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AZ CORPORATION COMMISSION
FILED

MAY 26 2005 "EXP"

FILE NO. 1205106-4 **ARTICLES OF INCORPORATION OF
THE MADERA HIGHLANDS OWNERS ASSOCIATION**

The undersigned hereby sets forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopts these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is The Madera Highlands Owners Association (hereinafter called the "Association").

**ARTICLE II
DEFINITIONS**

Unless otherwise specifically provided herein, capitalized terms and phrases used herein shall have the meanings given those terms in that certain "Declaration of Covenants, Conditions and Restrictions for Madera Highlands," as amended from time to time (the "Declaration"), recorded or to be recorded in the records of the County Recorder of Pima County, Arizona.

**ARTICLE III
INITIAL BUSINESS**

The character of business which the Association initially intends to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers, privileges and prerogatives under the Declaration.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors which shall possess all of the rights, powers, privileges, duties and obligations assigned to the Board in the Declaration. The initial Board of Directors shall consist of three (3) individuals. The names and addresses of the individuals who are to serve as directors until the first annual election of directors or until their successors are selected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lisa Hoskin	3275 West Inn Road, Suite 220, Tucson, Arizona 85741
Curtis Lohrter	3275 West Inn Road, Suite 220, Tucson, Arizona 85741

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Don Hatcher - 3275 West Ina Road, Suite 220, Tucson, Arizona 85741

**ARTICLE V
STATUTORY AGENT**

C. Timothy White, whose address is 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016, is hereby appointed statutory agent of the Association upon whom all notices and process, including summons, may be served. The Board may revoke the appointment of the agent at any time and shall have the power to fill any vacancy.

**ARTICLE VI
KNOWN PLACE OF BUSINESS**

The street address of the Association's known place of business is 3275 West Ina Road, Suite 220, Tucson, Arizona 85741.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the Association is as follows: Lisa Hoskin, 3275 West Ina Road, Suite 220, Tucson, Arizona 85741.

**ARTICLE VIII
MEMBERSHIP**

The Association shall have Members and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to change the qualifications and requirements of Members and their respective voting rights.

**ARTICLE IX
ELIMINATION OF DIRECTOR LIABILITY: INDEMNIFICATION**

To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, no director of the Association shall be liable to the Association or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the corporation occurring prior to such repeal, amendment or modification. To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, the Association shall indemnify and advance

expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

**ARTICLE X
CONFLICT WITH DECLARATION**

The Association is formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Declaration. In the event of any inconsistency between the terms of the Declaration, as amended from time to time, and the terms of these Articles, as amended from time to time, the terms of the Declaration shall control.

**ARTICLE XI
AMENDMENTS**

These Articles may be amended in accordance with the same procedures required to amend the Declaration.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 2005.



Lisa Hoskin, Incorporator

COMMISSIONERS
JEFF HATCH-MILLER - Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
 Executive Secretary
DAVID RABER
 Director, Corporations Division

June 18, 2005

GREENBERG TRAURIG
2375 E CAMELBACK RD #700
PHOENIX, AZ 85015

RE: THE MADERA HIGHLANDS OWNERS ASSOCIATION
File Number: -1205106-4

We are pleased to notify you that your Articles of Incorporation were filed on May 26, 2005.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
AL AMEZCUA
 Examiner
 Corporations Division

CF:04, Rev:01/2004



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Curtis Lostutter	3275 West Ina Road, Suite 220, Tucson, Arizona 85741

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