

ARTICLES OF INCORPORATION

AT: CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

OF

MORNING STAR RANCH COMMUNITY ASSOCIATION

JUN 3 2 24 PM '96
Dale L. Lunsford
TERM DATE 6-9-96
TIME

I

0799085-2

NAME AND STATUS

The name of the corporation shall be Morning Star Ranch Community Association (the "Association"). The Association is being formed as a nonprofit corporation in accordance with Arizona Revised Statutes §10-2342.

II

DEFINED TERMS/CONFLICTING PROVISIONS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, and Restrictions for the Association recorded on May 17, 1996, in the Office of the Recorder of Santa Cruz County, Arizona, as Docket No. 694, at page 382 (the "Declaration"). The Declaration, these Articles of Incorporation, the Bylaws, the Community Association Rules and the Community Design Guidelines are collectively referred to herein as the "Project Documents."

III

PURPOSE

The purpose for which the Association is organized is to provide for the management, maintenance and care of the Association's property or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the

Project Documents. In furtherance of, and in order to accomplish the foregoing purpose, the Association may transact any and all lawful affairs for which nonprofit associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

IV

INITIAL AFFAIRS

The initial affairs which this Association initially intends to conduct are to provide for the management, maintenance and care of the Association's property and to exercise and perform such other powers and duties as are granted to or imposed on the Association by the Project Documents.

V

MEMBERSHIP AND VOTING RIGHTS

Membership in the Association, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Project Documents.

VI

STATUTORY AGENT

The name and address of the initial statutory agent is: Raven, Kirschner & Norell, P.C., One South Church Avenue, Suite 1600, Tucson, Arizona 85701.

VII

BOARD OF DIRECTORS AND OFFICERS

The initial board of directors shall have three (3) directors. The persons who are to serve as directors until the first annual election of the board of directors, or until their successors are

elected and qualify, are: Philip M. McLaughlin, P.O. Box 67107, Chestnut Hill, Massachusetts 02167; Carl H. Larson, P.O. Box 15033, Scottsdale, Arizona 85267; and David P. Blouin, P.O. Box 15033, Scottsdale, Arizona 85267.

The initial officers of the Association, who shall serve at the pleasure of the board of directors, are:

Philip M. McLaughlin	—	President
Carl H. Larson	—	Secretary/Treasurer

VIII

LIABILITY OF DIRECTORS

The personal liability of the directors to the Association and its members for monetary damages for breach of fiduciary duty as a director is limited or eliminated to the fullest extent permitted by applicable law.

IX

INCORPORATOR

The incorporator of the Association is: Philip M. McLaughlin, c/o First Resources of Boston, Inc., P.O. Box 67107, Chestnut Hill, Massachusetts 02167.

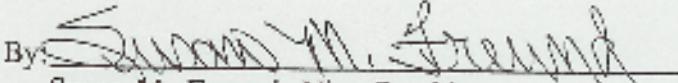
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 12 day of May 1996.


Philip M. McLaughlin

ACCEPTANCE OF STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment of statutory agent of Morning Star Ranch Community Association effective this 10th day of May 1996.

RAVEN, KIRSCHNER & NORELL, P.C.,
an Arizona Professional Corporation

By: 
Susan M. Freund, Vice President

One South Church Avenue, Suite 1600
Tucson, AZ 85701