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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION OF
LINDSAY COURT
HOMEOWNERS' ASSOCIATION

In compliance with the requirements of the statutes of the State of Arizona pertaining to nonprofit corporations, A.R.S. Section 10-1002, et seq., the undersigned, all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

NAME: The name of the corporation is LINDSAY COURT HOMEOWNERS' ASSOCIATION, hereinafter called the "Association".

ARTICLE II

DURATION: The time of commencement of this corporation shall be the date upon which these Articles are filed with the Arizona Corporation Commission and the duration shall be perpetual unless the LINDSAY COURT HOMEOWNERS' ASSOCIATION is dissolved.

ARTICLE III

PURPOSE: This corporation does not contemplate pecuniary gain or profit to the members thereof and the specific primary purposes for which it is formed are to provide for the maintenance and improvement of the Common Area and the preservation, architectural control and enforcement of covenants, conditions and restrictions on the real property described in the preamble of the Declaration of Covenants, Conditions and Restrictions for LINDSAY COURT HOMEOWNERS' ASSOCIATION, recorded on February 29, 1996 at Instrument No. 96-0138830A of the records of Maricopa County, Arizona, to promote health, safety, and welfare of the owners within the above described proposal and to have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporate statutes of the State of Arizona may now or hereafter have or exercise.

ARTICLE IV

INITIAL BUSINESS: In furtherance of the general purposes, the Association shall have power to perform all of the duties and obligations of the Association as set forth in the above-described Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", including any and all lawful affairs for which nonprofit corporations may be incorporated in Arizona.

ARTICLE V

STATUTORY AGENT: The initial statutory agent is J. Scott Burns, 3550 North Central Avenue, Suite 1401, Phoenix, Arizona 85012, upon whom all notices and processes, including service of

summons, may be served, and which, when so served, shall be lawful personal services upon this corporation.

ARTICLE VI

PLACE OF BUSINESS: The known place of business of the Association is 1400 South Lindsay Road, Mesa, Arizona 85211.

ARTICLE VII

MEMBERSHIP: Membership in the Association shall be limited to every person or entity who is a record Owner of any Lot which is subject to the Declaration. An Owner shall automatically, upon becoming such, be a Member of the Association and shall remain a Member of the Association until he ceases to be an Owner for any reason, at which time his membership in the Association shall automatically cease. The foregoing is not intended to include person 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 any Lot which is subject to assessment by the Association.

ARTICLE VIII

VOTING RIGHTS: The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners other than Declarant. A Class A member shall be entitled to one (1) vote for each Lot owned by such member.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to five (5) votes for each Lot of which it is the Owner; provided, however, that the Class B membership shall cease and be converted to Class A membership as follows:

(a) When the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; or

(b) Five (5) years from the date of recordation hereof;
or

(c) Such earlier time as the Declarant shall designate in writing.

Voting and other rights of membership in the Association may be delegated by an Owner in writing, but only to a person holding an interest (whether as lessee, beneficial owner, seller pursuant to an agreement of sale, or otherwise) in the Lot with respect to which such voting and other rights exist. In addition to the

to the foregoing, a revocable proxy for any meeting of Members may be granted to a person holding an interest in any other Townhome Unit or to an employee, agent or representative of Declarant. Any such proxy shall be subject to such reasonable requirements as may from time to time be promulgated in the Bylaws or otherwise by the Association's Board of Directors.

ARTICLE IX

INCORPORATORS: The name and address of the incorporators are:

JUDITH D. ROLAND
4625 South Lake Shore Drive
Tempe, Arizona 85282

KEN B. MC ELROY
6623 North Scottsdale Road
Scottsdale, Arizona 85250

ARTICLE X

BOARD OF DIRECTORS: The affairs of the Association shall be managed by a Board of three (3) Directors, who shall be members of the Association, consistent with the Covenants, Conditions, and Restrictions. At the first annual meeting of the Members, the first Director shall be elected for a term of one (1) year; the second Director to be elected shall be elected for a term of two (2) years; and the third Director shall be elected for a term of three (3) years, and at each annual meeting thereafter, the Members shall elect one Director for a term of three (3) years so as to stagger the terms of office of the Directors.

ARTICLE XI

INITIAL DIRECTORS: The number of directors of this corporation to serve initially shall be three (3). The following persons shall serve as directors until the election of their successors:

JUDITH D. ROLAND
4625 South Lake Shore Drive
Tempe, Arizona 85282

PATRICK HENDLEY
4625 South Lake Shore Drive
Tempe, Arizona 85282

KEN B. MC ELROY
6623 North Scottsdale Road
Scottsdale, Arizona 85250

ARTICLE XII

SEVERABILITY: If, any provision of these Articles or the Bylaws should be invalid for any reason, such invalidity shall in no way affect any other provisions, which shall remain in full force and effect.

ARTICLE XIII

LIMIT OF LIABILITY: The private property of each and every officer, director and member of the Association shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XIV

INDEMNIFICATION OF BOARD OF DIRECTORS AND OFFICERS: Each officer or member of the Board of Directors shall be immune from civil liability and shall not be subject to suit directly or by contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within his official capacity, as is set forth in A.R.S. Section 10-1017(D), as amended. Each officer or member of the Board of Directors shall be indemnified by the Owners against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon the officer in connection with any proceedings to which said officer may be a party, or in which said officer may become involved, by reason of such officer being or having been a member of the Board of Directors or officer, or any settlement thereof, whether or not said officer is a member of the Board of Directors or officer at the time such expenses are incurred; except in such cases wherein the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such officer's duties; provided that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement as being for the best interest of LINDSAY COURT HOMEOWNERS' ASSOCIATION.

ARTICLE XV

DISSOLUTION: The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4ths) of each class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the corporation shall be distributed to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.


ARTICLE XVI

AMENDMENT: Amendment of these Articles shall require the assent (by vote or written consent) of members representing three-fourths (3/4ths) of the entire membership, except that the number of directors, the known place of business, and the statutory agent may be changed by amendment of the Bylaws of the Association.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 23 day of February, 1996.



JUDITH D. ROLAND

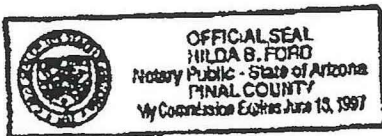


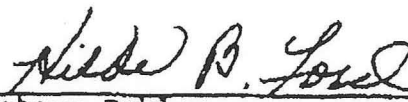
KEN B. MC ELROY

STATE OF ARIZONA)
)ss.
County of Maricopa)

BEFORE ME, on this 23 day of February, 1996, the undersigned incorporators, JUDITH D. ROLAND and KEN B. MC ELROY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.





Notary Public


My Commission Expires:

6-18-97

ACCEPTANCE BY STATUTORY AGENT

I, J. SCOTT BURNS, having been designated to act as Statutory Agent for LINDSAY COURT HOMEOWNERS' ASSOCIATION hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated this 27th day of February, 1996.



J. SCOTT BURNS