

The purposes for which this Association is formed are:

A. To promote the health, safety and welfare of the Owners and tenants of any and all Lots located in the Property.

B. For the above purpose to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

3. Pay all expenses in connection with the authorized purposes of the Association and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. Subject to the provisions of the Declaration, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

5. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE VI
Membership and Voting Rights

Membership and voting in the Association will be in accord with the provisions in the Declaration.

ARTICLE VII
Incorporators

The names and post office addresses of the incorporators are as follows:

Names

Addresses

John B. Urbahns

P.O. Box 40790
Tucson, Arizona 85717

Steve Thompson

P.O. Box 40790
Tucson, Arizona 85717

ARTICLE VIII
Board of Directors and Officers

The affairs of the Association will be managed by a Board of not less than three (3) Directors, nor more than seven (7) Directors. The first Board of Directors will consist of three (3) Directors and such Officers as the Board may appoint or elect. All Directors and Officers must be Members of the Association or employees or representatives of Declarant. The number of Directors may be changed by amendment of the Bylaws of the Association.

The first Board of Directors of the Association will consist of the following three individuals:

<u>Names</u>	<u>Addresses</u>
John B. Urbahns	P.O. Box 40790 Tucson, Arizona 85717
Steve Thompson	P.O. Box 40790 Tucson, Arizona 85717
Nancy Belt <i>Arlon W. Liew</i>	P.O. Box 40790 Tucson, Arizona 85717

The Board of Directors will serve until the first annual meeting following termination of the Class B Membership.

At the first annual meeting following the termination of the Class B Membership, or at a special meeting of the Association called by the first Board of Directors, the Members will elect a Board of Directors to be divided into three classes. The term of office of Directors of the first class will expire at the first annual meeting following their election. The term of office of Directors of the second class will expire at the second annual meeting following their election. The term of office of Directors of the third class will expire at the third annual meeting after their election.

At each annual election of Directors held after the classification and election described in the preceding paragraph, Directors chosen to succeed those whose terms expire will be elected for a term of office to expire at the third annual meeting of Members after their election. The manner of electing Directors and the term of office of Directors may be changed by an amendment to the Bylaws.

ARTICLE IX
Amendments

These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of at least two-thirds (2/3) of Members of the Association present in person or by proxy and entitled to vote at any duly constituted and convened regular or special meeting of Members.

ARTICLE X
Interpretation

If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Declaration, the terms and provisions of the Declaration will prevail and supersede such conflicting or inconsistent provisions in these Articles except as may otherwise be required by applicable law. If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Bylaws, the terms and provisions of these Articles of Incorporation will prevail and supersede such conflicting or inconsistent provisions in the Bylaws except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the Association, the Board of Directors of the Association, nor any agent or employee of the Association will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XI
Limitation of Liability

To the fullest extent provided by law, the personal liability of the Directors of the Association or the Members for breach of fiduciary duty as a Director will be eliminated, except only as may be provided otherwise in Arizona Revised Statutes Section 10-1029 A.8, as the same may be amended or renumbered.

ARTICLE XII
Membership

Every person or entity who is record Owner of any Lot is entitled to Membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, Ownership of any Lot.

ARTICLE XIII
Dissolution

If the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes as the Association in accordance with Arizona Revised Statutes Section 10-1046, as the same may be amended or renumbered.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this _____ day of _____, 1996.

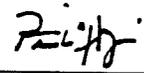


John B. Urbahns



Steve Thompson

The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.



Patrick O'Hagin

Ajo Copper News

Hollister David, Publisher
Gabrielle David, Editor
Michelle Pacheco, Advertising Manager

P. O. Box 39
Ajo, Arizona 85321
Fax 520-387-7505 • Phone 520-387-7688

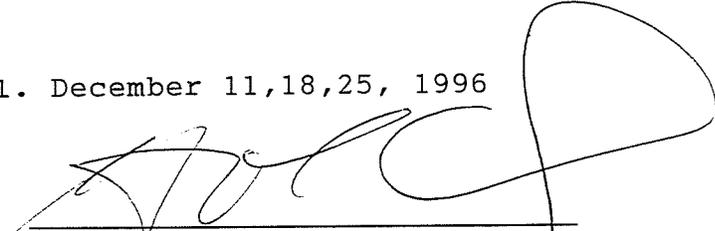
STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

Hollister David deposes and says that he is the publisher of the *Ajo Copper News*, a weekly newspaper of general circulation and established character, published weekly at Ajo, Pima County, Arizona, and that

Articles of Incorporation of Sunrise Pointe Vistas Homeowners Association.

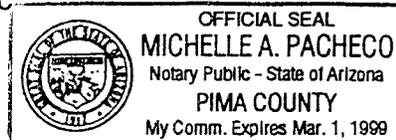
a correct copy of which is attached to this affidavit, was published in the said *Ajo Copper News* every week in the newspaper proper and not in a supplement for

Publ. December 11, 18, 25, 1996


Hollister David, Publisher,
Ajo Copper News

Sworn to and subscribed before me, a Notary Public in and for the County of Pima, Arizona, this 25th day of December, 1996


Notary Public



ARTICLES OF INCORPORATION
OF
SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION
The undersigned voluntarily associate themselves together for the purpose of forming a non-profit corporation and do hereby certify:
ARTICLE I
Definitions
The words and terms used herein will be deemed to have the same meanings as given those words and terms defined in the Declaration of Covenants, Conditions and Restrictions pertaining to Sunrise Pointe Vistas Homeowners Association, and as same may be amended or restated from time to time ("Declaration").
ARTICLE II
Name
The name of the corporation is SUNRISE POINTE VISTAS HOMEOWNERS ASSOCIATION.
ARTICLE III
Principal Place of Business
The principal place of business of the Association is located in Tucson, Arizona.
ARTICLE IV
Statutory Agent
O'Hagin, a bona fide resident of the State of Arizona for the last four (4) years, whose address is 6137 Grant Road, Suite A, Tucson, Arizona 85712, is hereby appointed the initial statutory agent of this Association.
ARTICLE V
General Nature of Business
The Association does not contemplate any pecuniary gain or profits to the members thereof.
The purposes for which this Association is formed are:
A. To promote the health, safety and welfare of the Owners and tenants of any and all Lots located in the Property.
B. For the above purpose to:
1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
3. Pay all expenses in connection with the authorized purposes of the Association and all office and other expenses incident thereto;
The provisions of these Articles shall prevail and supersede except as may otherwise be required by applicable law. If any part or provision of these Articles of Incorporation is in conflict or inconsistent with the Bylaws, the terms and provisions of these Articles of Incorporation will prevail and supersede such conflicting or inconsistent provisions in the Bylaws except as may otherwise be required by applicable law. Any provision contained in these Articles of Incorporation to the contrary notwithstanding, neither the Association, the Board of Directors of the Association, nor any agent or employee of the Association will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.
ARTICLE XI
Limitation of Liability
To the fullest extent provided by law, the personal liability of the Directors of the Association or the Members for breach of fiduciary duty as a Director will be eliminated, except only as may be provided otherwise in Arizona Revised Statutes Section 10-1029 A.8, as the same may be amended or renumbered.
ARTICLE XII
Membership
Every person or entity who is record Owner of any Lot is entitled to Membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, Ownership of any Lot.
ARTICLE XIII
Dissolution
If the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes as the Association in accordance with Arizona Revised Statutes Section 10-1046, as the same may be amended or renumbered.
IN WITNESS WHEREOF, the incorporators have hereunto set their hands this ___ day of ___, 1996.
/s/John B. Urbahns
/s/Steve Thompson
The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.
/s/Patrick O'Hagin



ARIZONA CORPORATION COMMISSION

TO: _____
ARIZONA CORPORATION COMMISSION
FROM: CORPORATIONS DIVISION

DATE: 1031-96
SUBJECT: ARTICLES OF INCORPORATION

PLEASE BE ADVISED THAT THE ENCLOSED ARTICLES OF INCORPORATION CANNOT BE FILED FOR ONE OR MORE OF THE FOLLOWING REASON (S).

The certificate of disclosure must be signed by all the incorporators named in the articles.

_____ Please read information on the certificate of disclosure concerning "A" or "B" and check one or the other.

_____ Please read information on the certificate of disclosure concerning section "C" and check "yes" or "no".

_____ The articles of incorporation must be signed by all the incorporators named in the articles.

_____ The Statutory Agent must have a street address. P. O. Box is not acceptable.

_____ Please provide written evidence that the Statutory Agent has been notified of the appointment and consents to serve in that capacity.

_____ **FILING FEE IS INCORRECT: Profit Corporation Fee-\$60.00 Non-Profit-\$40.**

_____ The name you have selected is not available, because it is deceptively similar to:

- _____ an existing corporation.
- _____ an existing trade name.
- _____ an existing L.L.C.
- _____ an existing limited partnership.

_____ The names and addresses of the directors and incorporators must be in the articles of incorporation.

_____ The name of the corporation must be the same throughout the documents.

OTHER: also there are no owners - change it to
real incorporators

Barbara Mallory
Examiner Technician-Tucson Office, BARBARA MALLORY
628-6560

Stratford Management

P.O. Box 40790 • Tucson, Arizona 85717 • Phone: (520) 722-6500 • Fax: (520) 722-6619

October 25, 1996

Corporations Division
Arizona Corporation Commission
Attention: Incorporating Section
402 West Congress
Tucson, AZ 85701

Re: Nonprofit Articles of Incorporation

Dear Sir or Madam,

Enclosed, please find the Certificate of Disclosure, a check for forty dollars (\$40) made payable to the ACC, and two copies of the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association (Association).

Please be advised that the Association has selected the date of January 1, 1996 to be their fiscal date. The corporate address shall be:

Stratford Management
P.O. Box 40790
Tucson, AZ 85717

Please return the filed copies to the above address. Should you have any questions, please do not hesitate to contact me at 722-6500.

Thank you.

Sincerely,



Stephanie Rose
Stratford Management
For the Sunrise Pointe Vistas Homeowners Association

RECEIVED

OCT 30 1996

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Stratford Management

P.O. Box 40790 • Tucson, Arizona 85717 • Phone: (520) 722-6500 • Fax: (520) 722-6619

October 25, 1996

Corporations Division
Arizona Corporation Commission
Attention: Incorporating Section
402 West Congress
Tucson, AZ 85701

Re: Nonprofit Articles of Incorporation

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Please be advised that the Association has selected the date of January 1, 1996 to be their fiscal date. The corporate address shall be:

Stratford Management
P.O. Box 40790
Tucson, AZ 85717

Please return the filed copies to the above address. Should you have any questions, please do not hesitate to contact me at 722-6500.

Thank you.

Sincerely,



Stephanie Rose
Stratford Management
For the Sunrise Pointe Vistas Homeowners Association

RECEIVED

OCT 30 1996

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

SURPRISE POINTE VISTAS
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have 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 where 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.
- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, 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.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in 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? 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 involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/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.

State of INDIANA)
County of MAKON) ss

BY [Signature] DATE 10-22-96

TITLE owner

Subscribed, sworn to and acknowledged before me this
22nd DAY of DECEMBER, 19 96

BY _____ DATE _____

TITLE _____

FISCAL DATE: _____

NOTARY PUBLIC

D LYNN SCHILL
NOTARY PUBLIC STATE OF INDIANA
HAMILTON COUNTY
MY COMMISSION EXP. AUG. 25, 1997

My Commission expires:

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: John Urbahns **Date:** November 20, 1996
Fax #: (317) 876-6745 **Pages:** 2, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas Homeowners Association

COMMENTS:

Mr. Urbahns,

Enclosed, please find a courtesy copy of a letter mailed to Peter Spiller on Friday, November 15, 1996. Should you have any questions regarding the filing of the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association, please know that all materials have been given to Mr. Spiller.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Steve Thompson **Date:** November 20, 1996
Fax #: (214) 387-8587 **Pages:** 2, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas Homeowners Association

COMMENTS:

Mr. Thompson,

Enclosed, please find a courtesy copy of a letter mailed to Peter Spiller on Friday, November 15, 1996. Should you have any questions regarding the filing of the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association, please know that all materials have been given to Mr. Spiller.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Steve Craddock **Date:** November 20, 1996
Fax #: ~~888-8001~~ *888-8305* **Pages:** 2, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas Homeowners Association

COMMENTS:

Mr. Craddock,

Enclosed, please find a courtesy copy of a letter mailed to Peter Spiller on Friday, November 15, 1996. Should you have any questions regarding the filing of the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association, please know that all materials have been given to Mr. Spiller.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Gary Aalen **Date:** November 20, 1996
Fax #: (303) 779-0715 **Pages:** 2, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas Homeowners Association

COMMENTS:

Mr. Aalen,

Enclosed, please find a courtesy copy of a letter mailed to Peter Spiller on Friday, November 15, 1996. Should you have any questions regarding the filing of the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association, please know that all materials have been given to Mr. Spiller.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

Lee & Urbahns Company 3905 Vincennes Road, #505, Indianapolis, IN 46268, 317-875-5750, fax 876-6745

FAX

Date: 11/13/96
 Number of pages including cover sheet: 2

To: Stephanie Rose
Stratford Management

 Phone: _____
 Fax phone: 602-722-6619
 CC: _____

From: John Urbahns

 Phone: 317-875-5750
 Fax phone: 317-876-6745

REMARKS: Urgent For your review Reply ASAP Please comment

copy of Certificate of Disclosure
for Dennis Pinter (test)

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

Sunrise Pointe Vistas Homeowners Association

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretense, restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have 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 where 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.
- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, 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 judgment, date and location, the court and public age involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) as a stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? 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, charter revocation, including the date, court or age involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and the best of our knowledge and belief it is true, correct and complete.

State of INDIANA)
County of MARION)^{SS}

Subscribed, sworn to and acknowledged before me this
11TH DAY of NOVEMBER, 19 96.

D Lynn Schill
NOTARY PUBLIC

My Commission expires: AUGUST 25 1997

D LYNN SCHILL
NOTARY PUBLIC STATE OF INDIANA
HAMILTON COUNTY
MY COMMISSION EXP AUG. 25, 1997

Inc. 0001 - Domestic

BY John D. Urbain 11/11-96
TITLE Incorporator DATE
BY _____ DATE
TITLE _____
FISCAL DATE: _____

MOHR, HACKETT, PEDERSON, BLAKLEY, RANDOLPH & HAGA, P.C.

2800 North Central Avenue
Suite 1100
Phoenix, Arizona 85004-1043
(802) 210-3000

FACSIMILE REQUEST FORM

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE:

TO: _____ TELECOPY NUMBER: _____

1. Stephanie Rose _____ 1. (520) 722-6619 _____

2. _____ 2. _____

3. _____ 3. _____

4. _____ 4. _____

5. _____ 5. _____

FROM: Peter N. Spiller _____

CONFIRMATION NOS: _____

NUMBER OF PAGES: 6 (INCLUDING COVER PAGE)

REMARKS:

DATE: 11/8/96 CLIENT MATTER 10235-565

REQUESTOR/ATTORNEY: PNS USFR# 9742 EXTENSION 3000

PLEASE SEND: IMMEDIATELY WITHIN 1 HOUR _____ BY 5:00 P.M. TODAY _____

REDLINE _____ MARKED DOCUMENT _____ LIGHT _____

PLEASE RETURN Jennifer _____

NAME LOCATION

IF YOU HAVE NOT PROPERLY RECEIVED THIS TELECOPY, PLEASE CALL US AT (602) 240 3010
OUR TELECOPY NUMBER IS (602) 240-6800

THE INFORMATION CONTAINED IN THIS FACSIMILE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THE COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (COLLECT), AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

PBMS USE ONLY

DATE SENT 11-8-96 TIME(S) 1 1126 2 _____ 3. _____

INITIALS _____ SENT 4. _____ 5. _____ 6. _____

TIME IN 1123 TIME OUT _____

LAW OFFICES
MOHR, HACKETT, PEDERSON, BLAKLEY, RANDOLPH & HAGA, P.C.

2500 NORTH CENTRAL AVENUE, SUITE 1100
PHOENIX, ARIZONA 85004-1000

ROBERT C. HACKETT
ARTHUR W. PEDERSON
DAVID I. HAGA, JR.
CHARLES J. KELHOFFER
PETER N. SMILEY
MICHELE M. FEENEY
GREGORY W. PALLO
THOMAS G. AMELONG
CATHY L. KHARR
DANIEL D. BEEBE
CAROLYN R. MATTHEWS
NATHANIEL B. KUSL

ZODDOR A. MOND
JOHN M. RANDOLPH
THOMAS K. CHENAL
JOHN H. HUFFLEB
DAVID W. DOW
M. MAURECH ANDERS
AZIM Q. HAKCED
JOHN J. HIGDONSKI
THOMAS W. GUSLEY
DONALD P. ADAMS
KAREN L. RANK
WES WILLIAMS, JR.

TELEPHONE
(602) 240-3000

FACSIMILE
(602) 240-6600

WILLIAM C. BLANLEY
(1240-1007)

WRITER'S DIRECT LINE

November 8, 1996

VIA FACSIMILE TO (520) 722-6619/
REGULAR MAIL

Stephanie Rose
Stratford Management
P.O. Box 40790
Tucson, Arizona 85717

Re: USH Santa Rita Springs;
Our File No. 10235-566

Dear Stephanie:

I have received your fax transmission and the October 31, 1996 notice from the Arizona Corporation Commission ("ACC"). I have also received a copy of the rejected Certificate of Disclosure. Note the name of the corporation in the upper right corner of the Certificate of Disclosure must state the exact name that is in the Articles of Incorporation. The correct name is "Sunrise Point Vistas Homeowners Association". Also, the ACC is stating that Mr. Urbahn's title in the Certificate of Disclosure should not be "owner", but instead should be "incorporator". An owner of a corporation is a shareholder but there are no shareholders until the corporation is formed. The ACC does not care that Mr. Urbahn owns land subject to conditions, covenants and restrictions which govern the homeowner's association to be formed.

Changes to Mr. Urbahn's Certificate of Disclosure. Thus the Certificate of Disclosure will need to be revised to reflect the following changes as reflected in the enclosed copy of the returned Certificate of Disclosure:

1. Add "Homeowners Association" to the name of corporation; and
2. Correct title of signer of Certificate of Disclosure to be "incorporator".

191654 07\10235-566\8r6401_DOC

LAW OFFICES
MOHR, HACKETT, PEDERSON, BLAKLEY, RANDOLPH & HAGA, P.C.

Stephanie Rose
Page 2
November 8, 1996

You should either federal express Mr. Urbahns' Certificate of Disclosure back to Mr. Urbahns and request that he federal express them back to me, or, alternatively, obtain authorization from Mr. Urbahns to make these changes yourself. If you receive such authorization, you should make the changes and forward Mr. Urbahns' Certificate of Disclosure to me via federal express.

Certificate of Disclosure from Steve Thompson. Further, note that the ACC requires that all incorporators execute a Certificate of Disclosure. Pursuant to the Articles of Incorporation which you transmitted to me, Mr. Steve Thompson is also an incorporator of Sunrise Pointe Vistas Homeowners Association. You therefore need to federal express to him, wherever he is, a Certificate of Disclosure so that he may execute it, have his signature notarized and return the Certificate of Disclosure to me via federal express. I enclose for your reference a current form of Certificate of Disclosure. Please make sure that the form transmitted to Steve Thompson is properly completed with the appropriate corporate name and title.

Misspelling of "Urbahns" in Articles of Incorporation. We have not received a copy of the signed Articles of Incorporation, but we understand you have the original signed Articles. In the unsigned copy that we have, there are numerous misspellings of Mr. Urbahns' name. If Mr. Urbahns has not already corrected the spelling of his name in Article VII (Incorporators), page two; Article VIII (Board of Directors and Officers), page three; and underneath the signature line, page five, and all other places where it may be misspelled, you should either return the document to him so that he may make the changes, or preferably, obtain authorization from Mr. Urbahns to make these changes yourself. If you receive such authorization, after you make such changes, please return the Articles of Incorporation to me via federal express.

Filing Fee. If the ACC has not kept the filing fee, please forward that to me as well.

Filing of Needed Documents. When I receive the Articles of Incorporation, the filing fee, if applicable, and both Certificate of Disclosures, I will cause the new package to be filed with the ACC and obtain a copy stamped "filed". I will then transmit same to my client and to whomever you wish. It is critical, however, that this matter be promptly addressed. If you have any questions please contact me immediately. Please also contact Mr. Urbahns immediately so this matter may quickly be resolved.

LAW OFFICES
MOHR, HACKETT, PROFFERSON, BLAKLEY, RANDOLPH & HAGA, PC

Stephanie Rose
Page 3
November 8, 1996

Also, by copy of this letter sent to everyone below, enclosed are copies of information which we received from Stratford Management which explained why the Articles of Incorporation for Sunrise Pointe Vistas Homeowners Association were rejected by the ACC

Very truly yours,



Peter N. Spiller

PNS/jeh
Enclosures

cc: Gary W. Aalen (w/encs.) (via regular mail)
Steve Craddock (w/encs.) (via facsimile to (520) 888-8001)
David S. Snow (w/encs.) (via regular mail)
John Urbahn (w/ encs.) (via facsimile to (317) 876-6745)
Steve Thompson (w/ encs.) (via facsimile to (214) 387-8587)

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B).
ANSWER "C"

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have been convicted of a felony involving a transaction in securities, consumer fraud or mistrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have 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. Have 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 anti-trust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- | | |
|---|---|
| 1. Full name, prior name(s) and aliases, if any. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or 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. | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated. |
| | (b) Has transacted business |
| | 4. Dates of corporate operation |

D. The fiscal year end adopted by the corporation is _____.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____ BY _____
 PRINT NAME _____ PRINT NAME _____
 TITLE _____ DATE _____ TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

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

CF: 0022 - Business Corporations
Rev: 1/96

NOV-07-1996 14:55

P. 02/02

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-168 & 10-1684

PLEASE SEE REVERSE SIDE

PLEASE APPROPRIATE BOXES A or B
ANSWER "C"

SUNSHINE PRINTER & SUPPLY
EXACT CORPORATE NAME
ASSOCIATION

THE UNDERSIGNED CERTIFY THAT:

- A.** No persons serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 3. Have 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 where 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.

- B.** For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, 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.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION
A.R.S. Sections 10-128.01 and 10-1063

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in 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? **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) was transacted business.
4. Date of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

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.

State of INDIANA
County of MONROE

Subscribed, sworn to and acknowledged before me this
23rd DAY of DECEMBER, 19 96

D. Lynn McMill
NOTARY PUBLIC
D LYNN McMILL
NOTARY PUBLIC STATE OF INDIANA
MARSHVILLE COUNTY
MY COMMISSION EXP. AUG. 28, 1997

BY *[Signature]* DATE 11-23-96
TITLE INCORPORATOR
BY _____ DATE _____
NTL# _____ FISCAL DATE: _____

Inc. 0001 - Domestic

TOTAL P.02

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Jennifer
Date: November 7, 1996
Fax #: (602) 240-6600
Pages: 2, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas

COMMENTS:

Jennifer,

Per our conversation, I am writing to inform you that the ACC returned the incomplete Certificate of Disclosure and unrecorded Articles to me yesterday. Please refer to the enclosed copy of the ACC's explanation for the return. Evidently, all incorporators must sign the Certificate. Neither Nancy Belt nor I was aware of this fact.

Additionally, the ACC made a notation that we must change the documents to "read incorporators" since "there are no homeowners." My initial impression is that they are requesting us to change the name of the corporation to something such as Sunrise Pointe Vistas Community Association. I will have to further discuss this matter with Patrick and will certainly ask for clarification from the ACC. I will work to resolve these problems as quickly as possible and will mail you a set of recorded Articles as soon as I receive them from the ACC.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

NOV - 7 1996

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Date: November 7, 1996
Fax #: (602) 240-6600
Pages: 2, including this cover sheet.
From: Stephanie Rose
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If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

facsimile
TRANSMITTAL

to: Jennifer
fax #: 240-6600
re: Sunrise Pointe Vistas
date: November 7, 1996
pages: 2, including this cover sheet.

Jennifer:

Attached is the Certificate of Disclosure that you requested for Sunrise Pointe Vistas. Let me know if I may be of further assistance.

Thank you.

From the desk of...

Deborah Munoz

Stratford Management
P.O. Box 40790
Tucson, Arizona 85717

(520) 722-6500
Fax: (520) 722-6619

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

Send John Urbahns, Peter Apicler, and Nancy Belt recorded Articles ASAP.

To: John Urbahns *↓ and Helen (?)* **Date:** November 5, 1996
Fax #: (317) 876-6745 **Pages:** 1, including this cover sheet.
From: Stephanie Rose
Subject: Sunrise Pointe Vistas

COMMENTS:

Mr. Urbahns,

I was notified today that the ACC was unable to process the Articles of Incorporation for the Sunrise Pointe Vistas Homeowners Association because the Certificate of Disclosure was incomplete.

Evidently, the ACC mailed the Articles back on 10/31/96 with the Certificate to be completed. I have, however, yet to see them. When I contacted the ACC today, the representative informed me that they did not note to whom they mailed the Articles. It is my suspicion that they may have mailed the packet to you since you filled out the Certificate. Please notify me immediately if the Articles are in your possession. If they have not been mailed to you, I will fax you another Certificate, and I will resubmit the Articles for recording ASAP.

Thank you in advance for your timely response. If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.

*ACC #
(602) 342-3230*

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Steve Craddock
Date: November 5, 1996
Fax #: 888-8305
Pages: 15, including this cover sheet.
From: Stephanie Rose
Assistant to Patrick O'Hagin
Subject: Sunrise Pointe Vistas: Articles and Bylaws

COMMENTS:

Mr. Craddock,

I spoke with Jennifer of Peter Spiller's office this morning, and she informed me that you would like copies of the Articles and Bylaws for the Sunrise Pointe Vistas Homeowners Association.

Please know that I recently filed the Articles with the ACC. The enclosed set of Articles is, therefore, simply an unsigned copy for your reference. The enclosed copy of the Bylaws, however, is signed.

Should you require verification of the recorded Articles, I will fax you a copy of the stamped cover sheet once the ACC has returned the recorded set to me. Please do not hesitate to contact me should you require this or any other assistance.

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Jennifer
Date: November 5, 1996
Fax #: (602) 240-6600
Pages: 15, including this cover sheet.
From: Stephanie Rose
Assistant to Patrick O'Hagin
Subject: Sunrise Pointe Vistas: Articles and Bylaws

COMMENTS:

Jennifer,

I regret that yesterday afternoon's meetings prohibited me from sending you these documents until this morning. I hope that this delay does not inconvenience you.

Please know that I recently filed the Articles with the ACC. The enclosed set of Articles is, therefore, simply an unsigned copy for your reference. The enclosed copy of the Bylaws, however, is signed.

Should you require verification of the recorded Articles, I will fax you a copy of the stamped cover sheet once the ACC has returned the recorded set to me. Please do not hesitate to contact me should you require this or any other assistance. Again, please accept my apologies for the delay.

*fax or mail
recorded copy
of articles
11/5/96*

FAX TRANSMISSION

STRATFORD MANAGEMENT

P.O. Box 40790
TUCSON, ARIZONA 85717
(602) 722-6500
FAX: (602) 722-6619

To: Nancy Belt
Fax #: 760-1491
From: Stephanie Rose
Subject: Sunrise Pointe Vistas

Date: September 30, 1996
Pages: 2, including this cover sheet.

COMMENTS:

Ms. Belt,

Neither Patrick nor I have received a completed certificate of disclosure or a check to the ACC (\$40) for the Sunrise Pointe Vistas project. I must have these in order to file with the ACC. If you have sent them to us, please notify me of our mistake immediately.

If you have not yet mailed them to us, please do so at your earliest convenience. For your reference, I have enclosed a copy of the certificate of disclosure.

Thank you!

Stratford Management

P.O. Box 40790 • Tucson, Arizona 85717 • (602) 722-6500 • Fax: (602) 722-6619

August 7, 1996

Nancy Belt
10050 East Mt. Pleasant Drive
Tucson, AZ 85749

Dear Ms. Belt,

Thank you for mailing the Sunrise Pointe Vistas Homeowners Association's signed Articles of Incorporation so quickly. Your continuing support and cooperation during this process is very much appreciated.

Prior to filing the Articles with the ACC, I respectfully request from you the following:

- Completion of the enclosed Certificate of Disclosure.
- A check in the amount of \$40.00 made payable to the Arizona Corporation Commission.

Once I receive the above, I will file with the ACC, and publish the Articles immediately.

Additionally, Patrick recommends that your fiscal date begin on January 1. If this date proves problematic, please contact him at your earliest convenience.

If I can be of further assistance to you, please do not hesitate to contact me at 722-6500.
Thank you.

Sincerely,



Stephanie Rose
Project Coordinator
Stratford Management