

ARTICLES OF INCORPORATION

OF

THUNDERBIRD VISTAS HOMEOWNERS' ASSOCIATION, INC.

SEP 8 4 07 PM '95

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Christina Jones
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In compliance with the requirements of Chapter 5, Title 10, Arizona Revised Statutes as amended, the undersigned, all of whom are full age, have this date voluntarily associated themselves for the purpose of forming a non-profit corporation, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is THUNDERBIRD VISTAS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 10320 West Indian School Road, Phoenix, Arizona 85037.

ARTICLE III

STATUTORY AGENT

Paul J. Faith, Esq., whose address is 919 North Dysart Road, Suite F, Avondale, Arizona 85323, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated Statutory Agent for the corporation, upon whom service of process may be had.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to act as a tax-exempt homeowners' association in accordance with § 501(c)(3) of the Internal Revenue Code of 1954 as amended, and as such, it is to be operated to provide for the acquisition, construction, management, maintenance, and care of the Association's property. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE V

THE CHARACTER OF THE BUSINESS

The character of the business which the Association initially intends actually to conduct in Arizona is to provide for the acquisition, construction, management, maintenance and care of the Association's property, and to promote and protect the common good and general welfare of the people of the community encompassed within the Association, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the common area, and the lots included within that certain property, all of which are described

in Exhibit "A" attached hereto and any additions hereto as may hereafter be brought within the jurisdiction of the Association, hereinafter referred to as the "Property".

ARTICLE VI

POWERS

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the corporation's purposes as set forth above, including, but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association, as set forth in the certain Declaration of Covenants, Conditions, and Restrictions (hereinafter referred to as the "Declaration"), applicable to the Property and recorded or to be recorded in the Office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference.

No part of the net earning 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or; (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

MEMBERSHIP

Every person or entity who is a record owner in any lot shall be a member of the Association, subject to and in accordance with the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE VIII

VOTING RIGHTS

The Association shall have two (2) classes for voting membership:

Class A.

Class A members shall be all owners (with the exception of the Declarant) of Lots in Thunderbird Vistas, according to Book 401 of Maps, Page 48, records of Maricopa County, Arizona, and each Class A membership shall be entitled to one (1) vote for each lot owned.

Class B.

Class B members shall be the Declarant (as defined in the Declaration) and shall be entitled to twelve (12) votes for each lot owned. The Class B membership shall cease when the total number of votes outstanding in the Class A membership equal or exceed the total number of votes outstanding in the Class B membership.

When more than one person holds an interest in any Lot only one (1) such person shall be a voting member. Such persons holding an interest shall designate the person to be the voting member and shall give written notice thereof to the Association. The vote for such lot may be exercised as the owners among themselves determine, but in no event shall more than one (1) ballot be voted with respect to any lot.

The vote for each lot must be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes, that he or they were acting with the authority and consent of all owners of the same lot. In the event that more than one vote is cast for a particular lot, said ballots shall not be counted and shall be deemed void.

In any election of the members of the Board of Directors, every owner entitled to vote at such election shall have the right to cumulate his votes and give one candidate, or divide among any number of candidates, a number of votes equal to the number of lots owned by the owner, multiplied by the number of votes the owner is entitled to cast per lot, multiplied by the number of directors to be elected. The candidates receiving the highest number of votes up to the number of the board members to be elected shall be deemed elected.

Each member shall have such other rights, duties and obligations as set forth in the Declaration and the By-Laws of the Association as the same may be amended from time to time.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of the Association shall be conducted by a Board of Directors and such officers as the directors may elect and appoint. Neither the directors nor the officers need be members of the Association. The number of directors shall be not fewer than three (3) nor more than eleven (11). The number of directors may be changed by amendment of

the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The names, residences, and post office addresses of the first directors of the Association are as follows, the election of directors of the Association are as follows:

Richard E. Meese
10320 W. Indian School Road
Phoenix, AZ 85037

Kevin V. Walden
3105 N. 3rd Street
Phoenix, AZ 85012

Wayne D. Collins
10320 W. Indian School Road
Phoenix, AZ 85037

The directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.

Directors shall be elected by the members of the Association at the annual meeting thereof, to be held on the third Monday in January, beginning in 1996. Directors shall hold office for one (1) year, or until their successors are elected and qualified. Any vacancy occurring on the Board of Directors by reason of death, resignation, or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior directors's term. The Board is expressly authorized to adopt, amend, and rescind Bylaws for the Association, by a majority vote of the members of the Board, at a regular or special meeting called therefor.

ARTICLE X **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members; provided, however, that no dissolution of the association may be made without the prior written approval of Thunderbird Vistas, L.L.C, an Arizona Limited Liability Company. 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 510(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of sixty-six and two-thirds (66-2/3%) per cent of the votes entitled to be cast by the members of the Association.

ARTICLE XII
ASSESSMENT

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of this Association, there shall be levied against each lot owner (other than Declarant), an annual assessment and other assessments, in the amounts and by the procedures set forth in the Declaration, which assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

ARTICLE XIII
INCORPORATORS

The names and addresses of the incorporators of this Association are:

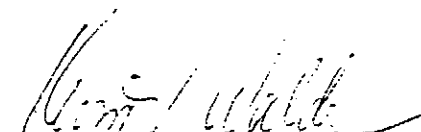
Richard E. Meese
10320 W. Indian School Road
Phoenix, AZ 85037

Kevin V. Walden
3105 N. 3rd Street
Phoenix, AZ 85012

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 5th day of September, 1995.



Richard E. Meese

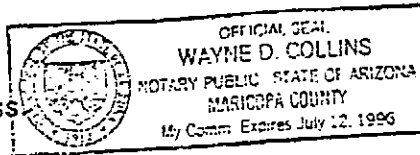


Kevin V. Walden

STATE OF ARIZONA

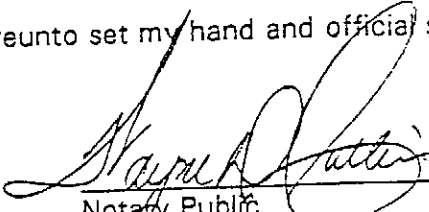
COUNTY OF MARICOPA

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On this, the 5th day of September, 1995, before me, the undersigned Notary Public, personally appeared Richard E. Meese, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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


Notary Public

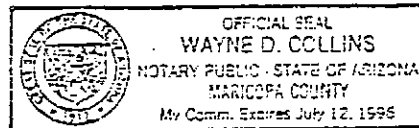
My Commission Expires:

July 12, 1996

STATE OF ARIZONA

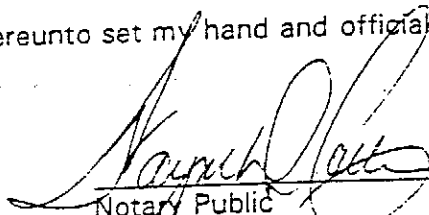
COUNTY OF MARICOPA

)
) ss.
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On this, the 5th day of September, 1995, before me, the undersigned Notary Public, personally appeared Kevin V. Walden, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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


Notary Public

My Commission Expires:

July 12, 1996

EXHIBIT "A"

Being a portion of the Northwest quarter of the Southeast quarter of Section 7, Township 4 North, Range 2 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

COMMENCING at the Southeast corner of the Northwest quarter of the Southeast quarter of said Section 7, said point also being the Southwest corner of Pinnacle Hill as recorded in Book 356, page 50 of the Official Records of Maricopa County, Arizona;

thence North 00 degrees 09 minutes 06 seconds East, and along said boundary, 872.43 feet to the Point of Beginning;

thence South 12 degrees 00 minutes 00 seconds West, and departing from said Pinnacle Hill, 146.11 feet;

thence South 60 degrees 30 minutes 06 seconds West, 74.79 feet;

thence North 44 degrees 13 minutes 02 seconds West, 167.56 feet;

thence North 89 degrees 43 minutes 12 seconds West, 123.00 feet;

thence North 45 degrees 12 minutes 32 seconds West, 107.98 feet;

thence North 00 degrees 16 minutes 40 seconds East, 55.00 feet;

thence North 89 degrees 43 minutes 12 seconds West, 298.00 feet;

thence South 81 degrees 04 minutes 12 seconds West, 82.63 feet;

thence South 64 degrees 47 minutes 45 seconds West, 84.79 feet;

thence South 48 degrees 16 minutes 14 seconds West, 84.79 feet;

thence South 32 degrees 12 minutes 35 seconds West, 233.62 feet;

thence North 57 degrees 47 minutes 25 seconds West, 74.25 feet;

thence South 00 degrees 42 minutes 07 seconds West, 154.82 feet;

thence North 89 degrees 17 minutes 53 seconds West, 150.00 feet to a point on the Westerly line of the Southeast quarter of Section 7;

thence North 00 degrees 42 minutes 07 seconds East and along said Westerly line, 799.19 feet to a point on the South line of Pinnacle Hill Unit 2 as shown in Book 359, page 30, of the Official Records of Maricopa County, Arizona;

thence South 89 degrees 43 minutes 12 seconds East, and along said Pinnacle Hill Unit 2, 1201.95 feet to a point on the Northwest corner of Pinnacle Hill as shown in Book 356, page 50 of the Official Records of Maricopa County, Arizona;

thence South 13 degrees 52 minutes 37 seconds East, and departing from said Pinnacle Hill Unit 2 and along Pinnacle Hill, 123.76 feet;

thence South 89 degrees 50 minutes 49 seconds East, 1.68 feet to a point on the Westerly right-of-way of Pinnacle Hill Drive, said point also being the beginning of a non-tangent curve being concave Easterly and having a radius of 630.00 feet;

thence Southerly along the arc of said curve and said right-of-way, through a central angle of 13 degrees 33 minutes 42 seconds, an arc distance of 149.12 feet;

thence South 00 degrees 09 minutes 06 seconds West, and departing from aforesaid right-of-way, 184.02 feet to the Point of Beginning.