

AZ. CORP. COMMISSION
FILED

APR 30 1997

APPR R. A. Mosqueda
TERM _____
DATE 4/30/97

0808139-0

**ARTICLES OF INCORPORATION
OF
ASPEN TRAILS HOMEOWNERS' ASSOCIATION**

We, the undersigned, have associated ourselves for the purpose of forming a corporation not for profit under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

I

NAME

The name of this corporation shall be Aspen Trails Homeowners' Association. OZMF

II

PURPOSE

The purpose for which this corporation is organized is the transaction of any or 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.

III

INITIAL BUSINESS

The corporation's initial purpose is to conduct the business of the Homeowner's Association of the Aspen Trails subdivision in Coconino County as set forth in the deed restrictions applicable to said subdivision.

IV

STATUTORY AGENT

The corporation hereby appoints Gerald W. Nabours, 10 East Dale Street, Flagstaff, Arizona 86001, a bona fide resident of Arizona for over five years, as its statutory agent.

V

DIRECTORS

The initial Board of Directors shall be composed of three (3) persons. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the homeowners or until their successors are elected and qualify are the same as the incorporators listed below.

VI

INCORPORATORS

The incorporators of this corporation are as follows:

Jim Jamison
1619 N. Aztec
Flagstaff, AZ 86001

Darleen Jamison
1619 N. Aztec
Flagstaff, AZ 86001

Gerald Nabours
10 E. Dale Street
Flagstaff, AZ 86001

VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 1619 N. Aztec, Flagstaff, Arizona 86001.

VIII

MEMBERSHIP

Membership in this corporation is limited to those persons having a beneficial ownership interest in one or more lots of the Aspen Trails subdivision of Coconino County, Arizona.

IN WITNESS WHEREOF, we set our hands this 28 day of April, 1997.


Jim Jamison


Darleen Jamison


Gerald W. Nabours

I, the undersigned, Gerald W. Nabours, 10 East Dale Street, Flagstaff, Arizona 86001, have resided in Arizona for more than 10 years and do consent to be the statutory agent for Aspen Trails Homeowners' Association.


Gerald W. Nabours

GERALD W. NABOURS

ATTORNEY AT LAW

**10 EAST DALE STREET
FLAGSTAFF, ARIZONA 86001**

(520) 779-5105

FAX (520) 779-0447

April 29, 1997

**Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007**

Re: Aspen Trails Homeowners' Association

**Enclosed for filing please find the Articles of
Incorporation and Certificate of Disclosure of Aspen Trails
Homeowners' Association.**

**Also enclosed is my check for \$75 representing the filing
fee for a non-profit association and expedited service.**

**Please return the copy to me after it has been stamped by
the Arizona Corporation Commission.**

Thank you


Gerald W. Nabours

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enclosure

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1300 West Washington
Phoenix, Arizona 85007-2929

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

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

CHECK APPROPRIATE BOX (ES) A or B
ANSWER C

ASPEN TRAILS HOMEDWAINERS' ASSOCIATION
EXACT CORPORATE NAME

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 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 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 my knowledge and belief it is true, correct and complete.

BY [Signature] DATE 4-28-97
 TITLE Incorporator

BY [Signature] DATE 4/28/97
 TITLE Incorporator

BY [Signature] DATE 4/28/97
 TITLE Incorporator

BY _____ DATE _____
 TITLE _____

FISCAL DATE December 31

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

When initial officers have been elected, an AMENDED Certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers and directors.