

593029 0031

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-126 & 10-1084

PLEASE SEE REVERSE SIDE

THE COVE HOMEOWNERS' ASSOCIATION, INC.
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, 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 10-126.01 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.

JUL 17 1992

FILE X

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

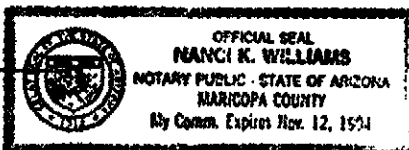
BY [Signature] DATE July 8, 1992
TITLE Incorporator

Subscribed, sworn to and acknowledged before me this 8th DAY of July, 19 92

Nanci K. Williams
NOTARY PUBLIC

BY _____ DATE _____
TITLE _____
FISCAL DATE: December 31

My Commission expires: _____



Inc. 0001 - Domestic

33029 0051

AZ STATE COMMISSION
FOR THE STATE OF AZ.

ARTICLES OF INCORPORATION

OF

Jun 8 4 47 PM '92

THE COVE HOMEOWNERS' ASSOCIATION, INC.

[Handwritten Signature]
1992

KNOW ALL MEN BY THESE PRESENTS:

243793-9

The undersigned has this date voluntarily associated himself for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose does adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **THE COVE HOMEOWNERS' ASSOCIATION, INC.** (the Corporation)
OR 2

ARTICLE II

The place of business of this Corporation shall be at 2111 E. Highland, 255, Phx., AZ 85016, Maricopa County, Arizona, but other offices may be established and maintained at such other places as the Board of Directors may designate from time to time.

ARTICLE III

The initial business and primary purpose of this Corporation shall be to act as the "Association," as defined in the Declaration of Covenants, Conditions and Restrictions, as and if amended, recorded August 29, 1986, as Document No. 86 469514, in the Maricopa County Recorder's Office (the "Declaration") according to the plat thereof recorded August 27, 1986, in the Maricopa County Recorder's Office, Arizona, in Book 302 of Maps, Page 3, as and if amended. This Corporation will not engage in any other business or activity, except as set forth herein and in the Bylaws of the Corporation.

This Corporation does not contemplate securing any gain or profit to the members of the Corporation, and the members shall have no individual interest in the profits of the Corporation, if they are generated.

In the conduct of its business, this Corporation shall be empowered to do any and all things that a private person might do under the laws of the State of Arizona.

ARTICLE IV

This Corporation shall be a non-stock membership corporation and shall be owned by its members in accordance with the number of Lots (as defined in the Declaration) owned by such

member. Membership in this Corporation shall be limited to Owners (as defined in the Declaration) of Lots. No stock shall be issued by this Corporation and no dividends or pecuniary profits shall be paid to its members. All members entitled to vote shall cast such votes pursuant to the terms and conditions of the Declaration and the Bylaws of this Corporation.

ARTICLE V

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors of this Corporation and who shall hold office until their successors have been elected and qualified, are as follows:

Leslie D. Mabbott
9940 - 106th Street
Suite 200
Edmonton, Albert, Canada
T5K 2N2

Max H. Cohen
5410 - 76 Ave.
Edmonton, Alberta,
Canada, T6B0A6

Jack Cohen
5410 - 76 Ave.
Edmonton, Alberta,
Canada, T6B0A6

The number of Directors of this Corporation shall not be less than three (3) members who shall be elected at each annual meeting of the members of the Corporation as more particularly set forth in these Articles and the Bylaws of this Corporation. All members of the Board of Directors elected after the initial Board shall be Owners of Lots (as defined in the Declaration) (or the spouses of Owners; or legal entity, then an officer, director, partner, agent, trustee or beneficiary thereof). Termination of membership in this Corporation shall be in accordance with the Declaration and the Bylaws of this Corporation.

ARTICLE VI

The private property of the members, directors, and officers of this Corporation shall be forever exempt from the Corporation's debts and obligations, except as otherwise provided herein, or in the Bylaws of this Corporation.

ARTICLE VII

This Corporation shall indemnify any and all of its directors, officers, or former directors and officers against any expenses incurred by them, including legal fees, or judgments or penalties rendered or levied against any such person while acting within the scope of his authority as a director or officer of this Corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse

top act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matters involved in this action.

ARTICLE VIII

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed in such manner as the Board of Directors may deem appropriate.

ARTICLE IX

The name and address of the Incorporator is as follows:

Leslie D. Mabbott
9940 - 106th Street
Suite 200
Edmonton, Alberta, Canada
T5K 2N2

The name and address of the Corporation's Statutory Agent is S.A. ONE LTD., an Arizona corporation, 2111 West Highland Avenue, Suite 255, Phoenix, Arizona 85016.

ARTICLE XI

The duration of this Corporation shall be in accordance with the Declaration, the Bylaws of this Corporation, and the laws of the State of Arizona.

ARTICLE XII

The fiscal year of the Corporation shall be the calendar year and begin on the first day of January of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board should corporate practice subsequently dictate.

ARTICLE XIII

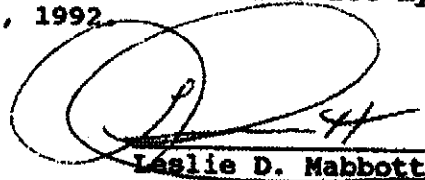
To the extent that these Articles shall be contrary to or inconsistent with provisions of the Declaration, these Articles shall be considered superseded by such provisions of the Declaration.

ARTICLE XIV

These Articles shall not be amended to contain any provision which would be contrary to or inconsistent with the Declaration as in effect from time to time and any provisions of or purported amendment to these Articles which is contrary to or inconsistent with the Declaration shall be void to the extent of

such inconsistency. Subject to the foregoing, the Corporation may amend, alter or repeal any provision hereof only by the affirmative vote of a majority of the members then entitled to vote at any regular or special meeting, in person or by proxy, and upon ten (10) days prior written notice to all first lienholders, and, if required by law, after publication in a newspaper having general circulation in Maricopa County, Arizona.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of July, 1992.



Leslie D. Mabbott

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S. A. ONE, LTD.,
an Arizona corporation
I.D. #0000083032
2111 East Highland Avenue
Suite 255
Phoenix, Arizona 85016
(602) 956-4438

July 7, 1992

Arizona Corporation Commission
Post Office Box 6019
Phoenix, Arizona 85005

Attn: Incorporating Division

Re: THE COVE HOMEOWNERS' ASSOCIATION, INC.

Dear Sir or Madam:

The undersigned, on behalf of S. A. One, Ltd., an Arizona corporation, which has been designated to act as Statutory Agent for the above-referenced corporation, hereby consents to act in that capacity until renewal or resignation is submitted in accordance with the Arizona Revised Statutes.

Yours very truly,

S. A. ONE, LTD.,
an Arizona corporation

By Nanci K. Williams
Nanci K. Williams
Its: Secretary

NKW:kn

AZ. CORP COMMISSION
FOR THE STATE OF AZ.
FILED

Dec 17 4 02 PM '92

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

243793-9

APPR *Arthur Thomas*
DATE APR 1990
TERM
DAY TIME

Pursuant to the provisions of Sections 10-1035 and 10-1036 of the Arizona Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation:

I

The current name of the Corporation is The Cove Homeowners' Association, Inc. (the "Corporation").

II

The following amendment was adopted at the organizational meeting of the Board of Directors and by written consent of all members of the Corporation on the 2nd day of December, 1992, by act of the members.

Article XIV was amended in its entirety to read as follows:

"ARTICLE XIV

These Articles shall not be amended to contain any provision which would be contrary to or inconsistent with the Declaration as in effect from time to time and any provisions of or purported amendment to these Articles which is contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency. Subject to the foregoing, the Corporation may amend, alter or repeal any provision hereof only by the affirmative vote of two thirds (2/3) of the members then entitled to vote at any regular or special meeting, in person or by proxy, and upon ten (10) days prior written notice to all first lienholders, and, if required by law, after publication in a newspaper having general circulation in Maricopa County, Arizona."

DATED: December 2, 1992.

