

ARTICLES OF INCORPORATION

OF

SUNFLOWER COMMUNITY ASSOCIATION, INC.

(An Arizona Nonprofit Corporation)

RECORDED & INDEXED
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Daria [Signature]
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Article 1. Name. The name of the corporation is Sunflower Community Association, Inc. ("Association").

Article 2. Nonprofit Corporation. The Association is formed as a nonstock, nonprofit corporation under the laws of the State of Arizona, Title 10, Chapter 22, Article 2, Arizona Revised Statutes.

Article 3. Principal Office. The mailing address of the initial principal office of the Association is 1565 E. Rancho Vistoso Blvd., Tucson, Arizona 85737.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Sunflower, recorded or to be recorded in the Office of the County Recorder of Pima County, Arizona ("Declaration").

Article 5. Purposes. The purposes for which the Association is organized, and the character of affairs which the Association initially intends to actually conduct in Arizona, are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association as specified therein, in the Bylaws of Sunflower Community Association, Inc. ("Bylaws"), and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the Owners of Lots subject to the Declaration.

Article 6. Powers. The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the power:

(i) to fix, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to

the extent the Association may be authorized to do so under the Declaration or Bylaws; —

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide for any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

(b) The Association shall make no distributions of income to its Members, directors, or officers.

Article 7. Members.

(a) The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws. The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners except the Class "B" Member, if any. The Class "B" Member shall be, collectively, the Declarant and any Builders who are Owners. The Class "B" Member's rights are specified in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

(b) Change of membership in the Association shall be established by recording in the official

records of Pima County, Arizona, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

(c) The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

Article 8. Dissolution. In the event of dissolution, liquidation or winding up of the Association, subject to the Declaration, the Association's assets remaining after payment, or provision for payment, of all known debts and liabilities of the Association shall be divided among and distributed to the Members thereof in accordance with their respective rights therein.

Article 9. Directors.

(a) The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three directors. The number of directors may be increased in accordance with the Bylaws.

(b) The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Craig Briner
1565 E. Rancho Vistoso Blvd.
Tucson, Arizona 85737

Randy Paul
1565 E. Rancho Vistoso Blvd.
Tucson, Arizona 85737

Janna Schewel
1565 E. Rancho Vistoso Blvd.
Tucson, Arizona 85737

Each of the foregoing persons has consented to be a director.

(c) The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws.

(d) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 10. Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Class "B" Member or the Class "A" Members in the manner provided in the Bylaws.

Article 11. Liability of Directors, Officers and Committee Members. To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty, duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the

liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

Article 12. Amendments. These Articles of Incorporation may be amended unilaterally by the Class "B" Member until termination of the Class "B" Control Period, and thereafter by the affirmative vote or written consent, or any combination thereof, of Members representing at least 51% of the Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists; provided, no amendment may be in conflict with the Declaration, and provided further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 13. Incorporators. The names and addresses of the incorporators of the Association are:

Craig Briner
1565 E. Rancho Vistoso Blvd.
Tucson, Arizona 85737

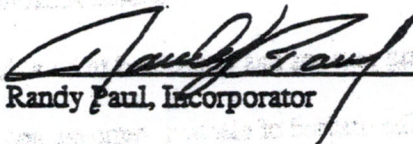
Randy Paul
1565 E. Rancho Vistoso Blvd.
Tucson, Arizona 85737

Article 14. Statutory Agent. The name and address of the Association's initial statutory agent is Associated Asset Management, 1300 E. Missouri, Suite A-100, Phoenix, Arizona 85014, upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filing of such appointment shall revoke this or any other previous appointment of such agent.

21st IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this day of August, 1997.



Craig Briner, Incorporator



Randy Paul, Incorporator

DEC 04 1998

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SUNFLOWER COMMUNITY ASSOCIATION, INC.**

DATE APPR. 12/4/98
TERM _____
BY Tom Hood
08165434

Pursuant to the provisions of Title 10, Section 2361, et seq., Arizona Revised Statutes, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST

The name of the corporation is Sunflower Community Association, Inc.

SECOND

The documents attached hereto as Exhibit "A" sets for the amendments to the Articles of Incorporation which were unanimously adopted by the Board of Directors of the corporation on August 12, 1998, in the manner prescribed by the Arizona Revised Statutes.

THIRD

The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by the act of the Board of Directors on August 12, 1998, in the manner prescribed by the Arizona Revised Statutes. There are no Members entitled to vote.

DATED this 25 day of August, 1998.

SUNFLOWER COMMUNITY ASSOCIATION, INC.,
an Arizona non-profit corporation

By [Signature]
President

By [Signature]
Vice President

By [Signature]
Secretary/Treasurer

STATE OF ARIZONA)
) ss.
County of Pima)

The foregoing instrument was acknowledged before me this 25th day of August, 1998, by Michael K. Jesberger, President, Pat Pitman, Vice President and Laurie Tarver, Secretary/Treasurer, respectively, of Sunflower Community Association, Inc., an Arizona non-profit corporation, on behalf of said corporation.

Rachel L. Turnipseed
Notary Public

My Commission Expires:

11-22-98

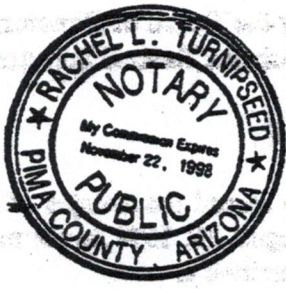


EXHIBIT "A"

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SUNFLOWER COMMUNITY ASSOCIATION, INC.

1. Article 8 of the Articles of Incorporation is amended to read in its entirety as follows:

ARTICLE 8. Dissolution. Upon dissolution of the Association, these assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a non-profit corporation, trust or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association.

2. Article 12 of the Articles of Incorporation is amended to read in its entirety as follows:

ARTICLE 12. Amendments. Subject to any additional limitations imposed by the Declaration, these Articles of Incorporation may only be amended by the affirmative vote of a least sixty-seven percent (67%) of the votes cast by the Owners of Lots entitled to vote, present in person or by proxy, at a meeting called for that purpose. As long as there is a Class "B" membership, after the first closing the following will require prior written approval of the Federal Housing Administration or Veteran's Administration: Annexation of additional properties, mergers and consolidations, mortgaging of any Common Area, dedication of Common Area, dissolution or amendment of these Articles.