



MAY 15 2006

FILE NO. -1284724-5

**ARTICLES OF INCORPORATION
OF**

SAGUARO SPRINGS MASTER COMMUNITY ASSOCIATION, INC.

Know all persons by these presents that the undersigned hereby associate ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

The name of the corporation is: "**Saguaro Springs Master Community Association, Inc.**" The period of duration shall be perpetual.

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the corporation shall be 310 S. Williams Blvd, Suite 135, Tucson, Arizona 85711, Pima County, Arizona; and its principal office shall be at 310 S. Williams Blvd, Suite 135, Tucson, Arizona 85711.

ARTICLE III

PURPOSE

The corporation does not contemplate pecuniary gain or profit to the Members thereof; and the specific purposes for which it is organized are to promote the health, safety and welfare of its Members and to provide for architectural control of the subdivision in Pima County, Arizona, known as Saguaro Springs ("Subdivision"), and the maintenance and preservation of Common Areas and other areas of responsibility of the corporation. The Subdivision is governed by, among other things, the Declaration of Covenants, Conditions, Restrictions and Easements for Saguaro Springs recorded in the Office of the Pima County, Arizona Recorder ("Declaration"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them by the Declaration. The Declaration shall be deemed incorporated herein for such purpose. The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 528

of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States revenue law. If the corporation is dissolved, the assets of the corporation shall be dedicated to a public body, or conveyed to a nonprofit corporation with similar purposes.

ARTICLE IV
INITIAL BUSINESS

The character of business which the corporation initially intends actually to conduct in this State is the operation of a homeowners association and the maintenance of Common Areas and as otherwise set forth in the Declaration.

ARTICLE V
MEMBERSHIP, VOTING AND OTHER RIGHTS

The corporation shall have Members. The authorized number and qualification of Members of the corporation; the different classes of membership; voting and other rights and privileges of the Members; and their liability for assessments and the method of collection thereof, shall be as provided for in the Declaration and the Bylaws of the corporation. The Declaration provides that the corporation shall have two classes of voting membership as follows:

- (a) Class A. Class A Members shall be all Owners other than Declarant and each such Owner shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners may determine, but in no event shall more than one (1) vote be cast with respect to any Lot owned by a Class A Member. Votes for Blocks are based upon "Net Acres" as defined in the Declaration. Generally, a Class A Member shall have six (6) votes for each Net Acre within a Block owned by such Class A Member, unless otherwise specifically provided in the Tract Declaration.

- (b) Class B. The Class B Members shall be Declarant, who shall be entitled to three (3) votes for each Lot owned and eighteen (18) votes per Net Acre. For purposes of voting rights the Declarant is deemed to own certain Lots and Blocks owned by Developer Owners. The Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following events:

- (1) One Hundred Twenty (120) days after such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership,
- (2) Ten (10) years following the date on which the Declaration is recorded with the Office of the Pima County, Arizona Recorder, or
- (3) The date on which all Class B Members relinquish their Class B Memberships by notifying the Association in writing of such event.

**ARTICLE VI
STATUTORY AGENT**

The initial statutory agent for the corporation is hereby designated as Kathleen^CBuske, Platinum Management Inc. located at 310 S. Williams Blvd, Suite 135, Tucson, Arizona, 85711.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) persons. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors thereafter shall be as provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and qualify are:

Douglas Hare, c/o Empire Companies, 9395 W. Lambert Lane, Marana, AZ 85753.

Arthur L. Flagg, c/o KB HOME, 250 S. Craycroft, Suite 300, Tucson, AZ 85711.

Christine Alonso, c/o Empire Companies, 9395 W. Lambert Lane, Marana, AZ 85753.

The personal liability of the directors to the corporation or its Members for monetary damages for breach of fiduciary duty as a director is eliminated to the

fullest extent permitted by applicable law. Neither this provision nor any other provision in these Articles of Incorporation shall eliminate or limit the liability of a director for any of the following:

- (a) The amount of a financial benefit received by a director to which the director is not entitled.
- (b) The intentional infliction of harm on the corporation or the members.
- (c) A violation of Arizona Revised Statutes Section 10-3833.
- (d) An intentional violation of criminal law.

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council in an advisory capacity.

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporator of the corporation is as follows:

Douglas Hare
c/o Empire Companies
9395 W. Lambert Lane
Marana, AZ 85653

**ARTICLE IX
EXEMPTION**

The private property of each and every officer, director, and Member of the corporation shall at all times be exempt from the debts and liabilities of the corporation.

**ARTICLE X
GOVERNING DOCUMENTS**

In the event that any part or provision of these Articles of Incorporation are in conflict or inconsistent with the Declaration, or any amendments thereto, the terms

and provisions of the Declaration shall control and supersede such conflicting or inconsistent provisions hereof, except as may otherwise be required by applicable law.

**ARTICLE XI
AMENDMENT TO ARTICLES**


These Articles of Incorporation may be amended, altered or repealed by the affirmative vote of not less than seventy-five percent (75%) of the total votes cast by the membership at any duly constituted and convened regular or special meeting of the Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 2nd day of May, 2006.


Douglas Hare

CONSENT OF STATUTORY AGENT

The undersigned, Kathleen C. Buske being designated to act as statutory agent in the foregoing Articles of Incorporation of Saguaro Springs Master Community Association, Inc. hereby consents to act in that capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.


Kathleen C. Buske

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

-128 4724-5

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 Saguaro Springs Master Community
Association

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. | 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 cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediats preceding 7-year period). | |
| 5. Date and location of birth. | |

- 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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is 12/31

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 [Signature] DATE 5-10-06
TITLE INCORPORATOR

BY _____ DATE _____
TITLE _____

BY [Signature] DATE 5/10/06
TITLE SECRETARY

BY _____ DATE _____
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.