

EXPEDITED
AZ CORP COMMISSION
FILED

ARTICLES OF INCORPORATION

OF

PARCEL 19 AND 21 OF TATUM RANCH COMMUNITY ASSOCIATION

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In compliance with the requirements of § 10-2301, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, does hereby certify:

ARTICLE I.

NAME

The name of the corporation is Parcel 19 and 21 of Tatum Ranch Community Association (the "Association").
CLME

ARTICLE II.

DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, Restrictions and Easements for Parcel 19 and 21 of Tatum Ranch recorded in Instrument No. 97-0091605, records of Maricopa County, Arizona (the "Declaration").

ARTICLE III.

PRINCIPAL OFFICE

The principal office of the Association shall be located at 2111 E. Highland Ave., Suite 215, Phoenix, AZ 85016.

ARTICLE IV.

STATUTORY AGENT

Christopher C. Wooten, whose address is Jennings & Haug, 2800 North Central Avenue, Suite Eighteen Hundred, Phoenix, AZ 85004, 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 as the initial statutory agent for the Association.

ARTICLE V.

PURPOSE OF THE ASSOCIATION

The object and purpose for which the Association is organized is to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration. 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 VI.

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to exercise and perform such powers and duties as are imposed on or granted to the Association by the Declaration, including but not limited to, enforcing the covenants, conditions and restrictions contained in the Declaration, and collecting any Assessments required to be paid under the Declaration and maintaining the Areas of Association Responsibility.

ARTICLE VII.

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration.

ARTICLE VIII.

BOARD OF DIRECTORS

The number of directors constituting the initial Board shall be three (3); thereafter, the number of directors of the Board shall be fixed by the Bylaws. The names and addresses of the initial directors of the Board who shall serve until the

first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Joe Ruize	2111 E. Highland Avenue Suite 215 Phoenix, AZ 85016
Doug Frank	2111 E. Highland Avenue Suite 215 Phoenix, AZ 85016
Robert M. Frank	2111 E. Highland Avenue Suite 215 Phoenix, AZ 85016

The Board shall adopt the initial Bylaws. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of any federal, state or local governmental agency whose approval of the Property or the Declaration is required by law or requested by Declarant or the Association.

ARTICLE IX.

OFFICERS

The following persons shall be initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Members and until their successors have been elected and qualified:

Joe Ruize	President
Robert M. Frank	Vice President
Doug Frank	Secretary
Doug Frank	Treasurer

ARTICLE X.

LIMITATION ON LIABILITY OF DIRECTOR

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his or her fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE XI.

AMENDMENTS

These Articles of Incorporation may be amended by the Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by the Members; provided, however, that the Board, without a vote of Members, may amend these Articles of Incorporation in order to conform these Articles of Incorporation to the requirements or guidelines of any federal, state or local governmental agency whose approval of the Property or the Declaration is required by law or requested by Declarant or the Association.

ARTICLE XII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes in each class of membership. 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 purpose similar to those for which the Association was created. 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.

ARTICLE XIII.

INCORPORATOR

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

Name

Address

Joe Ruize

2111 E. Highland Avenue
Suite 215
Phoenix, AZ 85016

Dated this 12 day of February, 1997.



Joe Ruize

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for the Corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 12th day of February, 1997.



Christopher C. Wooten

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. §10-202.D PARCEL 19 AND 21 OF TATUM RANCH
COMMUNITY ASSOCIATION

CHECK APPROPRIATE BOX (A OR B)
ANSWER "C"

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 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 restraint of 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 wherein 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, prior name(s) and aliases, if 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.

D.C.
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C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No

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 aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my/(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE

BY Joe Ruiz BY _____

PRINT NAME JOE RUIZE PRINT NAME _____

TITLE President DATE 2/21/97 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If a person becomes an officer, director, trustee, incorporator or controlling person of the issued and outstanding common shares, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a supplemental certificate signed by all officers, directors, authorized officers of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.