

**ARTICLES OF INCORPORATION
OF
C.O.P. CONDOMINIUM ASSOCIATION**

Pursuant to Title 10, Chapter 5 of the Arizona Revised Statutes, the undersigned hereby adopt the following Articles of Incorporation. This also constitutes an election on the part of the Association to subject itself to the provisions of Title 33, Chapter 9 "Condominiums," of the Arizona Revised Statutes (hereinafter referred to as the "Condominium Act"), as the same may be amended or revised.

ARTICLE I - NAME

The name of the Association shall be C.O.P. CONDOMINIUM ASSOCIATION (hereinafter referred to as the "Association").

ARTICLE II - NONPROFIT CORPORATION

The Association is organized as a nonprofit Association pursuant to Title 10, Chapter 5, of the Arizona Revised Statutes. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its members, directors or officers. All income and earnings of the Association shall be used to further the purposes and objectives of the Association as set forth in ARTICLE IV. Nothing contained herein, however, shall prohibit payments by the Association to members, directors or officers as reasonable compensation or reimbursement for services rendered to the Association.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business is located at 12611 Castle Rock Drive, Sun City West, Maricopa County, Arizona, 85375, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV - PURPOSE, POWERS AND DUTIES

The primary business and purpose of the Association is to serve as the "unit owners association" as that term is defined and used in the Condominium Act and as the "Association" as that term is defined and used in the Declaration of Restrictions recorded in Docket 13276, pages 1437-1445 (hereinafter referred to as the "Declaration") and property described as Lots 263 through 312, Tract H, SUN CITY WEST UNIT 11 according to the Plat of Record in the office of Maricopa County Recorder, State of Arizona, in Book 205 of Maps, at Page 50 thereof.

In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the Declaration, the Bylaws and the Condominium Act. In addition, subject to the provisions of the Declaration, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit Associations by Title 10, Chapter 5, of the Arizona Revised Statutes, as the same may be amended or revised.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

The membership of the Association shall consist exclusively of all of the Owners of Units in the Project, as those terms are defined in the Declaration, or, following termination of the condominium, of all former unit owners entitled to distributions of proceeds under Section 33-1228, Arizona Revised Statutes, or their heirs, successors or assigns. The property, voting and other rights and privileges of members, and

their liability for assessments and other charges, shall be as set forth in the Declaration, the Bylaws and the Condominium Act.

ARTICLE VI - BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors of not less than five (5) nor more than nine (9) persons. The names and addresses of the initial directors are follows:

Carl Nelson
12611 Castle Rock Drive
Sun City West, Arizona 85375

James Heig
12526 Prospect Drive
Sun City West, Arizona 85375

Joanne Cabaniss
12514 Prospect Drive
Sun City West, Arizona 85375

Forrest Uppling
12724 Omega Drive
Sun City West, Arizona 85375

Walter Flick
12506 Prospect Drive
Sun City West, Arizona 85375

Robert McAlear
12514 Prospect Drive
Sun City West, Arizona 85375

Marvin Mollgaard
12523 Castle Rock Drive
Sun City West, Arizona 85375

Thayer Soule
12715 Castle Rock Drive
Sun City West, Arizona 85375

Czeslaw Schmidt
12610 Prospect Drive
Sun City West, Arizona 85375

The Bylaws of the Association shall prescribe the terms of office and manner of election of directors.

ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by officers elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members of the Association, or at other meeting called for such purpose. The officers shall consist of a President, Vice-President, Secretary and Treasurer, each of which shall serve at the pleasure of the Board of Directors.

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators are:

Carl M. Nelson
12511 Castle Rock Drive
Sun City West, Arizona 85375

Joanne M. Cabaniss
12514 Prospect Drive
Sun City West, Arizona 85375

ARTICLE IX - NO PERSONAL LIABILITY

The directors, officers and members of the Association shall not be individually liable for the Associations debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the Association shall not be personally liable to the Association or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Association or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 10- 2325 or Section 10-2550 of the Arizona Revised Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this

Article shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE X - INDEMNIFICATION

The Association shall indemnify any past or present Director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a Director, officer, committee member, employee or agent of the Association; provided that the board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.

ARTICLE XI - DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. Upon termination of the condominium in accordance with provisions of the Condominium Act, the Association may be dissolved as provided in the Bylaws. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided in the Condominium Act.

ARTICLE XII — FISCAL YEAR END

The Association shall have its fiscal year end on December 31st.

ARTICLE XIII — AMENDMENTS

These Articles of Incorporation may be amended as provided in the Bylaws of the Association.

ARTICLE XIV - STATUTORY AGENT

This Association hereby appoints Carl Nelson, 12511 Castle Rock Drive, Sun City West, Arizona 85375, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, have executed these Articles of Incorporation this 23 day of Oct, 1996.

Carl M. Nelson, Incorporator

Joanne M. Cabaniss, Incorporator

CONSENT OF STATUTORY AGENT

The undersigned hereby certifies that consent is given to act as statutory agent for this Association.

Carl Nelson