



AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

"EXP"
FEB 16 2006

OF

FILE NO. -12036964

SAN TAN SUNRISE ESTATES
HOMEOWNERS ASSOCIATION, INC.

(Arizona Non-Profit Corporation)

1. Name. The name of the corporation shall be **San Tan Sunrise Estates Homeowners Association, Inc.** (the "Corporation").

2. Purpose. The Corporation is organized for the exclusive purpose of transacting any or all lawful business for which nonprofit corporations may be incorporated under the Arizona Revised Statutes, as amended from time to time, only to the extent that such purpose does not disqualify the Corporation as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax laws.

Character of Affairs. The Corporation will engage in the business of providing maintenance, monitoring, repair, and preservation of all properties defined under the Corporation's CC&Rs, specifically:

- (a) maintain all landscaping (including within right of ways), open space areas and tracts contained within San Tan Sunrise Estates; and
- (b) have and exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Arizona may now or hereafter have to exercise.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation: (1) exempt from income tax under Section 501(c) of the Code or corresponding provision of any future federal tax laws; (2) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws; (3) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code or corresponding provision of any future federal tax laws; or (4) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code or corresponding provision of any future federal tax laws. The Corporation



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shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any future federal tax laws. In addition, the Corporation shall not: (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any future federal tax laws; (2) retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any future federal tax laws; (3) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code or corresponding provision of any future federal tax laws; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any future federal tax laws.

4. Upon dissolution of the Corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation, by distribution to one or more organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for the tax-exempt purposes of the Corporation or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

5. Duration. The period of duration of the Corporation shall be perpetual.

6. Board of Directors. The Board of Directors of the Corporation shall consist of no less than three (3) directors and no more than five (5) directors. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased or decreased by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose. The names and addresses of the persons who are to serve as directors until the first election of directors or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Mary E. Sanders	14415 E. Vallejo Street Chandler Arizona 85249
C. Patrick Sallaway	14415 E. Vallejo Street Chandler Arizona 85249
John Gyann	14415 E. Vallejo Street Chandler Arizona 85249

7. Any director may be removed from office, with or without cause, by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose.

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8. Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director, and any director so elected shall hold office until the next annual meeting of the Board of Directors or until the election and qualification of his successor. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, the Attorney General of the State of Arizona, or his designee, shall appoint one (1) director who shall in turn appoint directors to fill all remaining vacancies.

9. Any action, which could be taken at a meeting of the Board of Directors, may be taken without a meeting if all of the directors consent in writing.

10. Limitation of Director Liability and Indemnification. To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification. The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

11. Known Place of Business. The street address of the known place of business of the Corporation is 14415 E. Vallejo Street, Chandler Arizona 85249.

12. Statutory Agent. The name and address of the statutory agent of the Corporation is Michael F. Patterson, TITUS, BRUECKNER & BERRY, P.C., 7373 North Scottsdale Road, Suite B-252, Scottsdale, Arizona, 85253.

13. Incorporators. The names and address of the incorporators are Mary E. Sanders, 14415 E. Vallejo Street, Chandler, Arizona 85249; C. Patrick Sallaway, 14415 E. Vallejo Street, Chandler, Arizona 85249; and John Gyann, 14415 E. Vallejo Street, Chandler, Arizona 85249. All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.


14. Discrimination. The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion or physical handicap or disability.

15. Members. The Corporation will have two voting classes of Members. Any person who owns property within San Tan Sunrise Estates, with the exception of Keybreaker Investments, LLC ("Declarant"), shall be deemed a Class A member of the Corporation and shall be entitled to one (1) vote for each lot owned by that member within San Tan Sunrise Estates. The Declarant shall be deemed a Class B member of the Corporation and shall be entitled to three (3) votes for each lot

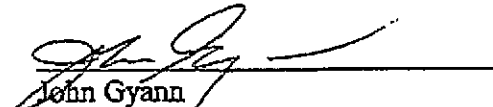
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owned by Declarant within San Tan Sunrise Estates. The Class B membership shall cease and be converted to Class A membership upon the happening of the earliest of: (i) when all lots within San Tan Sunrise Estates have been conveyed by the Declarant; (ii) the Declarant relinquishes its Class B membership in writing to the Corporation; or (iii) January 1, 2010.

16. IN WITNESS WHEREOF, the undersigned incorporators have hereunto affixed their signature this 8th day of February, 2006.

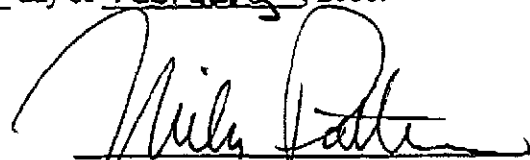

Mary E. Sanders


C. Patrick Sallaway


John Gyann

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 15th day of February, 2006.


Michael F. Patterson, Esq.
TITUS, BRUECKNER & BERRY, P.C.
7373 North Scottsdale Road
Suite B-252
Scottsdale, Arizona 85253
(480) 483-9600

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Ben Tan Hunting Embroiders Homeowners Association, Inc.

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation;
1. Been convicted of a felony involving a transaction in securities, consumer fraud or entrapment in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. 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 wherein 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?

Yes No

B. If YES, 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.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

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 and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is December 31.

Under penalties of law, the undersigned incorporator/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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 2-8-06
TITLE President, Director & Incorporator

BY [Signature] DATE 2/8/06
TITLE Secretary, Director & Incorporator

BY [Signature] DATE 2-15-06
TITLE Treasurer, Director & Incorporator

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been cleared, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.