

ARTICLES OF INCORPORATION

OF

MOGOLLON AIRPARK, INC.,

a nonprofit corporation

CORP. COMMISSION
STATE OF AZ.
FILED

NOV 3 4 23 PM '84
Doris Beer
14/11/84

170879

The undersigned incorporators, desiring to form a nonprofit corporation under the laws of the State of Arizona, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MOGOLLON AIRPARK, INC.

ARTICLE II

The incorporators of the corporation are:

Bill Preece	Donald Maxwell	William L. Powell
15732 E. Lago Blvd.	6909 Main Street	7612 N. Mockingbird
Fountain Hills, AZ	Scottsdale, AZ	Paradise Valley, AZ
85268	85251	85283

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE III

The corporation initially intends to conduct the business of owning for the benefit of its members an airstrip in Navajo County and administering all aspects thereof and to administer and enforce all deed restrictions in and to that certain community known as Mogollon Airpark Properties in Navajo County, Arizona.

ARTICLE IV

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

In furtherance of the purposes of the corporation, the corporation shall have the following powers:

(a) To own, acquire, hold, buy, sell, lease, rent, convey, improve, dispose of, encumber or deal in any and all kinds of real property or any interest therein, including lands, hereditaments, easements, rights of way and water rights.

(b) To buy, sell, own, pledge, hold, acquire, deal in and trade in personal property, tangible and intangible, including stocks, bonds and mortgages, and including shares of stock in this corporation; to borrow money and loan money; to give and hold collateral security, mortgages or otherwise, and to execute any and all easements incidental or necessary thereto.

(c) To make contracts with third parties, firms and corporations.

(d) To hold meetings within or without the State of Arizona and to carry on any other lawful business whatsoever and to do all and everything necessary and advantageous in connection with and for the accomplishment of the foregoing, or which is calculated, directly or indirectly, to promote the interests of the corporation, and to do any or

all of the things hereinbefore set forth to the same extent as natural persons could do, all upon such terms and conditions as the Board of Directors may determine.

(e) To establish, administer and enforce covenants, conditions and restrictions for the benefit of the Corporation and its members.

The foregoing paragraphs shall be construed as the objects, purposes and powers of this corporation, and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained.

ARTICLE V

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 the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes similar to the purpose of this corporation, and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE VI

The affairs of the corporation shall be conducted by a Board of Directors, the number of which shall be determined at the annual meeting of the members in the manner specified in the Bylaws of the corporation. Directors shall be elected at the annual meeting of the members to be held at such time as may be provided in the Bylaws of the corporation and such Directors shall serve until their successors are elected and qualified. The following persons shall comprise the initial Board of Directors, who shall serve until their successors are elected and qualified: Bill Preece, 15732 E. Lago Blvd., Fountain Hills, AZ 85268; and Donald Maxwell, 6909 Main Street, Scottsdale, AZ 85251.

ARTICLE VII

The private property of the members, directors and officers of this corporation shall be forever exempt from corporate debts and liabilities.


ARTICLE VIII

The following is hereby appointed the statutory agent of the corporation: Donald Maxwell, 6909 Main Street, Scottsdale, Arizona 85251. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.


ARTICLE IX

This corporation shall have no capital stock.

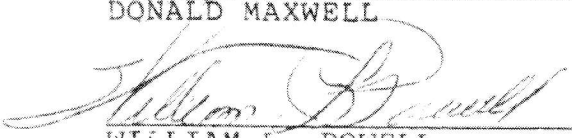
IN WITNESS WHEREOF, the incorporators have hereunto
set their hands this 3rd day of December, 1984.



BILL PREECE



DONALD MAXWELL



WILLIAM L. POWELL