AZ CORPORATION COMMISSION
FILED

JUN 28 2005

FILE NO. 1212176-0

REJ

AZ Corp. Commission
01016126

ARTICLES OF INCORPORATION
OF
PARADISE VILLAS HOMEOWNERS ASSOCIATION

AZ CORPORATION COMMISSION
FILED
JUL 29 2005
FILE NO. 1212176-0
1067099

ARTICLE 1.
NAME

The name of the corporation is Paradise Villas Homeowners Association.

ARTICLE 2.
DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Paradise Villas recorded in the official records of the County Recorder of Maricopa County, Arizona, as such Declaration maybe amended from time to time. As used in these Articles, the term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action including, but not limited to, action by written ballot or written consent.

ARTICLE 3.
PRINCIPAL OFFICE

The principal office of the Association shall be located at 20610 North Cave Creek Road, Suite 101, Phoenix, Arizona 85024.

ARTICLE 4.
STATUTORY AGENT

David E. Shein, whose address is, 8777 N. Gainey Center Drive, Suite 191, Scottsdale, Arizona 85258, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE 5.
CHARACTER OF BUSINESS

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The character of business which the Association intends to conduct in Arizona is to provide for the management, maintenance, and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Community Documents or by law. The Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

$ PAID
175
#2610

ARTICLE 6.
MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Community Documents. The provisions of the Declaration pertaining to classes of membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE 7.
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director of the Association who shall serve until his successor is elected and qualifies is as follows:

Name	Mailing Address
Michael McBride	20610 North Cave Creek Road Suite 101 Phoenix, Arizona 85024

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that so long as the Declarant owns one or more Lots, the Declarant, and thereafter, the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Department of Veterans Affairs or any federal, state or local governmental agency whose approval of the Project, the Plat or the Community Documents is required by law or requested by the Declarant or the Association.

ARTICLE 8.
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

Michael McBride	-	President
James W. Henrie	-	Secretary/Treasurer

ARTICLE 9.
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article 9 shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE 10.
INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association or is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article 10 shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE 11.
AMENDMENTS

These Articles may be amended by Members holding at least sixty percent (60%) of the Eligible Votes; provided, however, that so long as the Declarant owns any Lot, the Declarant, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Association Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any Lot, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE 12.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-thirds (2/3) of the Eligible Votes. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose. So long as the Declarant owns any Lot, any dissolution of the Association must be approved in writing by the Declarant.

ARTICLE 13.
DURATION

The corporation shall exist perpetually.

ARTICLE 14.
VA/FHA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers or consolidations, mortgaging of Common Area, dedication of Common Area, or the Association and dissolution or amendment of these Articles of Incorporation.

ARTICLE 15.
INCORPORATOR

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

Name	Address
Michael McBride	20610 North Cave Creek Road Suite 101 Phoenix, Arizona 85024

Dated this 11th day of May, 2005.

Michael McBride

CONSENT TO ACT AS STATUTORY AGENT

I, David E. Shein, 8777 N. Gainey Center Drive, Suite 191, Scottsdale, Arizona 85258, appointed as statutory agent for NAMWEST – 67TH AVENUE & I-10, L.L.C., an Arizona limited liability company, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: June 23, 2005.

David E. Shein

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

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

PARADISE VILLAS HOMEOWNERS ASSOCIATION
EXACT CORPORATION NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator 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. 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?

RECEIVED
JUL 2 9 2005
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
6. Social Security number.

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 X

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 aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

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

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

BY _____ BY _____

PRINT NAME: Michael B. McBride PRINT NAME: James W. Henrie

TITLE: President DATE: July 25, 2005 TITLE: Secretary/Treasurer DATE: July 25, 2005

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: 3/00

CHESTER & SHEIN
ATTORNEYS

June 27, 2005

Via Fed-Ex

ARIZONA CORPORATION COMMISSION
Attention: Corporate Filings
1300 W. Washington, First Floor
Phoenix, Arizona 85007-2996

Re: PARADISE VILLAS HOMEOWNERS ASSOCIATION.

Ladies and Gentlemen:

In connection with the formation of PARADISE VILLAS HOMEOWNERS ASSOCIATION, enclosed please find the following items:

1. ACC Cover Sheet;
2. One (1) *original* and one (1) *copy* of the Articles of Incorporation for PARADISE VILLAS HOMEOWNERS ASSOCIATION; and
3. Our firms check in the amount of $75.00, representing your expedited filing fee.

Once the Articles have been filed, please fax a *copy* to the undersigned at the fax number listed below.

Thank you in advance for your assistance and please do not hesitate to contact me should you have any questions.

Very truly yours,

Carrie Guida
Paralegal

Enclosures
1265.006 AZCorpComsn.ltr

GAINEY RANCH CORPORATE CENTER
8777 N. GAINEY CENTER DRIVE • SUITE 191 • SCOTTSDALE, ARIZONA 85258
(480) 922-3933 • FAX (480) 922-3969 • www.cslawyers.com

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD – Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): **Paradise Villas Homeowners Association**

Please Check or Complete the Appropriate Sections:

A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document

2. ☒ Domestic (from Arizona) ☐ Foreign (organized in another state or country)

3. ☐ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☒ LLC ☐ Trust ☐ Other

4. Payment ☒ Check # 2610 ☐ Cash ☐ MOD account #_____
Amount: $ 75.00 ☐ No fee required ☐ See attached distribution of funds instructions

5. Processing ☒ ***Expedited*** (Priority service, $25 Additional Fee Per Document)
☐ **Regular** (usually 2-4 months)

B. Filing Type: (Check one only)

☐ Articles of Domestication
☒ Articles of Incorporation
☐ Articles of Organization
☐ Application to Transact Business (B)
☐ Application to Conduct Affairs (NP)
☐ Application for New Authority
☐ Application for Registration
☐ Articles of Amendment
☐ Articles of Amendment & Restatement

RECEIVED
JUN 28 2005
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

☐ Publication of _____
☐ Articles of Correction
☐ Merger of (name): _____
Into: _____
☐ Other: _____

C. Special Instructions: _____

D. Extras:
☐ Certified Copies - _____ (Qty. @ $5 ea. for corps or $10 ea. for LLCs)
☐ Good Standing Certificate - _____ (Qty. @ $10 ea.)
☐ Expedite Certified Copies ($35 extra)
☐ Expedite Good Standing ($35 extra)

E. RETURN DELIVERY VIA: ☐ Mail or ☐ Pick Up or ☒ Fax # (480) 922-3969
The following individual should be called to pick up completed documents:

Name: _____ Phone: ( ) _____

Pick-up by: _____ Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner – approximately two weeks. In that event, the documents should be mailed to the following address:

Name: **Carrie Guida** Firm: **CHESTER & SHEIN, PC**

Address: **8777 N. Gainey Center Drive, Suite 191**

City, State Zip: **Scottsdale, Arizona 85258**

CFCVLR
REV 3/04