

ARTICLES OF INCORPORATION
OF
BRIGHTON PARK COMMUNITY ASSOCIATION, INC.
an Arizona non-profit corporation

RECEIVED
DEC 03 2003

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

In compliance with the requirements of § 10-3202, et seq., Arizona Revised Statutes, as may from time to time be amended, the undersigned, all of whom are of full legal age, have voluntarily associated themselves on the date set forth below for the purpose of forming an Arizona non-profit corporation. All of the undersigned incorporators certify and adopt the following Articles of Incorporation ("Articles"):

ARTICLE I

NAME AND TERM

The name of the corporation is Brighton Park Community Association, Inc. ("Association"). The Association shall exist perpetually.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association shall be located at 699 South Mill Avenue, Suite 320, Tempe, Arizona 85281.

ARTICLE III

STATUTORY AGENT

John A. Hink, Esq., whose address is One North Central Avenue, Suite 1200, Phoenix, Arizona 85004, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is appointed and designated as the Statutory Agent for the corporation for the State of Arizona, upon whom service of process may be made. This appointment may be revoked at any time by the Board of Directors of the Association by the filing of the appointment of another Statutory Agent.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the ownership, management, maintenance, and care of the real property owned by and under the control of the Association and for the administration of the affairs of the Association. In furtherance of, and in order to accomplish these objectives and purposes, the Association may transact any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time, including the power to indemnify the Directors, Officers, employees, or agents of the Association in the

manner specified in the Bylaws. All business transacted by the Association shall be transacted in a way so as to further its tax-exempt status as an association under the Internal Revenue Code, if the Association so elects to be treated as a tax-exempt organization. The Association shall come into existence on the date of the filing of these Articles with the Arizona Corporation Commission.

ARTICLE V

MEMBERS

The Association shall have Members. The qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the bylaws. Such members may be composed of one or more classes with such differences in qualification, voting rights and manner of election or appointment as shall be set forth herein and in the bylaws.

ARTICLE VI

BOARD OF DIRECTORS

1. Number and Affairs. The affairs of the Association shall be conducted by a Board of Directors of the Association (sometimes individually or collectively called "Board," "Directors," "Director," or "Board of Directors") and such officers and committees as the Board may elect and appoint. The Board may increase the number of Directors on the Board; however, the number of Directors must always be an odd number and may not exceed seven (7) Directors. The number of Directors constituting the initial Board shall be three (3), each of which shall serve a one (1) year term until his successor is duly elected and qualified. All additional Directors that may be added from time to time to the Board (i.e., in addition to the initial one (1) and up to seven (7) members) will serve one (1) year terms. The names and addresses of the initial Board of Directors of the Association are as follows:

<u>Name</u>	<u>Mailing Address</u>
Geoff Brisbin	699 South Mill Avenue Suite 320 Tempe, Arizona 85281
Joanne Muscarello	4548 East Fairfield Road Mesa, Arizona 85205
John A. Hink	One North Central Avenue Suite 1200 Phoenix, Arizona 85004

2. Bylaws. The Board is expressly authorized to adopt bylaws for the Association ("Bylaws"), by a majority vote of the Board, at a regular or special meeting.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the affirmative written approval of two-thirds (2/3) or more of the total number of eligible votes of the Members in the Association. Upon dissolution of the Association, other than incidental 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, the assets shall be granted, conveyed, or assigned to any non-profit corporation, association, trust, or other organization to be devoted to a similar purpose or purposes.

ARTICLE VIII

AMENDMENTS

Amendment of these Articles shall require the affirmative approval of seventy-five percent (75%) or more of the total number of eligible votes of the Members in the Association.

ARTICLE IX

INCORPORATORS

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

<u>Name</u>	<u>Mailing Address</u>
John A. Hink	One North Central Avenue Suite 1200 Phoenix, Arizona 85004

For the purpose of forming this non-profit corporation under the laws of the State of Arizona, the undersigned, constituting all of the incorporators of the Association, has executed these Articles of Incorporation as of December 3, 2003.


John A. Hink, Incorporator

STATE OF ARIZONA)
)ss.
County of Maricopa)

On this, the 3rd day of December, 2003, before me, the undersigned Notary Public, personally appeared John A. Hink, 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:



ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

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

NONPROFIT
CERTIFICATE OF DISCLOSURE
A R S. Section 10-3202 D

Brighton Park Community Association, Inc
EXACT CORPORATE NAME

- A Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
- 1 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 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 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?

Yes _____ No X

B IF YES, the following information MUST be attached:

- | | |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 Full name and prior name(s) used | 6 Social Security number |
| 2 Full birth name | 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 |
| 3 Present home address | |
| 4 Prior addresses (for immediate preceding 7-year period) | |
| 5 Date and location of birth | |

- C Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

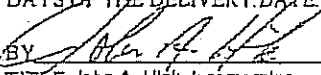
Yes _____ No X

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 | 4 Dates of corporate operation. |
| 2 Full name, including alias and address of each person involved | 5 A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case |
| 3 State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business | |

D The fiscal year end adopted by the corporation is DECEMBER 31

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  DATE 12/3/03
TITLE John A. Hink, Incorporator

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

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

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer

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

CF: 0001 - Non-Profit

Rev: 9/00 499707