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AZ CORP COMMISSION
FOR THE STATE OF AZ.
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ARTICLES OF INCORPORATION

OF

THE WELLS HOMEOWNERS
ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, voluntarily associated ourselves together for the purpose of forming a private, non-profit corporation, the object of which is not pecuniary profit, having the purpose hereinafter set out, under and pursuant to Chapter 5, Title 10 of the Arizona Revised Statutes, and for the further purpose of electing directors for said corporation. We do hereby adopt the following Articles of Incorporation:

1. Name: The name of the corporation (hereinafter referred to as "the Association") shall be THE WELLS HOMEOWNERS ASSOCIATION, INC.

2. Purpose: The Association is organized and shall be operated for (a) the purposes set forth for the "Association" in the Declaration of Covenants, Conditions and Restrictions for The Wells ("the Declaration") recorded on December 7, 1983, at Instrument No. 83-489634, in the office of the Maricopa County, Arizona Recorder, (b) the purpose of acting as a "homeowner's association," as that term is defined in Section 528(c) of the Internal Revenue Code of 1954, and (c) the purpose of acquiring, maintaining, managing and caring for the "association property"

as that term is defined in Section 528(c)(4) of the Internal Revenue Code of 1954, including the "Common Area" and the "Property" as those terms are defined in the Declaration.

3. Business: The Association initially intends to engage in the following activities (which shall be construed as the character of the non-profit business which the Association initially intends to conduct in the State of Arizona):

a. Provide for the acquisition, construction, management, maintenance and care of association property; and

b. Perform all matters to be performed by the "Association," as that term is used in the Declaration.

Such initial intention shall in no manner whatever limit the character of the activities and businesses in which the Association may ultimately engage; provided, however, that the Association shall only engage in such business as will further the exempt purposes set forth in Section 528 of the Internal Revenue Code of 1954 and the regulations promulgated thereunder as they now exist or as they may be hereafter amended from time to time.

4. Authorized Stock: The Association shall have no capital stock.

5. Statutory Agent: The name and address of the initial statutory agent of the Association is Brown & Bain, P.A., 222 North Central Avenue, P.O. Box 400, Phoenix, Arizona 85001.

6. Known Place of Business: The known place of business of the Association shall be c/o Emily R. Bartee, 2215 North

56th Street, Mesa, Arizona 85205, but different and other offices and places for conducting business, both within and without the State of Arizona, may be established from time to time by the board.

7. Board of Directors; Annual Meetings of Members: The business and affairs of the Association shall be conducted by a Board of Directors (herein referred to as "the board"). The annual meetings of the members of the Association shall be held on the second Wednesday of February in each year, commencing with Wednesday, February 9, 1985, or such other time as the board shall designate. The following persons shall constitute the initial board of the Association and shall serve in such capacity until their successors are elected and qualified:

Emily R. Bartee
2215 North 56th Street
Mesa, Arizona 85205

Howard N. Singer
c/o Brown & Bain, P.A.
222 North Central Avenue
P. O. Box 400
Phoenix, Arizona 85001

Pat P. Lopez
c/o Brown & Bain, P.A.
222 North Central Avenue
P. O. Box 400
Phoenix, Arizona 85001

Otherwise, the number of persons to serve on the board shall be fixed by the Bylaws of the Association but in no event shall it be less than three nor more than seven; further, each member of the board shall be elected for such term as shall be fixed by the Bylaws of the Association, provided, however, that in no

event shall any change in the length of such term effected by an amendment to said Bylaws be applied so as to shorten the term being served by any member of the board at the time such amendment is adopted. No person shall be eligible for election as a director who is not at the time of election a member of the Association, except such persons as may be designated from time to time by THE WELLS LIMITED PARTNERSHIP, an Arizona Limited Partnership (or by an assignee of THE WELLS LIMITED PARTNERSHIP's rights hereunder), or by a corporate owner (or corporate seller under a recorded executory contract) of a Lot within the Property, as those terms are defined in the Declaration. If, after election, any director except for a director designated by THE WELLS LIMITED PARTNERSHIP (or by an assignee of THE WELLS LIMITED PARTNERSHIP's rights hereunder) or by a corporate owner (or corporate seller under a recorded executory contract) of a Lot within the Property ceases to be a member, his office shall become vacant.

8. Quorum: A quorum at a meeting of the board shall consist of a majority of the directors then serving.

9. Incorporators: The names and addresses of the incorporators of the Association are:

Howard N. Singer
c/o Brown & Bain, P.A.
222 North Central Avenue
Post Office Box 400
Phoenix, Arizona 85001

Pat P. Lopez
c/o Brown & Bain, P.A.
222 North Central Avenue
Post Office Box 400
Phoenix, Arizona 85001

10. Net Earnings: No part of the net earnings of the Association shall inure (other than by acquiring, constructing or providing management, maintenance and care of association property, and other than by a rebate to members of excess membership dues, fees and assessments (and not net earnings)) to the benefit of or be distributable to any member, director or officer of the Association, or to any private individual, except that reasonable compensation may be paid for services rendered to or for the Association and other payments and disbursements may be made in furtherance of one or more of its purposes.

11. Members: Every Owner of a Lot, as those terms are defined in the Declaration, shall automatically be a member of the Association. Membership in the Association shall be appurtenant to the ownership of a Lot, and shall be deemed to be automatically transferred to the new Lot Owner upon the sale of any Lot. No membership certificates or shares of stock need be issued, and only persons who are Lot Owners shall be members of the Association. The voting rights of the members shall be as set out in the Declaration.

12. Amendments: The Articles and the Bylaws of the Association may be amended by following the procedure hereinafter set out. The board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting, and if approved by members holding (either personally or by valid proxy)

the Applicable Percentage (defined below) of the votes eligible to be cast on the amendment (including votes otherwise eligible to be cast but not represented personally or by valid proxy at such meeting), such amendment shall have been adopted, provided, however, that a copy of any such proposed amendment or a summary of the changes to be effected shall have been given to each member in good standing at least ten (10) days prior to said meeting of the members. For purposes hereof, the "Applicable Percentage" shall mean, in the case of an amendment to the Articles, seventy-five percent (75%), and in the case of an amendment to the By-laws, fifty-one percent (51%). Any number of amendments may be submitted and voted upon at any one meeting.

13. Private Property: Private property of the incorporators, members, directors and officers of the Association shall be forever exempt from all corporate debts of any kind whatsoever, provided, however, that nothing contained in this Article shall limit the liability of members' property for payment of assessments levied by the Association.

14. Fiscal Year: The fiscal year of the Association shall run from January 1 through December 31 of each year.

15. Indemnification of Officers, Directors, Employees and Agents: Subject to the further provisions hereof, the Association shall indemnify any and all of its existing or former directors, officers, 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 his or her service as a director, officer, employee or agent of the Association, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Association whether the legal action brought or threatened is by or in the right of the Association or by any other person. Whenever any existing or former director, officer, employee or agent shall report to the president of the Association or the chairman of the board 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 service as a director, officer, employee or agent of the Association, the board 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 determines in good faith that such person did not act, fail to act or refuse 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 and shall be automatically extended as specified herein, provided, however, that the Association shall have the right to refuse indemnification in any instance 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 choosing, to defend him or her in the action. The indemnification provided by this Article 15 is not exclusive of any other rights to indemnification provided by Section 10-1005 of Arizona Revised Statutes (or the corresponding provision of any future Arizona Nonprofit Corporation Act) or otherwise provided by law.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Arizona, we, the undersigned incorporators, have executed these Articles of Incorporation this 11th day of October, 1984.

Pat V. Lopez

Howard N. Singer

Howard N. Singer

I hereby accept appointment as Statutory Agent for THE WELLS HOWEOWNERS ASSOCIATION, INC.

BROWN & BAIN, P.A.

By Howard N. Singer
Howard N. Singer

STATE OF ARIZONA

CORPORATION COMMISSION

I hereby certify this to be a true and complete copy of the document filed in this office and admitted to record in File No. #-0169543-9.

James Matthews
Executive Secretary

Dated: 5-15-96 By Joanne Moore

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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

The Wells Homeowners Association, Inc.
EXACT CORPORATE NAME

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

THE UNDERSIGNED CERTIFY THAT

A [X] No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 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 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.

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

Subscribed, sworn to and acknowledged before me this 11th DAY of October, 19 84

Linda F. Harvey-Jensen
NOTARY PUBLIC

My Commission expires 1/25/87

BY [signature] DATE 10/11/84
TITLE Bill P. Lopez, Officer, Director, Incorporator

BY Howard N. Singer DATE 10/11/84
TITLE Howard N. Singer, Officer, Director, Incorporator

FISCAL DATE: 12-31

Inc. 0001 - Domestic Rev 5/82

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BROWN & BAIN
A PROFESSIONAL ASSOCIATION
222 NORTH CENTRAL AVENUE
(602) 257-8777
MAILING ADDRESS
P O BOX 400
PHOENIX, ARIZONA 85001

TELECOPIER: 602-254-7494
CABLE: BRAINS
TWX 910 951-0646

BROWN & BAIN
A PARTNERSHIP ASSOCIATED
WITH A LAW CORPORATION
600 HANSEN WAY
PALO ALTO, CALIFORNIA 94306
(415) 856-9411

October 11, 1984

The Wells Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing is an original and two copies of the Articles of Incorporation, and the original Certificate of Disclosure. Our firm check in the amount of $30.00 is enclosed to cover your filing fee.

Please stamp a copy of the Articles of Incorporation "received" and return it with our messenger. Please send approved Articles directly to my attention.

This will give you the assurance pursuant to Section 10-128, Arizona Revised Statutes, that an amended Certificate of Disclosure from the remaining director and officer will be delivered to you within 60 days.

The fiscal year end of The Wells Homeowners Association, Inc. is December 31.

Very truly yours,

Howard N. Singer, Incorporator

Paul M. Lopez, Incorporator

Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona

BY HAND DELIVERY

LJ/kac
Enclosures