

"EXP" APR 07 2005

FILE NO. -1193920-2

**ARTICLES OF INCORPORATION
OF**

**SPRING MOUNTAIN SKI RANCH HOMEOWNERS ASSOCIATION, INC.,
an Arizona non-profit corporation**

In compliance with the requirements of ARS §10-3101, *et seq.*, as may from time to time be amended, the undersigned, all of whom are of full legal age, have voluntarily associated themselves on the date set forth below for the purpose of forming an Arizona non-profit corporation. The undersigned incorporator certifies and adopts the following Articles of Incorporation ("Articles").

ARTICLE I

NAME AND TERM

The name of the Corporation is Spring Mountain Ski Ranch Homeowners Association, Inc. ("Corporation"). The Corporation shall exist perpetually.

ARTICLE II

DEFINED TERMS

Terms in all capital letters used in these Articles without definition shall have the meanings specified for those terms in the Declaration of Conditions and Restrictions for Ski Mountain Ranch recorded in the Official Records of Maricopa County, Arizona ("Declaration"). In the case of any conflict between the Articles and the Declaration, the Declaration shall control. As used in these Articles, the term "Corporation Property" shall mean the COMMON AREA, all other real and personal property, if any, owned by the Corporation or placed under its jurisdiction, all property and improvements within the PROPERTY used in common by and for the benefit of the OWNERS of LOTS and any additions to any of the foregoing as may be brought within the jurisdiction of the Corporation pursuant to the Declaration.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 12443 East Haymore Court, Chandler, Arizona 85249-4196.

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**ARTICLE IV
STATUTORY AGENT**

John Philip Neely, whose address is 12443 East Haymore Court, Chandler, Arizona 85249-4196, and who has been a bona fide resident of the State of Arizona for more than

-1193920-2

three (3) years last past, is appointed and designated as the Statutory Agent for the Corporation for the State of Arizona, upon whom service of process may be made. This appointment may be revoked at any rime by the Board of Directors of the Corporation by the filing of the appointment, of another Statutory Agent.

ARTICLE V

PURPOSE OF THE CORPORATION

The object and purpose for which this Corporation is organized is to provide for the ownership, management, maintenance and care the Corporation Property and for the administration of the affairs of the Corporation. In furtherance of. and in order to accomplish these objectives and purposes, the Corporation may transact any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time, including the power to indemnify the Directors, Officers, MEMBERS, employees or agents of the Corporation in the manner specified in the Bylaws. All business transacted by the Corporation shall be transacted in a way so as to further its tax-exempt status as an association under the Internal Revenue Code, if the Corporation so elects to be treated as a tax-exempt organization. The Corporation shall come into existence on the date of the filing of these Articles with the Arizona Corporation Commission.

ARTICLE VI
MEMBERSHIP

1. Identity of Members. The Corporation shall be a non-Stock corporation. No dividends or pecuniary profits shall be paid at any time to its MEMBERS. Membership in the Corporation shall be limited to OWNERS of UNITS. An OWNER of a UNIT shall automatically, upon becoming the OWNER of such UNIT, become a MEMBER of the Corporation and shall remain a MEMBER of the Corporation until the ownership ceases, for any reason. at which time the OWNER's membership in the Corporation shall automatically cease.

2. Transfer of Membership. Membership in the Corporation shall be appurtenant to each UNIT and a membership in the Corporation shall not be transferred, pledged or alienated in any way, except: (i) upon the sale of a UNIT and then only to the purchasers; (ii) by intestate succession or testamentary disposition; (iii) foreclosure of mortgage (or similar security instrument) of record; Of (iv) other legal process. Any attempt to make a prohibited transfer be void and shall not be reflected upon the books and records of the Corporation.

3. First Annual Meeting. The first annual meeting of the MEMBERS of the Corporation shall be held on April 20, 2005, or at such other date designated by the Board of Directors; provided, however, that the first annual meeting of the MEMBERS of the Corporation shall in no event be held later than one (1) year after the date of the close of escrow on the first UNIT sold by the DECLARANT to an OWNER.

ARTICLE ~~VII~~

-1193920-2

VOTING RIGHTS

1. Classes of Members. The Corporation shall have two classes of voting membership, Class A and Class B.
2. Class A. Class A members shall be all OWNERS of UNITS with the exception of the DECLARANT. Each Class A member shall be entitled to one (1) vote for each UNIT owned.
3. Class B. The Class B member shall be the DECLARANT. The Class B member shall be entitled to three (3) votes for each UNIT owned. The Class B membership shall cease and be converted to Class A membership upon the expiration of the period of DECLARANT CONTROL.
4. Cumulative Voting. There shall be no cumulative voting on any matter related to the administration or organization of the Corporation or its matters.

ARTICLE VIII

BOARD OF DIRECTORS

1. Number and Affairs. The affairs of the Corporation shall be conducted by a Board of Directors of the Corporation (sometimes individually or collectively called "Directors," "Director" or "Board of Directors") and such officers and committees as the Board may elect and appoint. The Board of Directors shall be elected by the MEMBERS, and Board of Directors elections may be conducted by mail. As long as there is a Class B membership in the Corporation, the Directors need not be MEMBERS of the Corporation. After the termination of the Class B membership, all Directors must be MEMBERS of the Corporation. The Board may increase the number of Directors of the Board: however, the number of Directors must always be an odd number and may not exceed seven (7) Directors. The number of Directors constituting the initial Board shall be three (3), one of which shall serve a three (3) year term, one of which shall serve a two (2) year term, and one of which shall serve a one (1) year term. All additional Directors that may be added from time to time to the Board (i.e., in addition to the initial three (3) and up to seven (1) members) will serve three (3) year terms. The names and addresses of the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Mailing Address</u>
John Philip Neely (three years)	12443 East Haymore Court Chandler, Arizona 85249-4196
Kelly R. Black	1332 East Bartlett Way

(two years)

Chandler, AZ 85249

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Wendy Neely
(one year)

12443 East Haymore Court
Chandler, Arizona 85249-4196

The initial Directors shall serve for the terms specified below their names and until their successors have been elected and qualified. Successor Directors to the initial Directors also will serve the one, two or three year terms specified above.

2. Bylaws. The Board is expressly authorized to adopt bylaws for the Corporation ("**Bylaws**") by a majority vote of the Board at a regular or special meeting.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved with the affirmative written approval of two-thirds (2/3) of more of the total number of eligible votes of each class of MEMBERS in the Corporation. Upon dissolution of the Corporation, other than incidental to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused, the assets shall be granted, conveyed or assigned to any non-profit corporation, association trust. or other organization to be devoted to a similar purpose or purposes.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the affirmative approval of seventy-five percent (75%) or more of the total number of eligible votes of each class of MEMBERS in the Corporation.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Corporation is:

Name

Mailing Address

Spring Mountain Ski Ranch, L.L.C.

12443 East Haymore Court
Chandler, Arizona 85249-4196

ARTICLE XII

FHA/VA APPROVAL

-1193920-2

As long as there is a Class B membership in the Corporation and if either FHA or VA financing is applicable to all or any portion of the PROPERTY, the following will require the prior approval of the Federal Housing Administration or the Veterans Administration, if applicable: (i) annexation of additional properties; (ii) mergers and consolidations; (iii) mortgaging of COMMON ELEMENTS; (iv) dedication of COMMON ELEMENTS; and (v) dissolution and amendment of these Articles.

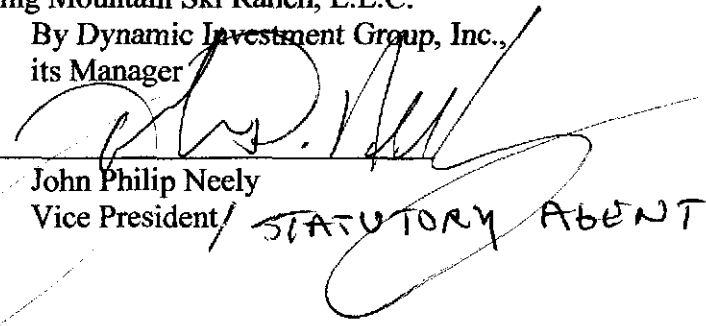
For the benefit of forming this non-profit corporation under the laws of the State of Arizona, the undersigned incorporator of the Corporation, has executed these Articles of Incorporation as of April 4, 2005.

Signed

Spring Mountain Ski Ranch, L.L.C.

By Dynamic Investment Group, Inc.,
its Manager

By:


John Philip Neely
Vice President

STATUTORY AGENT

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.

SPRING MOUNTAIN SKI RANCH 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 antitrust 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 other 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 DEC. 31ST

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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY JOHN P. NEEDLER DATE 4/7/05 BY _____ DATE _____
 TITLE MANAGER / MEMBER TITLE _____
 BY SPRING MOUNTAIN SKI RANCH LLC DATE _____ BY _____ DATE _____
 TITLE _____ 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 elected, by a duly authorized officer.

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

