

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.

VISTANCIA VILLAGE A
COMMUNITY 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?;
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?;
 - (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. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- 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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

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 Mark Hauer DATE 8/5/03
 TITLE President

BY L. idra Gmay DATE 8/05/03
 TITLE Secretary/Treasurer

BY Charles Edmund DATE 8/5/03
 TITLE Vice President

BY _____ DATE _____
 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 SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

COMMISSIONERS
MARC SPITZER - Chairman
JIM IRVIN
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
MIKE GLEASON

**ARIZONA CORPORATION COMMISSION**

JAMES G. JAYNE
Interim Executive Secretary
JOANNE C. MACDONNELL
Director, Corporations Division

August 15, 2003

STOREY & BURNHAM PLC
3030 E CAMELBACK RD STE 265
PHOENIX, AZ 85016

RE: VISTANCIA VILLAGE A COMMUNITY ASSOCIATION
File Number: -1082081-6

We are pleased to notify you that your Articles of Incorporation were filed on August 11, 2003.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
MAUREEN CROSS
Examiner
Corporations Division

CF:04, Rev:01/2003

AUG-11-2003 10:21

STOREY & BURHAM PLC

6024681335 P.03/10

STATE OF ARIZONA
ACC/FAX
DATE FILED

EXHIBIT

ARTICLES OF INCORPORATION
FOR
VISTANCIA VILLAGE A COMMUNITY ASSOCIATION

AUG 11 2003

DATE APPR 8-11-03

TERM
BY M. Quinn
-1082001-6

ARTICLE I
Name

The name of the corporation is VISTANCIA VILLAGE A COMMUNITY ASSOCIATION (the "Association").

ARTICLE II
Duration

The Association shall exist perpetually unless earlier dissolved in accordance with the provisions of Article XIV herein.

ARTICLE III
Purpose of the Association

The object and purpose for which this Association is organized is to perform the duties and obligations of the Association as set forth in the Amended and Restated Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Vistancia Village A, dated the 31st day of July, 2003, recorded July 31, 2003, in Instrument No. 2003-1025411 in the office of the County Recorder of Maricopa County, Arizona, as it may be amended (the "Declaration"). Initially capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Declaration unless the context otherwise requires. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Chapter 24 of Title 10, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation Law").

ARTICLE IV
Character of Business

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Areas and to fulfill the duties and obligations of the Association as set forth in the Declaration.

ARTICLE V
Statutory Agent

Storey & Burnham PLC, whose address is 3030 E. Camelback Road, Suite 265, Phoenix, Arizona 85016, is hereby appointed the initial statutory agent of the Association.

ARTICLE VI
Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the initial directors of the Association shall be:

<u>Name</u>	<u>Address</u>
Mark Hammons	6720 N. Scottsdale Road, Suite 160 Scottsdale, AZ 85253-4424

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#75.-
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Curtis E. Smith 6720 N. Scottsdale Road, Suite 160
Scottsdale, AZ 85253-4424

Sandy Esmay 6720 N. Scottsdale Road, Suite 160
Scottsdale, AZ 85253-4424

ARTICLE VII
Incorporator

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Mailing Address</u>
Curtis E. Smith	6720 N. Scottsdale Road, Suite 160 Scottsdale, AZ 85253-4424

ARTICLE VIII
Officers

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been appointed or elected and qualified:

President:	Mark Hammons
Vice President:	Curtis E. Smith
Secretary/Treasurer:	Sandy Esmay

ARTICLE IX
Limitation on Liability

To the fullest extent permitted by applicable law, no member of the Board or of any committee of the Association, no officer of the Association, and no other employee or representative of the Association shall be personally liable to any Member, or to any other Person, including without limitation the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board, any representative or employee of the Association, or any committee, committee member or officer of the Association; provided, however, the limitations set forth in this Article IX shall not apply to any Person who has failed to act in good faith or has engaged in willful or intentional misconduct.

ARTICLE X
Principal Office

The principal office of the Association shall be located at 6720 N. Scottsdale Road, Suite #160, Scottsdale, AZ, 85253-4424.

ARTICLE XI
Membership and Voting Rights

The Association has Members. Every person or entity who is an Owner of any Lot or Parcel which is Assessable Property is entitled to Membership in the Association. Class A Membership is appurtenant to, and inseparable from, ownership of the Lot or Parcel. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration. The provisions of the Declaration

pertaining to classes of Membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE XII
Bylaws

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is as set forth in the Bylaws, and is subject to certain approval requirements as set forth in the Bylaws; such provisions of the Bylaws are incorporated in these Articles of Incorporation by reference.

ARTICLE XIII
FHA/VA APPROVAL

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles require prior approval of FHA or VA as long as there is a Class B Membership if the Declaration and the Bylaws were initially approved by the FHA or VA and any loans have been made within the Subject Property which are insured or guaranteed by FHA or VA.

ARTICLE XIV
Dissolution

The Association may be dissolved with the assent given in writing and signed by the Members representing not less than ninety percent (90%) of the authorized votes of each then-existing class of Membership. The Association shall be dissolved upon termination of the Declaration in accordance with its terms. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created as the Board of Directors shall determine. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose as the Board of Directors shall determine.

ARTICLE XV
Assessment and Fees

Each Member shall be obligated to pay assessments and other fees and charges to the Association, and to Vistancia Maintenance Corporation as and when applicable, in accordance with the Declaration and the Vistancia Declaration.

ARTICLE XVI
Indemnification

To the fullest extent permitted by applicable law, the Association shall indemnify, hold harmless, and defend Declarant (and its affiliates and their respective members, agents and employees) and every past and present Association Member, director, officer, employee and committee member (in their capacity as such) for, from, and against all damages and expenses, including attorneys fees and other related costs, reasonably incurred in connection with any action, suit, or other proceeding to which they or any of them may be a party by reason of being or having been an Association Member, director, officer, employee or committee member (including any settlement thereof, if approved by the Board); provided, however, the obligation to indemnify set forth in this Article XVI shall not apply to any Person who has failed to act in good faith or has engaged in willful or intentional misconduct (as determined by the Board, without exclusion of directors who are at the time parties to the proceeding for so long as the Class B Membership exists, and thereafter excluding directors who are at the time parties to the proceeding). This right to indemnification shall be in addition to, and not in limitation of, any other rights to which any present or

former officer or director may be entitled. Any repeal or modification of this Article XVI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XVII
Amendments

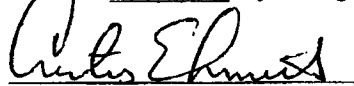
Amendments to these Articles may be proposed only by the Declarant or the Board, and shall be adopted in accordance with the following:

(a) During the existence of the Class B Membership, the Declarant may unilaterally amend these Articles, subject to the limitations set forth in subsection (c) of this Article XVII. Additionally, so long as the Class B Membership exists the Declarant, and thereafter the Board, may unilaterally amend these Articles at any time and from time to time if such amendment is necessary (i) to bring any provision into compliance with any applicable governmental statute, rule or regulation, or judicial determination; (ii) to enable any reputable title insurance company to issue title insurance coverage on any Lot or Parcel; or (iii) to enable any institutional or governmental lender, purchaser, insurer or guarantor of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to make, purchase, insure or guarantee mortgage loans on the Lots or Parcels.

(b) Except as provided above, and subject to the limitations set forth in subsection (c) of this Article XVII, any amendment to these Articles proposed by the Declarant or the Board shall be adopted only at a regular or special meeting of the Members by the same vote as required by Section 14.2(a)(i) of the Declaration for amendment of the Declaration.

(c) The provisions of this subsection (c) shall apply notwithstanding any provision to the contrary in these Articles. These Articles shall not, for any reason, be amended or otherwise changed or interpreted so as to be inconsistent with the Declaration, the Vistancia Declaration, the CSER or applicable law. So long as there is a Class B Membership any amendment to these Articles must be approved in writing by the Declarant, and thereafter by the Board, to be effective. No amendment may remove, revoke or modify any right, privilege or obligation arising out of or in connection with the Declaration, unless the relevant provision of the Declaration is amended accordingly pursuant to Article XIV of the Declaration. So long as the Vistancia Declaration remains in force and effect, any amendment to these Articles which in any way affects or purports to affect any provision relating to the rights of or obligations to Vistancia Maintenance Corporation, any provision relating to Community Common Areas, or any provision relating to the Vistancia Declarant and/or the Vistancia Declaration, must be approved in writing by the Vistancia Declarant so long as the Vistancia Declarant owns or holds an option to purchase any portion of Vistancia, and thereafter by Vistancia Maintenance Corporation, to be effective. Any amendment of these Articles which in any way affects or purports to affect any provision of the CSER or the rights of the Access Entity or Communication Service Providers arising therefrom must be approved in writing by the Access Entity to the extent required by the CSER. When required by this Section, the approval of the Declarant or the Board, as applicable, of the Vistancia Declarant or Vistancia Maintenance Corporation, as applicable, and of the Access Entity, as applicable, and when required by Article XIII, the approval of the FHA or VA, as applicable, shall be evidenced on the amendment of these Articles, and any such instrument without the required approvals evidenced thereon shall be void and of no force or effect.

Dated this 5th day of August, 2003



Curtis E. Smith
Incorporator

STATUTORY AGENT CONSENT

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the General Nonprofit Corporation Law.

Storey & Burnham PLC

By: Lesa J. Storey
Lesa J. Storey, Member

3030 E. Camelback Road, Suite 265
Phoenix, Arizona 85016