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SECRETARY OF STATE
CORPORATION COMMISSION
FOUR THE STATE OF AZ.
FILED

MAY 16 '83

APPR. *J. J. [Signature]*

DATE APPR. 5-20 FILE # _____

TERM _____

DATE _____ TIME _____

ARTICLES OF INCORPORATION
OF
SCOTTSDALE SHADOWS REGIME II

~~RECEIVED~~
MAY 16 1983
ARIZONA CORP. COMMISSION

ARTICLE I - NAME

The name of the corporation is Scottsdale Shadows Regime II.

ARTICLE II - PURPOSE

The corporation shall be a nonprofit corporation under Arizona Revised Statutes, §§10-1001, et seq; and the purposes for which the corporation is organized include conducting any or all lawful affairs for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE III - INITIAL BUSINESS

The corporation initially intends to engage in the business of providing for the maintenance and preservation of and governing of the use of the regime, including common and recreational areas of Scottsdale Shadows II, a development, situate on that certain real property located in the City of Scottsdale, County of Maricopa, State of Arizona, and all structures and improvements thereon, described as follows:

SCOTTSDALE SHADOWS II, a horizontal property regime in a portion of the SE 1/4, of the NE 1/4 of Section 23, Township 2 North, Range 4 East, G.&S.R.B.&M., Maricopa County, Arizona.

ARTICLE IV - MEMBERSHIP CORPORATION

This corporation shall always be and remain a corporation not organized for profit; and no part of the earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

ARTICLE V - STATUTORY AGENT

The name and address of the initial statutory agent of the corporation is Mariscal, Weeks, McIntyre & Friedlander, P.A., 830 North First Avenue, Phoenix, Arizona, 85003.

ARTICLE VI - PLACE OF BUSINESS

The place of business of the corporation initially shall be 7920 East Camelback Road, Apartment 308, Scottsdale, Arizona, 85251.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) persons. The persons who are to serve as directors until their successors are elected and qualify are:

F. May Kent
7920 E. Camelback Road
Apartment 308
Scottsdale, AZ 85251

Glenwood B. Wagner
7920 E. Camelback Road
Apartment 404
Scottsdale, AZ 85251

Chalmer M. Tucker
7920 East Camelback Road
Apartment 202
Scottsdale, AZ 85251

Arthur Shuster
7920 E. Camelback Road
Apartment 304
Scottsdale, AZ 85251

Raymond W. Parker
7920 E. Camelback Road
Apartment 512
Scottsdale, AZ 85251

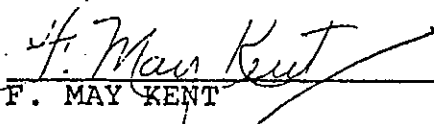
ARTICLE VIII - NUMBER OF DIRECTORS

The number of persons to serve on the Board of Directors shall be fixed by the members at the annual meeting or any special meeting called for that purpose, except that the Board of Directors shall always consist of not fewer than three (3) persons.

ARTICLE IX - INCORPORATORS

The incorporators of the corporation are: F. May Kent and Chalmer M. Tucker, whose addresses are listed above. All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of April, 1983.



F. MAY KENT



CHALMER M. TUCKER

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing Articles of Incorporation were acknowledged before me by F. MAY KENT and CHALMER M. TUCKER on the 2nd day of May, 1983.

In witness whereof, I set my hand and seal.

Leresa J. Chull

Notary Public

My Commission Expires:

March 20, 1985