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Winkler, Inc. 98002

STATE OF ARIZONA
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DATE APPR 9-6-96
TERM _____
BY Charles R. Matthews
0762885-4

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DC RANCH BOARD OF GOVERNORS, INC.

Pursuant to the provisions of Ariz. Rev. Stat. §2363, DC Ranch Board of Governors, Inc., an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment and certifies as follows:

FIRST: The name of the corporation is DC Ranch Board of Governors, Inc.

SECOND: The amendment to the Articles of Incorporation is as follows:

The name of the corporation is changed to "DC Ranch Community Council, Inc." _{C.C.M.F.}

All references in the Articles of Incorporation to "Governor" or "Governors" are hereby changed to "Director" or "Directors", respectively.

THIRD: The amendment is adopted by the corporation effective as of the date of filing of these Articles of Amendment with the Arizona Corporation Commission.

FOURTH: The amendment was duly adopted by an act of the Board of Governors of the corporation on September 5, 1996.

Dated this 5th day of September, 1996.


Charles R. Matthews, President


Terry Randall, Secretary

AZ STATE COMMISSION
FILED

MAR 15 4 35 PM '96

APPR: Christine Young-Ross
DATE: 3/15
TERM: _____
DATE: _____

0762885-4

ARTICLES OF INCORPORATION
OF
DC RANCH BOARD OF GOVERNORS, INC.
(An Arizona Nonprofit Corporation)

Article 1. Name. The name of the corporation is DC Ranch Board of Governors, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

Article 2. Nonprofit Corporation. The Corporation is formed as a nonstock, nonprofit corporation under the laws of the State of Arizona.

Article 3. Principal Office. The mailing address of the initial principal office of the Corporation is DC Ranch Board of Governors, Inc., 4201 N. 24th Street, Suite 120, Phoenix, Arizona 85016.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the DC Ranch Board of Governors Covenants and Easements, recorded or to be recorded in the Official Records of Maricopa County, Arizona ("Declaration").

Article 5. Purposes. The purposes for which the Corporation is organized are:

(a) to be and constitute the DC Ranch Board of Governors, Inc., to which reference is made in the Declaration, to perform all obligations and duties of the Corporation, and to exercise all rights and powers of the Corporation, as specified therein, in the By-Laws of DC Ranch Board of Governors (the "By-Laws"), and as provided by law;

(b) to provide an entity for the furtherance of the interests of all Persons who own property subject to the Declaration; and

(c) to provide an entity for the furtherance and promotion of the social welfare of the DC Ranch community; including, but not limited to, perpetuating the sense of community life and spirit and being responsible for and involved in programs and activities which contribute positively to its residents and to the region of which it is a part.

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

(a) The Corporation 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 By-Laws, 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 property subject to the Declaration;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Corporation 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 Corporation may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of Persons who own property 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 Corporation, subject to such limitations as may be set forth in the Declaration or By-Laws;

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

(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 Corporation, with or in association with any other corporation, association, 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 By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration or these Articles; and

(x) to provide 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 Corporation shall make no distributions of income to its directors or officers.

Article 7. Members. The Corporation shall have no members.

Article 8. Dissolution. In the event of dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for purposes substantially similar to those for which the Corporation is organized and operating.

Article 9. Directors.

(a) The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Governors, which shall serve the function of a board of directors under Arizona law. The Board of Governors shall consist of five Governors.

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

Terry D. Randall
4201 N. 24th Street
Suite 120
Phoenix, AZ 85016

Charles R. Matthews
4201 N. 24th Street
Suite 120
Phoenix, AZ 85016

William J. Harrison, Jr.
4201 N. 24th Street
Suite 120
Phoenix, AZ 85016

James C. Hoselton
4201 N. 24th Street
Suite 120
Phoenix, AZ 85016

Teofilo B. DeQuina, Jr.
4201 N. 24th Street
Suite 120
Phoenix, AZ 85016

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

(c) The method of election, removal, and filling of vacancies on the Board of Governors and the term of office of each Governor shall be as set forth in the By-Laws.

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

Article 10. By-Laws. The By-Laws of the Corporation shall be adopted by the Board of Governors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

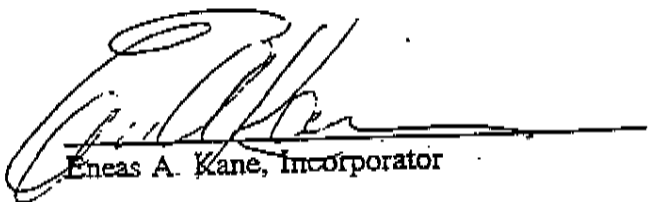
Article 11. Liability of Governors, Officers and Committee Members. To the fullest extent that Arizona law, as it exists on the date thereof or as it may hereafter be amended, permits the limitation or elimination of the liability of governors, officers and committee members, no Governor, officer or committee member of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Governor, 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 governor, officer or committee member of the Corporation for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

Article 12. Amendments. These Articles may be amended only upon a resolution duly adopted by at least two-thirds of the Governors and with the approval of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; 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 Persons that are governed by such Declaration.

Article 13. Incorporator. The name of the incorporator of the Corporation is Eneas A. Kane, and such incorporator's address is Kane Jordan von Oppenfeld Bischoff & Biskind, P.L.C., 4201 North 24th Street, Suite 300, Phoenix, Arizona 85016.

Article 14. Statutory Agent. The Corporation hereby appoints Eneas A. Kane, whose address is Kane Jordan von Oppenfeld Bischoff & Biskind, P.L.C., 4201 North 24th Street, Suite 300, Phoenix, Arizona 85016, who is now and has been for more than three years past, a bona fide resident of the State of Arizona, as its lawful statutory agent 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 Corporation 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of March, 1996.


Eneas A. Kane, Incorporator