day of June, 1995.


Harry L. Howe

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 8th day of June, 1995, before me, the undersigned Notary Public, personally appeared ROBERT A. STEINDORFF, CAROL J. STEINDORFF, and HARRY L. HOWE, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes contained therein.


Notary Public

My Commission Expires: Feb. 6, 1999