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ARTICLES OF INCORPORATION
OF

EAST PALM LANE ALLEY CORPORATION

MAY 16 3 32 PM '66

Sonia Green
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1. Name. The name of this corporation, which is a nonprofit Arizona corporation, is EAST PALM LANE ALLEY CORPORATION ("Association").

2. Incorporators. The name, residence and mailing address of each of the incorporators are as follows: John A. Henry, 2715 North Third Street, Phoenix, Arizona 85004, and Richard B. Hood, 2715 North Third Street, Phoenix, Arizona 85004.

3. Board of Directors. The business of this Association shall be conducted by a Board of Directors and such officers and committees as from time to time may be appointed by the Directors. While the initial Board shall consist of three Directors, the number of Directors may be increased or decreased, as provided in the Bylaws. Directors shall be elected by the Members as provided in Section 8 hereof. Each Director shall be an owner of a Lot, or an officer, director, partner or beneficiary of the corporation, partnership or trustee which is the owner of a Lot.

3.1 Initial Board. The names and addresses of the persons who are entitled to serve on the Board of Directors are:

- | | |
|---|---|
| G. Norman Armstrong
353 E. Palm Lane
Phoenix, Arizona 85004 | Vern Holmes
371-A E. Palm Lane
Phoenix, Arizona 85004 |
| Maurice Mitchell
369 E. Palm Lane
Phoenix, Arizona 85004 | Irene Mohr
361 E. Palm Lane
Phoenix, Arizona 85004 |
| William F. Prather
357 E. Palm Lane
Phoenix, Arizona 85004 | John A. Henry
367 E. Palm Lane
Phoenix, Arizona 85004 |
| Leta Weaver
355 E. Palm Lane
Phoenix, Arizona 85004 | |

3.2 Section of Directors. The Directors shall be selected in accordance with the procedures described in these Articles and in the Bylaws. Each Director shall be elected by a majority vote of the Members voting in the manner provided in Sections 8 and 9 of these Articles.

3.3 Term of Directors. Each Director shall hold office for a term of one year or until his or her successor is duly elected and qualified. Directors may succeed themselves and may resign at any time by written notice to the Board. Directors may be removed for cause by a majority vote of the Directors. Any vacancy occurring in the Board of Directors may be filled at any meeting of Directors by the remaining Director or Directors.

3.4 Officers. The following persons shall serve as officers until their successors are elected at any time by the Directors:

G. Norman Armstrong	President
Maurice Mitchell	Vice President
William F. Prather	Secretary/Treasurer

4. Principal Place of Business. The principal place of business of the Association shall be in Phoenix, Arizona, but the Association may establish other offices within or without the State of Arizona and hold its meetings at such places therein as the Bylaws may provide.

5. Statutory Agent. John A. Henry, Esq., whose address is 2715 North Third Street, Phoenix, Arizona 85004, is hereby appointed the lawful agent of this Association upon whom all notices and process, including summons, may be served and which, when so served, shall be lawful, personal service upon the Association. The Directors may, at any time, appoint another agent for such purpose and the filling of such other appointment shall revoke this or any other previous appointment of such agent.

6. Purpose of the Association. The Association is hereby established as a nonprofit corporation and does not contemplate its organization or operation for the pecuniary profit, gain or private advantage for the incorporators, directors, officers or the Association. No part of the net earnings, if any, of the Association shall inure to the benefit of any member or private individual other than by acquiring, constructing or providing management, maintenance and care of property owned or administered by the Association, including areas privately owned by which affect the overall appearance and structure of such property and other than by rebate of excess dues, fees or assessments. The specific purpose for which the Association is formed is to provide the maintenance, preservation and architectural control of the Sub-Lots ("Lots") and Common Area (Property) within 353-371 East Palm Lane, a Sub-Lot Development, a subdivision according to the plat recorded in Book 114 of Maps, pages 13 and 14, records of Maricopa County, as and if amended, in accordance with the Declaration of Restrictions recorded in the office of the Maricopa County Recorder, in

Docket 6572, page 1, et seq., as and if amended (Declaration), which contemplates the establishment of this Association and the enactment of these Articles upon the terms and conditions and subject to the provisions of such Declaration. Any capitalized terms used in these Articles or in the Bylaws and not otherwise defined shall have the meaning established in the Declaration. Neither the Articles nor the Bylaws shall be construed or amended to be inconsistent with the Declaration. In case of any conflict between these Articles and the Declaration, the Declaration shall control.

7. Powers of the Association. The Association shall promote the health, safety and welfare of the owners of the Property and in that connection shall perform the following functions:

7.1 Declaration. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;

7.2 Assessments. Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Property;

7.3 Property. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

7.4 Borrow. Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

7.5 Transfer. Dedicate, sell or transfer all of any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be permitted by the Declaration and agreed to by the Board of Directors;

7.6 Contract. Enter into, perform and carry out contracts of any kind necessary to, in connection with, or incidental to, the accomplishment of the purposes of the Association; and

7.7 Miscellaneous. Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Arizona now or hereafter lawfully may have or exercise.

8. Membership. The Association shall be a stock corporation owned by its Members with the issue of one (1) share of stock to every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Property, including contract vendees, subject to here in accordance with the provisions hereof and of Article IV of 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 a Lot within the Property. Each Director shall be elected by a majority vote of the Members voting in the manner described herein. Section 9 of these Articles specifies the number of votes each Member shall have. The votes for each Lot shall be cast only as a unit, and a division of votes shall not be allowed. If 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 Member or Members casts a vote or votes representing a certain Lot, it thereafter will be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same Lot. In the event more than one voter casts the vote or votes for a particular Lot, none of the votes shall be counted and such votes shall be void. At the option of the Board, the election of Directors may be conducted either by written ballot duly mailed to the Members or at a meeting of the Members.

9. Members. The Members shall be all Owners, and each shall be entitled to one vote for each Lot owned. When one or more than one person holds an interest in any Lot, all such persons shall be Owners. The vote for such Lot shall be exercised as they determine, but in no event shall the votes with respect to any Lot be divided. If joint Owners are unable to agree among themselves as to how their vote or votes are to be cast they shall lose their right to vote on the matter in question. If any Owner casts a vote or votes it thereafter will be conclusively presumed for all purposes that the voter(s) were acting with the authority and consent of all of the Owners of that Lot. In the event that more than one Owner casts a vote or votes representing a certain Lot it thereafter will be conclusively presumed that the voter(s) were acting with the authority and consent of all the Owners of that Lot.

10. Time of Commencement. The Association shall come into existence on the date of the filing of these Articles with the Arizona Corporation Commission.

11. Dissolution. The Association may be dissolved when the Declaration is revoked and terminated as provided in the Declaration. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

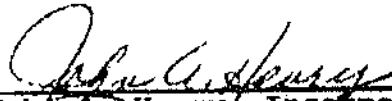
12. Exemption of Private Property. The private property of each and every officer, director and member of this Association shall at all times be exempt from all debts and liabilities of the Association.

13. Indemnification of Officers, Directors, Employees and Agents. Subject to the further provisions hereof, the Association shall indemnify any and all of its existing and former Directors and officers, and may indemnify any and all of its existing and former employees and agents, against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director, officer, employee or agent of the Association, whether or not any settlement or compromise is approved by a court. Indemnification shall be made as to officers and Directors, and may be made as to employees or agents, by the Association whether the legal action brought or threatened is brought by or in the right of the Association or by any other person, whenever any Director, officer, employee or agent shall report to the President of the Association that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as director, officer, employee or agent of the Association. The Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether in regard to the matter involved in the action or contemplated action, such person

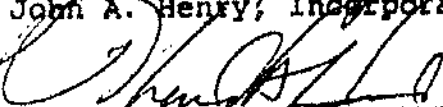
acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory as to officers and directors, and discretionary as to employees and agents, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and, provided further, that the Association shall have the right to refuse indemnification in any instances in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

14. Amendments. The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles and all rights acquired by the Members of the Association under these Articles are acquired subject to the reservation. The Articles may be amended only by the affirmative vote of a majority of the Board of Directors.

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 20 day of May, 1986.



John A. Henry, Incorporator



Richard B. Hood, Incorporator

STATE OF ARIZONA)
) ss.
County of Maricopa)

SUBSCRIBED AND SWORN to before me this 14th day of
May, 1986, by JOHN A. HENRY and RICHARD B. HOOD.

[Signature]
Notary Public

My Commission Expires:

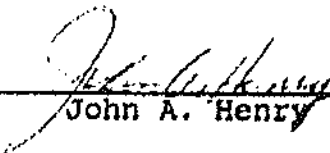
7-15-87

Arizona Corporation Commission
Incorporating Division
P.O. Box 6019
Phoenix, Arizona 85005

Re: East Palm Lane Alley Corporation

Gentlemen:

I, John A. Henry, having been designated to act as Statutory Agent, hereby consent to act in that capacity until renewal or resignation is submitted in accordance with the Arizona Revised Statutes.



John A. Henry

Dated: May 13, 1966

ALLEN, KIMERER & LAVELLE
LAWYERS

JOHN A. HENRY
LOUIS M. ELIANDER
JOHN J. FELD
COUNSEL

275 NORTH THIRD STREET
PHOENIX ARIZONA 85004

TELEPHONE
541-1111

ROBERT H. ALLEN
JAMES S. FAGERBERG
RICHARD B. HOOD
JOHN C. HOVER
MICHAEL D. KIMERER
RUSSELL A. KOLSRUD
RANDALL J. KRIS
MICHAEL J. LAVELLE
J. STEVEN ROLLINGS
GARTH V. SMITH
SUZANNE K. TICKNOR

May 12, 1986

PA PROFESSIONAL CORPORATION

Arizona Corporation Commission
Incorporating Division
P.O. Box 6019
Phoenix, Arizona 85009

Re: East Palm Lane Alley Corporation

Gentlemen:

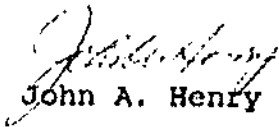
Enclosed for filing is the executed original of the Articles of Incorporation for the above-named corporation.

Also enclosed is our check in the amount of \$35.00 made payable to the Arizona Corporation Commission to cover the filing fees, and one certified copy of the Articles of Incorporation.

Please be advised that the above corporation shall adopt a fiscal year ending December 31.

Should there be any questions with respect to any of the above, please call the undersigned.

Sincerely,


John A. Henry

JAH/le

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

EAST PALM LANE ALLEY CORPORATION
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

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%

- 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.

MAY 20 1986 X

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

State of ARIZONA)
County of Maricopa) ss

BY John A. Henry DATE 5/12/86
TITLE John A. Henry, Incorporator
BY Richard B. Wood DATE 5/12/86
TITLE Richard B. Wood, Incorporator
FISCAL DATE: 12/31

Subscribed, sworn to and acknowledged before me this
12th DAY of May, 19 86

Diana Carter
NOTARY PUBLIC

My Commission expires: 7-15-87