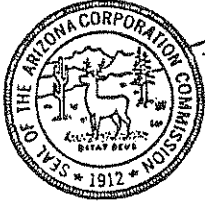


STATE OF ARIZONA

Corporation Commission

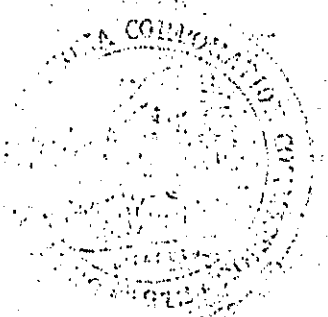


To all to Whom these Presents shall Come, Greeting:

I, WILLIAM R. JOHNSON SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of

DORADO COUNTRY CLUB ESTATES IMPROVEMENT ASSOCIATION

which were filed in the office of the Arizona Corporation Commission on the 16th day of November, 1970 as provided by law.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHDENIX, THIS 16th DAY OF November A. D. 1970

William R. Johnson
BY SECRETARY.

ARTICLES OF INCORPORATION
OF
DORADO COUNTRY CLUB ESTATES IMPROVEMENT ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all residents of the State of Arizona and citizens of the United States, having voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be DORADO COUNTRY CLUB ESTATES IMPROVEMENT ASSOCIATION and its principal place of business shall be Tucson, Arizona, but other offices may be established and maintained within Pima County, Arizona, at such places as the Board of Directors may designate, where meetings of members of the Association and Directors may be held.

ARTICLE II

The purpose for which this corporation is formed and the general nature of the business to be transacted shall be to do all things necessary for the general benefit and welfare of the property owners in that certain subdivision identified as

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DORADO COUNTRY CLUB ESTATES NO. 1, and any other subdivisions that are later developed in connection therewith as provided in the Deed Restrictions covering DORADO COUNTRY CLUB ESTATES NO. 1, and to own and provide for the maintenance of private roadways and streets and all other common areas, including all recreation areas, in said subdivision or future subdivisions; to provide, as necessary, caretakers or maintenance personnel for said roadways, streets, and all other common and recreation areas at all necessary times; to protect and improve said areas and maintain the standards and deed restrictions thereon and to enforce the same, if necessary, to create an organization of property owners of said subdivision who may thereby join together for the protection of their common property interests and the promotion and betterment of their living conditions, and to provide necessary funds for the aforesaid objects by means of an annual assessment levied against each unit in said subdivision; to borrow money to secure the payment of the same for the foregoing objects and purposes; to expel or suspend members for non-payment of annual assessments and to restore membership to such persons expelled or suspended, and to do all things necessarily incident to the foregoing objects and purposes and to establish and adopt By-Laws and rules and regulations deemed necessary and expedient to carry into effect the objects and purposes heretofore recited in accordance with the laws of the State of Arizona relating to non-profit corporations.

ARTICLE III

The commencement of this corporation shall be the day when these Articles are filed and a certified copy recorded and a Certificate of Incorporation delivered by the Corporation Commission of the State of Arizona, and the termination thereof shall be in accordance with the statutes of the State of Arizona.

ARTICLE IV

The affairs of the corporation shall be conducted by a Board of Directors consisting of three (3) members and said Board shall annually elect from its membership a President, Vice President and Secretary-Treasurer. The Organizational Meeting of the corporation was held on the 9th day of November, 1970, at the hour of 10:00 o'clock A. M., at Tucson, Pima County, State of Arizona, and the following Directors were elected to serve until new Directors are duly elected and qualified:

1. Dell Traylor
2. Robert A. Gosnell
3. Clyde D. Moslander

and thereafter, on the 10th day of November, 1970, said Directors met and elected Dell Traylor as President, Robert A. Gosnell as Vice President and Clyde D. Moslander as Secretary-Treasurer, said officers being the named incorporators herein. The Directors shall have the power to adopt, amend and rescind the By-Laws, to appoint from their own number an Executive Committee and to vest said Committee with all powers granted the

Directors by these Articles. At such time as the corporation is turned over to the control of the homeowners entitled to membership in the corporation, the Board of Directors shall be elected from the membership of the corporation at the annual meeting to be held on the second Sunday of March of each year. Any vacancy occurring on the Board of Directors by reason of death, resignation or disqualification of any such Director shall be filled by the remaining directors, such replacement Director to serve until the next annual meeting of the corporation.

ARTICLE V

The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself is Fifty Thousand Dollars (\$50,000.00).

ARTICLE VI

The private property of the members, Directors and officers of this corporation shall be forever exempt from its debts and obligations, except as hereinafter set forth.

ARTICLE VII

Ownership of one of the units in DORADO COUNTRY CLUB ESTATES NO. 1, or any future parcel developed in connection therewith as provided in the Deed Restrictions covering DORADO COUNTRY CLUB ESTATES NO. 1 shall entitle the owner to membership in the corporation. Membership shall be limited, however,

to one owner for each unit. In the event that more than one unit is owned by the same individual, firm, partnership or corporation, that individual, firm, partnership or corporation shall be entitled to as many votes as the number of units owned. In accordance with the Deed Restrictions of DORADO COUNTRY CLUB ESTATES NO. 1, all property owners in said subdivision shall be members of this corporation and said membership shall cease and terminate immediately upon said member conveying away his or her beneficial interest in the land therein.

ARTICLE VIII

For the purpose of providing the necessary funds for the carrying out of the purposes of this corporation as aforesaid in Article II, and the necessary operating expenses of this corporation, there shall be levied annually an assessment against each unit in said subdivision, the amount of such assessment for the ensuing year to be determined by a majority vote of the Board of Directors at its annual or any special meeting. It is further provided that any and all assessments remaining due and unpaid for the calendar year shall become a lien upon the unit ^(unit) against which such assessment was levied and the Board of Directors is authorized to direct the Secretary of the corporation to compile a list of such units and the amount of the unpaid assessment levied against each, and to direct any President and Secretary of the corporation to certify such unpaid assessments to the

County Recorder of Pima County, State of Arizona, in the month of January following the year in which such assessments were levied and unpaid, and to cause the same to be entered as a lien upon the unit against which the assessment was made, subject to state and county taxes and mortgages of record without further authorization or direction by the Board of Directors. The President and Secretary are authorized to release any such lien upon payment of such delinquent assessment by or on behalf of the owner of the unit or units against which said assessment was made, and any and all costs or fees payable to the Pima County Recorder shall be paid out of the general fund of the corporation.

ARTICLE IX

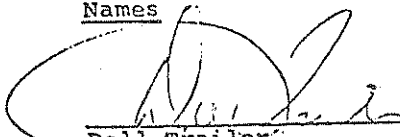
Frank Haze Burch, having been a bona fide resident of Maricopa County, Arizona, for the last three (3) years, is hereby appointed and made the lawful agent for and on behalf of this corporation, in and for the State of Arizona, to accept and acknowledge service of and upon whom may be served all necessary process in any action, suit or proceeding, which may be had or brought against said corporation in any court in the State of Arizona, such service of process or notice or the acceptance thereof by him thereon endorsed to have the same force and effect as if served upon the President and Secretary of this corporation. This appointment may be revoked at any time by the filing of the appointment of another agent.

IN WITNESS WHEREOF, for the purpose of forming this

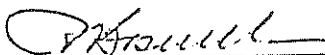
non-profit corporation as aforesaid, we, the undersigned officers and incorporators of DORADO COUNTRY CLUB ESTATES IMPROVEMENT ASSOCIATION have executed these Articles of Incorporation this 13th day of November, 1970.

Names

Residences and Addresses


Dell Traylor

6019 North 20th Street
Phoenix, Arizona 85016


Robert A. Gosnell

2222 East Thomas Road
Phoenix, Arizona 85016

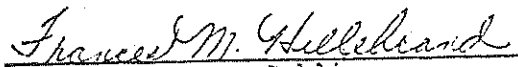

Clyde D. Moslander

6310 East Pinchot Drive
Scottsdale, Arizona 85251

STATE OF ARIZONA)
County of Maricopa) ss.

On this the 13 day of November, 1970, before me, the undersigned officer, personally appeared DELL TRAILOR, ROBERT A. GOSNELL and CLYDE D. MOSLANDER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

In Witness Whereof I hereunto set my hand and official seal.


Notary Public

My commission expires:

Nov. 22, 1972

81050

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

NOV 16 1970

At 2:00 P. M.
Burch, Cracchiolo, Levie & Guyer
2333 North Central Avenue
Address Phoenix, Arizona 85004
May-S. Oates
By WILLIAM R. JOHNSON SECRETARY

SEARCHED	INDEXED	SERIALIZED
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75578

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State of Arizona }
County of Pima } ss
I hereby certify that the within records
were filed for record as correct
Burch, Cracchiolo, Levie & Guyer
1970 NOV 18 AM 11 03
3874 146-154
Secretary
Deputy

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R. 11-18-70