

Paul W. Mercer
Attorney at Law
L & M Building - Suite 1
4014 North 7th Street
Phoenix, Arizona 85012


April 9, 1979

The Arizona Corporation Commission
2222 West Encanto Boulevard
Phoenix, Arizona 85009

Dear Sir:

Please be advised that the fiscal date for
Park Palisades Homeowners Association, Inc., has been
determined to be the calendar year.

Sincerely yours,


Paul W. Mercer

PWM/tki

ARIZONA CORPORATION COMMISSION INCORPORATING DIVISION

2222 WEST ENCANTO BLVD., SUITE 210-D
PHOENIX, ARIZONA 85009

PLEASE ADVISE OF FISCAL DATE

I. CERTIFICATE OF DISCLOSURE
A.R.S. 10-128

CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE

THE UNDERSIGNED CERTIFY THAT

A. No person serving either by election or appointment as officers, directors, trustees, 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, deceit by false pretenses or restraining order of 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 trade or monopoly in any state or federal jurisdiction, judgment, decree or permanent order immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order:
(a) Involved the violation of the consumer fraud laws of that jurisdiction, or
(b) Involved the violation of the antitrust or restraint laws of that jurisdiction, or
(c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

B. The following persons serving either by election or appointment as officers, directors, trustees, 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, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) George M. Green, Jr. Pres' tent

Karl D. Heithier - Vice President

Ronald E. Freemole - Vice President

Roland D. Ptak - Secretary/Treasurer

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately 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, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED: _____ EXACT CORPORATE NAME Park Palisades Homeowners Association, Inc.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

BY X George M. Green BY X Ronald D. Ptak
President Treasurer/Secretary

TITLE: President

Where initial officers have not yet been elected an amended certificate must be filed within sixty (60) days of original filing and must be signed by two (2) executive officers and directors.

All Incorporators must sign the initial Certificate of Incorporation. (If more than two Incorporators, please attach remaining signatures on a separate sheet of paper.)

By: Ronald E. Freeman

By: X Karl D. Heitner

Title: Vice-President

Title: Vice-President

This instrument was recorded at request of:
 [Richard C. Erickson, Atty
 16929 E. Enterprise, Suite 101
 Fountain Hills, AZ 85268

L]
 The recording official is directed to return this instrument or a copy to the above person.

Space Reserved for Recording Information

NOTICE OF RIGHT TO DO BUSINESS UNDER AN ALTERNATIVE NAME

G-21 • LawForms 2-87



Effective Date: February 19, 1988	Location of Business 16636 E. Palisades Blvd. #14 Fountain Hills, Arizona 85268 Attention: Larry Byersmith
Name and Address of Business Owner(s) Larry Byersmith Vess Shirley Park Palisades Homeowners Association, Inc. #1 16636 E. Palisades Blvd. #14 Fountain Hills, Arizona 85268	Ownership of Business <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation
Primary Name of Business Park Palisades Homeowners Association, Inc. #1	Secondary Name of Business (D.B.A. Name) Shadow Canyon Townhomes

The above named business owner(s) hereby declares authority to do business by the above named Primary business and/or the above named secondary business name, including all rights and responsibilities for all receipts, debts and obligations incurred. If the above is a Corporate entity, owners recognize and acknowledge that all necessary recordings and filings with the SEC, the corporation itself, the stockholders and all other concerned parties have been processed and notified. Business owners intend for this name to be a matter of public record.

Larry Byersmith
 Larry Byersmith, President

Vess Shirley
 Vess Shirley, Secretary
 Signature of business owner(s)

STATE OF ARIZONA
 COUNTY OF MARICOPA

Date of this Acknowledgement
February 26, 1988

Acknowledgement. On this date, before me, a Notary Public, personally appeared:

Larry Byersmith

known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

Signature of Notary Public

Deborah Childers
 Notary Public - State of Arizona
 My Comm. Expires 9/23/87

STATE OF ARIZONA)
) ss
County of Maricopa)

Acknowledgement. On this date before me, a Notary Public personally appeared Vess Shirley known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

Date of this acknowledgement.

2/29/88

Carleen L. Akin
Notary Public

My Commission Expires:

My Commission Expires Feb. 12, 1991



RECEIVED
APR 19 1979
ALL DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING.

Mon 4/19/79

PKL

122302

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

APR 19 1979

FD 12-31

At *8:35 AM* at request of
Paul W. Messer
Address *5014 N. 7th St*
Phoenix, AZ
By *Joyce Gardner*
G. C. Anderson Jr SECRETARY

R# 92556

ARTICLES OF INCORPORATION

OF

PARK PALISADES HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

ARTICLE I

NAME: The name of the corporation shall be: PARK PALISADES HOMEOWNERS ASSOCIATION, INC. *ok j m*

ARTICLE II

KNOWN PLACE OF BUSINESS: The known place of business of this corporation shall be 16332 E. Palisades Boulevard, Fountain Hill, Arizona, 85268.

ARTICLE III

Fiscal date - Calendar.

ARTICLE IV

NATURE OF BUSINESS AND POWERS: The general nature of the business to be transacted by the corporation and the objects and purposes for which the corporation is established shall be and are to provide for the maintenance, preservation and architectural control of the condominium project situated on that certain real property located in the County of Maricopa, State of Arizona, and all structures and improvements thereon, described as follows:

Lot 9, Block 1, Fountain Hills, Arizona, final Plat No. 103 according to book of maps, page 3, Records of Maricopa County, Arizona.

The purpose for which this corporation is organized shall include the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona. This statement shall not limit the character, purposes or powers which the corporation may ultimately assume, conduct or exercise.

During any period that it is a private foundation as that term is defined at Section 509 of the Internal Revenue Code of 1954, as amended, it shall be required to distribute such amounts at such time and in such a manner as to prevent it from becoming liable for the tax imposed by Section 4942 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

NON-STOCK, MEMBERSHIP CORPORATION. This shall be a non-stock membership corporation. This shall be a membership corporation, the authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method for collection thereof, shall be as set forth in the bylaws.

ARTICLE VI

THE NAMES, RESIDENCES AND POST OFFICE ADDRESSES OF THE INCORPORATORS ARE AS FOLLOWS:

Ronald E. Freemole, Vice-President
11010 Middlecoff Drive
Fountain Hills, AZ 85268

Carl D. Heither, Vice-President
P.O. Box 649
Rapid City, South Dakota 57709

George M. Green, President
3014 Stockade
Rapid City, South Dakota 57701

Roland D. Ptak, Treasurer/Secretary
14237 Aguilar Drive
Fountain Hills, AZ 85268

ARTICLE VII

TIME OF COMMENCEMENT: The time of commencement of this corporation shall be the day these articles are filed with the Arizona Corporation Commission, and termination thereof shall be twenty-five years thereafter, with the privilege of successive renewal as provided by law so as to achieve perpetual succession.

ARTICLE VIII

CONDUCT OF AFFAIRS: This corporation shall be a not-for-profit corporation and shall have no stock. The affairs of this corporation shall be conducted by the board of directors and such officers and committees as the directors may from time to time appoint. The number of directors shall be fixed by the bylaws, but shall not exceed the maximum number of directors permitted by law. The directors shall not serve without compensation and no director shall receive any pecuniary benefit as a direct result of being a director of the corporation. The initial board of directors shall have power to increase the size of the board of directors subject to the restrictions imposed by this article. Such new positions and any vacancies on the board of directors resulting from death, resignation or inability to serve shall be filled in a manner pro-

vided in the bylaws. The failure to fill any vacancy on the board of directors shall not operate to reduce the size of the board of directors but the directors actually in office shall at any time constitute the board of directors, provided, however, that should the number of directors actually in office fall below two, the remaining directors shall be without power to take any action except to fill the vacancy. The board of directors shall have the power to appoint committees to act on behalf of the corporation and to define, by appropriate bylaws, each committee's purposes and powers. The committees appointed by the board of directors may have the powers available to the board under these articles of incorporation and permitted by the bylaws except the power to amend the bylaws or to fill vacancies on the board of directors or any committee. The board of directors shall have the exclusive power to adopt, amend and rescind the bylaws. The bylaws shall provide the method for election of directors. The annual meeting of the corporation shall be held each year on September 1, or such later date as may be specified by notice duly given in accordance with the bylaws to each director. The initial directors of the corporation were elected at a meeting of the incorporators on December 10, 1978, at 11819 N. Saguaro Boulevard, Fountain Hills, Arizona, 85268, and are as follows:

Ronald R. Freemole
George M. Green
Carl D. Heither
Roland D. Ptak

ARTICLE IX

INDEBTEDNESS: The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time subject itself, is the sum of one million dollars (\$1,000,000.00).

ARTICLE X

EXEMPTION AND INDEMNIFICATION: The private property of the incorporators, directors, officers, employees, and agents of this corporation shall be exempt from all corporate debts and liabilities of whatsoever kind and nature. This corporation shall have the power of indemnification granted by the laws of the State of Arizona, specifically A.R.S. §10-005.

ARTICLE XI

DEVOLUTION OF ASSETS ON DISSOLUTION: Upon the dissolution of this corporation, whether such dissolution shall result from voluntary action on the part of the board of directors, court order, or lapse of time, no part of the remaining assets of the corporation, after the discharge of all corporate liabilities, shall inure to the private profit, benefit or advantage of any member or former member, but the whole of such remaining assets shall be by the directors distributed in cash or in kind, in fee, absolutely and without possibility of reversion, as absolute gifts without return consideration direct or indirect, and in such amounts and proportions as the

directors shall determine, to such not-for-profit foundations, corporations, societies, associations and institutions which have purposes and objects similar to those of this corporation. A determination of the directors with respect to all such distribution shall be final.

ARTICLE XII

STATUTORY AGENT: The initial statutory agent of the corporation shall be:

Roland D. Ptak
14237 Aguilar Drive
Fountain Hills, AZ 85268

IN WITNESS WHEREOF, the incorporators hereunto set thier hands as of this 9 day of April, 1979.

Ronald E. Freemole
RONALD E. FREEMOLE, Vice-President
11010 Middlecoff Drive
Fountain Hills, AZ 85268

Karl D. Heither
CARL D. HEITHER, Vice-President
P.O. Box 649
Rapid City, South Dakota 57709

George M. Green
GEORGE M. GREEN, President
3014 Stockade
Rapid City, South Dakota 57701

Roland D. Ptak
ROLAND D. PTAK, Treasurer/Secretary
14237 Aguilar Drive
Fountain Hills, AZ 85268

STATE OF ARIZONA)
) ss:
County of Maricopa)

Before me, the undersigned, a Notary Public for the State of Arizona, with principal office in Maricopa County, personally appeared Ronald E. Freemole, Carl D. Heither, George M. Green & Roland D. Ptak, known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me that they executed the same.

WITNESS BY my hands and official seal this 9 day of April, 1979.

Theresa Kay Dow
NOTARY PUBLIC IN AND FOR SAID
COUNTY AND STATE

MY COMMISSION EXPIRES:
Commission Expires July 20, 1982