

AUG 12 1993

ARTICLES OF INCORPORATION
OF

APPR. Barbara Lerner
TERM
DATE 9-27-93

HEATHER PLACE HOMES ASSOCIATION, INC.

253019

In compliance with the requirements of Section 10-451, at seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age have this day voluntarily associated themselves for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the Corporation is HEATHER PLACE HOMES ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 5777 S. Rural Road, Tempe, Maricopa County, Arizona.

ARTICLE III

STATUTORY AGENT

John Helm, whose address is 1619 E. Guadalupe, Tempe, Maricopa County, Arizona, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated statutory agent for the corporation, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to act as a tax exempt homeowners' association in accordance with Section 520 of the Internal Revenue Code of 1954, as amended, and as such it is to be operated to provide for the tenancy, construction, management, maintenance, and care of the Association's property. In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE V

THE CHARACTER OF THE BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the tenancy construction, management, maintenance and care of the Association's property and to promote and protect the common good and general welfare of the people of the community encompassed within this association through the preservation and maintenance of the architecture, ecology, and aesthetic beauty of the common area and the lots included with Heather Place, a subdivision located in the S1/2 NE1/4 Section 34, T1S, R5E, C&SRB&M, Maricopa County, Arizona, and any additions thereto as may hereafter be brought within the jurisdiction of the Association, hereafter referred to as the "Property".

ARTICLE VI

POWERS

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes as the same may be amended from time to time, and all of those powers necessary or convenient to effect the Association's purposes as set forth above, including but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions and certain Tract Declarations (said Declaration of Covenants, Conditions and Restrictions, together with said Tract Declarations being hereinafter jointly called the "Declaration") applicable to the Property and recorded or to be recorded in the office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference.

ARTICLE VII

MEMBERSHIP

Every person or entity which is an "owner" (said term being used herein as defined in the Declaration) of any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, subject to and in accordance with 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 or from the lessee's leasehold interest in any lot which is subject to assessment by the Association.

ARTICLE VIII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. The Class A members shall be the owners, with the exception of the Declarant (as defined in the Declaration), and each Class A member shall be entitled to one (1) vote for each lot owned, or leased.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each lot owned or leased by Declarant. The Class B membership shall cease when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership.

When more than one persons is an owner with respect to any lot, only one (1) such person shall be a member. Such persons shall designate the person to be the member and shall give written notice thereof to the Association. The vote for such lot may be exercised as the owners among themselves determine, but in no event shall more than one (1) ballot be cast with respect to any lot. The votes for each such lot must be cast as a unit, and fractional votes shall not be allowed. In the event that 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 owner or

owners casts a vote representing a certain lot, it will thereafter 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 that more than one vote is cast for a particular lot, none of said votes shall be counted as said votes shall be deemed void.

In any election of the members of the board of directors, every owner entitled to vote at such an election shall have the right to cumulate his votes and give one candidate, or divide among any number of the candidates, a number of votes equal to the number of lots owned by the owner multiplied by the number of votes which the member is entitled to cast per lot multiplied by the number of directors to be elected. The candidates receiving the highest number of votes, up to the number of the board members to be elected, shall be deemed elected.

Each member shall have such other rights, duties and obligations as set forth in the Declaration and the Bylaws of the Association, as the same may be amended from time to time.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a board of directors and such officers as the directors may elect or appoint. Neither the directors nor the officers need be members of the Association. The number of directors shall not be fewer than three (3) nor more than eleven (11). The number of directors may be changed by amendment of the Bylaws of the

Association. The number of directors constituting the initial board of directors shall be four. The names, residences and post office addresses of the first directors of the Association are as follows, the election for directors having been held at 8100 East Indian School Road, Scottsdale, Arizona, on June 16, 1977, at 10:00 o'clock a.m.

<u>Name</u>	<u>Residence</u>	<u>Mailing Address</u>
Douglas P. Patterson	11445 N. 66th St. Scottsdale, Arizona 85254	Same
Micaela C. Patterson	11445 N. 66th St. Scottsdale, Arizona 85254	Same
Larrison Clark	5333 N. 7th St. Phoenix, Arizona 85014	Same
J. H. Patterson, Jr.	5777 S. Rural Rd. Tempe, Arizona 85283	Same

The election of the members of the board of directors is hereby ratified and the directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.

Directors shall be elected by the members of the Association at the annual meeting thereof to be held on the first Tuesday in the month of June, beginning in 1993. Directors shall hold office for one (1) year, or until their successors are elected and qualified. Any vacancy occurring on the board of directors by reason of death, resignation, or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior director's term. The

board is expressly authorized to adopt, amend, and rescind Bylaws for the Association, by a majority vote of the members of the board, at a regular or special meeting called therefor.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of sixty-six and two-thirds (66-2/3%) percent of the votes entitled to be cast by the members of the Association.

ARTICLE XII

ASSESSMENT

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as a foresaid and the necessary operating expenses of the Association, there shall be levied against each lot, and each lot owner, an annual assessment and other assessments, in the amounts and by the

procedures set forth in the Declaration, which assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

ARTICLE XIII

INCORPORATORS

The names and addresses of the incorporators of this Association are:

Douglas P. Patterson

11445 N. 66th St.
Scottsdale, Arizona 85254

Micaela C. Patterson

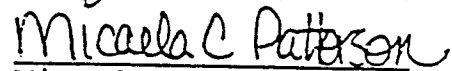
11445 N. 66th St.
Scottsdale, Arizona 85254

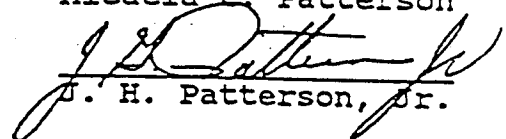
J. H. Patterson, Jr.

5777 S. Rural Rd.
Tempe, Arizona 85283

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 28th day of July, 1993.


Douglas P. Patterson


Micaela C. Patterson


J. H. Patterson, Jr.

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this the 28th day of July, 1993,
before me, the undersigned Notary Public, personally appeared
Douglas P. Patterson, Micaela C. Patterson, J.H. Patterson, Jr.,
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.

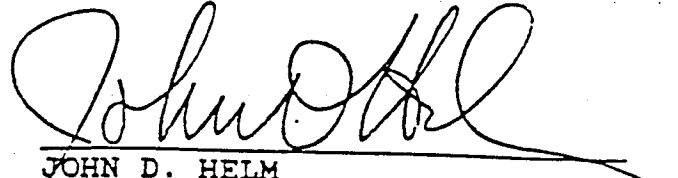
IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

Richard M. Kling
Notary Public

My commission expires:
March 12, 1995

CONSENT

I, JOHN D. HELM, hereby consent to act as Statutory Agent
for HEATHER PLACE HOMES ASSOCIATION, INC.


JOHN D. HELM

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing was acknowledged before me this 9th day of
August, 1993, by, JOHN D. HELM.


Notary Public

My Commission Expires:
7-30-96



ARIZONA CORPORATION COMMISSION
CORPORATIONS 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

CHECK APPROPRIATE BOX(ES) A or B

ANSWER "C"

HEATHER PLACE HOMES ASSOCIATION, INC.
EXACT CORPORATE NAME

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% 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 ☐

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.

BY Daniel A. Patterson DATE 7-28-93
TITLE Incorporator

BY Micula C Patterson DATE 7/28/93
TITLE Incorporator

BY J. Davis Patterson DATE 7-28-93
TITLE Incorporator

BY _____ DATE _____
TITLE _____

FISCAL DATE: 2/28

Douglas P. Patterson Dev. Corp.
8100 E. Indian School Road
Scottsdale, AZ 85251

Douglas P. Patterson
11445 N. 66th St.
Scottsdale, AZ 85254

Incorporated in the State of Arizona
Did business in the State of Arizona

Date of corporate operation: 1967-1989

In August of 1989 Douglas P. Patterson Dev. Corp. was
declared insolvent and filed Chapter 7 bankruptcy proceedings,
the case # was 89-7643PHXGBN.