

SEP 1 4 20 PM '87
APPROVED *James Green*
DATE AS FILED 9/24/87
TERM _____
DATE _____ TIME _____

ARTICLES OF INCORPORATION
of

WIND DRIFT MASTER COMMUNITY ASSOCIATION

198491

We, the undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

I. Name, Incorporators, Place of Business

A. The name of the corporation shall be Wind Drift Master Community Association and, until changed by the Board of Directors, its principal post office address shall be:

741 North Monterey Street
Gilbert, Arizona 85234

The corporation is sometimes referred to herein as the "Association."

B. The names and addresses of the incorporators are:

Ronald H. McGee
741 N. Monterey Street
Gilbert, Arizona 85234

Richard C. Walpole
741 N. Monterey Street
Gilbert, Arizona 85234

Armando Taddei
741 N. Monterey Street
Gilbert, Arizona 85234

II. Association Purposes and Powers

The general nature of the transactions to be authorized, the powers to be exercised and the purposes for which this Association is organized are as follows:

A. The business that the corporation initially intends to conduct is that of a homeowners association.

B. No provision of these articles of incorporation, the bylaws or other governing document of the Association shall prevail over a conflicting provision of that certain Master Declaration of Covenants, Conditions and Restrictions of Wind Drift, of record under Instrument No. 87-451456 in the Office of the Maricopa County Recorder, as it may be amended from time to time (referred to herein as the "Declaration"). Nor shall any act be authorized or taken, nor any policy be proposed or promulgated by or under the authority of the Association by any means other than amendment of that Declaration, if the effect of same is to accomplish a purpose or result that would otherwise require an amendment of the Declaration. Nothing herein shall be deemed to restrict the Association from any action or provision that is not in conflict with the Declaration.

C. The general nature and purpose of the endeavors in which the Association is engaged is:

1. To establish and conduct a general social, cultural, recreational, educational, and amusement enterprise for the benefit of its members.

2. To provide and maintain certain civic and community services for the promotion of social welfare not otherwise provided for.

3. To provide for the acquisition, construction, management, maintenance and care of Association property including

without limitation the maintenance and landscaping of Association property to the extent the same is not maintained by a governmental entity; and to do any and everything lawfully necessary or convenient to accomplish such purposes.

4. To coordinate, implement and aid the various nonprofit recreational, cultural and social clubs or associations that are now or may become duly recognized as such by this Association.

5. To promote cooperation in all matters of interest and benefit to the owners and occupants of the land area giving the Association members their rights of membership.

6. To contract, coordinate or operate with other organizations, associations, corporations or individuals in carrying out and conducting the activities and endeavors for which the Association is formed and in effecting the benefits and results sought to be gained.

7. To pursue educational, benevolent, literary, educational and any other purposes permitted by law for nonprofit corporations.

8. Nothing in these Articles shall be construed as granting a power or permitting conduct that would result in the Association losing its nonprofit, tax-exempt qualification under Arizona statutes, the United States Internal Revenue Code, or related law. Except as limited by these Articles, the Association shall have all the general and specific powers of a nonprofit cor-

poration as set forth in Title 10, Arizona Revised Statutes, and to the extent otherwise provided by law.

D. The Association may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects herein enumerated or now or later established by the members, directors and officers, may engage in any and all lawful acts that may be necessary or convenient in carrying on the business of the corporation, and may do so either alone or in association with other corporations, firms and individuals, as principals, agents, brokers, contractors, subcontractors, trustees or otherwise. In furtherance of those purposes, the corporation may exercise any and all of the corporate powers conferred by the laws of the State of Arizona or other appropriate jurisdiction extant at the creation of the corporation or thereafter permitted for any purpose whatsoever, and in general may do all things and exercise any and all powers that a partnership or natural person could do and exercise.

E. The foregoing powers shall be construed as both objects and powers and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Association.

III. Assets and Liabilities

A. The Association is organized as a nonprofit corporation under the laws of Arizona, and as such it shall have no power to issue capital stock. No dividends or pecuniary profits shall be declared or inure to any member, director or officer of the

Association, or any private individual (except that expenses incurred may be reimbursed and reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, director or officer of the Association, or any private individual, shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

B. In the event of the dissolution or winding up of the Association, all assets not otherwise disposed of and not subject to any trust, shall be transferred as the Board of Directors may then decide, but may be utilized only for carrying out the purposes or similar purposes of this Association.

C. The private property of the members, directors and officers of the Association shall be forever exempt from the debts and obligations of the Association.

IV. Members

A. Members of the Association shall be limited to Lot owners and others as prescribed by the Declaration.

B. The classes of members of the Association, the qualifications of each class, and the rights, privileges, duties and obligations of all members shall be as set forth in the Bylaws of the Association.

C. No membership or certificate of membership shall be transferable and no assignee or transferee thereof, whether by operation of law or otherwise, shall be entitled to membership in the Association or to any property rights or interest therein,

except as shall be provided in the Declaration and the Bylaws of the Association. Any person ceasing to be a member shall forfeit all rights and privileges of membership and all rights or interest in the Association absolutely, except as shall be provided in the Bylaws of the Association.

V. Conduct of Affairs

The affairs of the Association shall be conducted as provided in this article, and as may be further provided in the Bylaws of the Association.

A. The affairs of the Association shall be conducted by a Board of Directors of not less than three, each of whom shall hold office for such terms and be elected in such manner as shall be designated in the Bylaws. The number of directors shall be determined as provided in the Bylaws, the initial size of the board shall be three, and the following persons shall be the directors until the first annual or other meeting of members, or until their successors are elected and qualify:

Ronald H. McGee
Richard C. Walpole
Armando Taddei

B. The directors may adopt Bylaws for the Association which may treat any subject and may supplement and add to the provisions of these Articles of Incorporation, so long as they are not in direct conflict with any of the provisions herein contained. The Bylaws may be amended, modified, revised or revoked by the directors or by the members. In the event of conflict con-

cerning the Bylaws as amended, modified, revised or revoked by the directors and by the members, the action of the members shall prevail.

C. The offices of this Association and the qualifications of incumbents therein shall be specified in the Bylaws, which may provide for the creation of additional offices by the directors or by an executive committee, and the filling of such created offices by the directors or the executive committee.

D. This Association shall indemnify any and all of the directors or former directors of the Association, their personal representatives and heirs, and the Board of Directors may, in its sole discretion, determine to indemnify any and all of the officers, employees and agents, or former officers, employees and agents of the corporation, their personal representatives and heirs, as provided in Arizona Revised Statutes, and upon such other or further terms as shall be provided in the Bylaws.

E. No provisions of these Articles or of the Bylaws shall abrogate the ultimate authority of the Board of Directors over all property, facilities and operations of the Association or its subsidiaries.

VI. Term of Association

The time of commencement of the Association shall be the day these articles are filed with the Arizona Corporation Commission and it shall have perpetual succession by its corporate name.

VII. Amendment

These Articles of Incorporation may be amended at any meeting of the members called for that purpose by the Board of Directors or called by a petition of at least ten percent of the total membership of record, according to a procedure established in the Bylaws, and in the absence of such procedure or part thereof then, as to the absent matters, according to the procedure then specified in Arizona Revised Statutes. Amendments shall be adopted by an affirmative vote of a majority of the members of the Association present at that meeting.

VIII. Statutory Agent

Donald W. Hart, whose address is 800 Arizona Title Building, 111 West Monroe Street, Phoenix, Arizona, a bona fide resident of the State of Arizona for more than three years immediately preceding the date hereof, is hereby appointed and made the agent of this corporation to serve until the appointment of another agent, and upon whom all notices and process, including writ of summons, may be served, and when so served shall be lawful personal service on this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on August 13th, 1987.



Ronald H. McGee



Richard C. Walpole



Armando Taddei

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this day, personally appeared before me Ronald H. McGee, Richard C. Walpole and Armando Taddei, who are known to me to be the persons whose names are above subscribed, and after being first duly sworn, acknowledged upon their separate oaths that each executed the foregoing Articles of Incorporation for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on August 13th, 1987.

My Commission Expires:

My Commission Expires Jan. 29, 1990

Sheryl M. Alsbury
Notary Public

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85709

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

WIND DRIFT MASTER
COMMUNITY ASSOCIATION

EXACT CORPORATE NAME

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

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, 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 judgment, date and location, the court and public agent 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 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, 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

By Ronald C. Wozniak DATE 8/25
INCORPORATOR

BY _____ DATE _____
TITLE Incorporator

BY _____ DATE 8/24
TITLE Incorporator

Subscribed, sworn to and acknowledged before me this 24 DAY of August, 19 87.

[Signature]
NOTARY PUBLIC

FISCAL DATE: December 31

My Commission expires: My Commission Expires July 8, 1989

STATEMENT OF FISCAL YEAR

Wind Drift Master Community Association states that until changed by action of the Board of Directors of the corporation, its fiscal year ends on December 31 of each calendar year.

Election made on August 31, 1987.

WIND DRIFT MASTER COMMUNITY
ASSOCIATION

By 

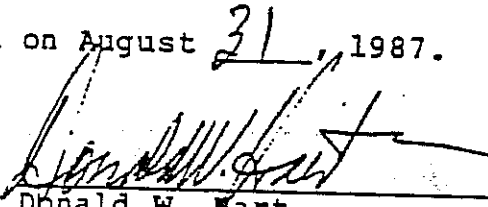
Ronald H. McGee
Incorporator

CONSENT TO APPOINTMENT

I, Donald W. Hart, hereby acknowledge that I have been notified of my appointment to be statutory agent of Wind Drift Master Community Association, an Arizona corporation. I hereby consent to and accept that appointment. My address for service of process is:

800 Arizona Title Building
111 West Monroe Street
Phoenix, Arizona 85003

Done at Phoenix, Arizona on August 31, 1987.


Donald W. Hart

We, the undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

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Gilbert, Arizona 85234

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B. The names and addresses of the incorporators are:
Ronald H. McGee Richard C. Walpole
741 North Monterey Street 741 North Monterey Street
Gilbert, Arizona 85234 Gilbert, Arizona 85234

Armando Taddel
741 North Monterey Street
Gilbert, Arizona 85234

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A. The business that the corporation initially intends to conduct is that of a homeowners association.

B. No provision of these articles of Incorporation, the bylaws or other governing document of the Association shall prevail over a conflicting provision of that certain Declaration of Covenants, Conditions and Restrictions of Wind Drift, of record under Instrument No. 87-451454 in the Office of the Maricopa County Recorder, as it may be amended from time to time (referred to herein as the "Declaration"). Nor shall any act be authorized or taken, nor any policy be proposed or promulgated by or under the authority of the Association by any means other than amendment of that Declaration, if the effect of same is to accomplish a purpose or result that would otherwise require an amendment of the Declaration. Nothing herein shall be deemed to restrict the Association from any action or provision that is not in conflict with the Declaration.

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1. To establish and conduct a general social, cultural, recreational educational, and amusement enterprise for the benefit of its members.

Such enterprise shall be conducted by an executive committee.

D. This Association shall indemnify any and all of the directors or former directors of the Association, their personal representatives and heirs, and the Board of Directors may, in its sole discretion, determine to indemnify any and all of the officers, employees and agents, or former officers, employees and agents of the corporation, their personal representatives and heirs, as provided in Arizona Revised Statutes, and upon such other or further terms as shall be provided in the Bylaws.

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IN WITNESS WHEREOF, we have hereunto set our hands on August 13th, 1987.

/s/Ronald H. McGee
Ronald H. McGee
/s/Richard C. Walpole
Richard C. Walpole
/s/Armando Taddel
Armando Taddel

STATE OF ARIZONA)

County of Maricopa) ss.
On this day, personally appeared before me Ronald H. McGee, Richard C. Walpole, and Armando Taddel, who are known to me to be the persons whose names are above subscribed, and after being first duly sworn, acknowledged upon their separate oaths that each executed the foregoing Articles of Incorporation for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on August 13th, 1987.

/s/Sheryl M. Aisbury
Sheryl M. Aisbury
Notary Public

WIND DRIFT MASTER COMMUNITY ASSOCIATION

Arizona Business Gazette

305 North First Street
P.O. Box 1950
Phoenix, Arizona 85001

The State's Premier Business Weekly.

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

JAMES W. EVANS, being first duly sworn, upon oath deposes and says:
That he is the publisher of

Arizona Business Gazette

a newspaper of general circulation in the County of Maricopa, State of Arizona, published at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

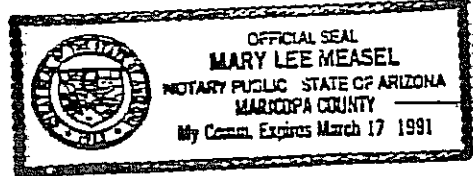
OCTOBER 12 19 26 1987

James W. Evans

Sworn to before me this

26RD day of

OCTOBER A.D. 1987



Mary Lee Measel
Notary Public



ARIZONA CORPORATION COMMISSION

RECEIVED

SEP 28 1987

JENNINGS, KEPNER & HAUG

September 21, 1987

Wind Drift Master Community Association

DOCKETED		
Date	10/31	11/30
		12/31/87
By	4/15/88	<i>[Signature]</i>
JENNINGS, KEPNER & HAUG		

We are pleased to notify you that your Articles of Incorporation were approved and filed on September 1, 1987.

You must publish a copy of your Articles of Incorporation WITHIN SIXTY (60) DAYS from the File Date. The publication must be in a newspaper of general circulation in Maricopa County, for three (3) consecutive publications. An Affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, no later than the 15th day of the fourth (4th) month following the close of each fiscal year. Your fiscal year end is December 31, 1987. A preprinted Annual Report form will be mailed to you during that month.

If you have any questions or need further information, please contact us at (602) 255-3135 or Toll Free (Arizona residents only) 1-800-345-5819.

Very truly yours,

Sonia Greer

Examiner Technician
Corporations Division
Arizona Corporation Commission