

**ARTICLES OF INCORPORATION OF
SUN CITY WEST PROPERTY OWNERS AND RESIDENTS ASSOCIATION**
KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of Article 16, Chapter 1, Title 10 of the Arizona Revised Statutes, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be Sun City West Property Owners and Residents Association (PORA) and its principal place of resident shall be at SUN CITY WEST, Maricopa County, Arizona, but the board of directors may designate other places within the State of Arizona where other offices may be established and maintained and corporate business transacted.

ARTICLE II

The names, residences and post office addresses of the Incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE AND POST OFFICE ADDRESS</u>
Irma Halfter	13238 Maplewood Dr., Sun City West, AZ, 85375
William f. Stewart	13215 Allegro Ct., Sun City West, AZ 85375
Gene Wilson	13225 Beechwood Dr., Sun City West, AZ 85375

ARTICLE III

The general nature of the business in which the corporation is engaged is as follows:

To do anything and everything lawfully necessary in the interest of the members of the corporation including but not limited to the following:

1. To promote the development of the community described herein as a retirement residential area; to promote public service to and for said community and to do all things necessary or desirable to promote the protection of the health, well being of the members of the corporation and the welfare of the said community as a retirement residential area.
2. To gather information and data as needed for the benefit of the members of the corporation with respect to:
 - a. The various forms of government that might be applicable to Sun City West.
 - b. All questions concerning assessments, taxation, public utilities rates and charges, and other matters that may become of interest to the members of the corporation.
 - c. Political and legislative matters that may have an effect upon the corporation and/or its members, and for the benefit of this retirement community.
3. On behalf of its members to take appropriate action to correct any overcharges or other inequities and lay people to assist in carrying out the purposes of this corporation.
4. To engage the service of accountants, engineers, chemists, lawyers, and other professional and lay people to assist in carrying out the purposes of this corporation.

5. To contact, coordinate or operate with other organizations, associations, corporations or individuals in carrying out and conducting the activities and endeavors for which this corporation is formed and in effecting the results sought.
6. To purchase, lease, option, contract for or otherwise acquire, take, own, hold, exchange, sell or otherwise dispose of, pledge, mortgage, hypothecate, encumber any and all classes of property necessary to the fulfillment and furtherance of the objects and purposes of the corporation within the limits prescribed by law.
7. To issue such notes, bonds, debentures, contracts or other security or evidence of indebtedness in such manner and form as may be prescribed.
8. To purchase, acquire, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise to acquire, dispose of, hold or deal in the shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness of this or any other corporation, association or individual, and to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
9. To lend and invest its funds, with or without security, upon such terms and conditions as shall be prescribed.
10. To borrow money and to issue bonds, debentures, notes, contracts, and other evidences of indebtedness or obligation, and from time to time for any lawful purpose to mortgage, pledge, and otherwise charge any or all its properties, property rights and assets to secure the payment thereof.
11. To act as surety or guarantor, agent trustee, broker or in any other fiduciary capacity.
12. To make and to perform contracts of every kind and description in carrying on its business or for the purpose of obtaining and furthering any of its objects; to do any and all things which a natural person might or could do and which now or hereafter may be authorized by law; and, in general to do and perform such acts and things and to have and exercise all the powers and to transact such business in connection with the foregoing objects as may be necessary and required.
13. To receive gifts or bequests of any nature whatsoever for the carrying out of the purposes of the corporation and to do any and every act or thing and to engage in any and every undertaking necessary or convenient in the prosecution of the undertakings of this non-profit corporation, which a corporate body may lawfully do or perform.

ARTICLE IV

This corporation shall have no power to issue capital stock. No dividends or pecuniary profits shall be declared or inure to any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affected one or more of its purposes). No member, director, officer of the corporation, or private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

ARTICLE V

The time of the commencement of this corporation shall be the day the Arizona Corporation Commission shall issue to the corporation a certificate of incorporation. The termination shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLES VI

No membership or evidence of membership shall be transferable and no assignee or transferee thereof, whether by operation of law or property rights or interest therein, except as shall be provided in the By-Laws of the corporation Any person ceasing to be a member voluntarily, by expulsion or by death, shall forfeit all rights and privileges of membership and all rights or interest in the corporation absolutely except as shall be provided in the By-Laws of the corporation.

ARTICLES VII

- ~~1. The following persons were, on the 12th day of February, 1979, at Sun City West, Maricopa County, Arizona, duly and regularly elected to serve as directors of the corporation, and shall act as such directors until the first annual meeting of the members and until their successors have been elected and qualified:~~

Brown, Howard	13246 Marble Drive; Sun City West, Arizona
Copes, Loise S.	19008 134th Avenue; Sun City West, Arizona
Cross, Lawrence	19607 132nd Avenue; Sun City West, Arizona
Dunlevy, Hogan	19607 132nd Avenue, Sun City West, Arizona
Hafter, Irma T.	13238 Maplewood Dr.; Sun City West, Arizona
Kelso, Joseph J.	13418 Ashwood Dr.; Sun City West, Arizona
Knapp, Arthur	13203 Copperstone Dr.; Sun City West, Arizona
Marshall, Harold	13319 Prospect Dr.; Sun City West, Arizona
Mitchell, Claire L.	13227 Copperstone Dr.; Sun City West, Arizona
Pappas, Harry L.	13210 Maplewood Dr.; Sun City West, Arizona
Perril, Lester	19215 130th Ave.; Sun City West, Arizona
Schneider, Walter E.	13211 Bonanza Dr.; Sun City West, Arizona
Segall, Beatrice	12910 Galaxy Drive; Sun City West, Arizona
Steele, Edward D.	13213 Bonanza Dr.; Sun City West, Arizona
Steward, William F.	13215 Allegro Court; Sun City West, Arizona
Stoffer, Glen	13234 Desert Glen Dr.; Sun City West, Arizona
Sullivan, Gloria	13247 Maplewood Dr.; Sun City West, Arizona
Wick, Luman	13235 Maplewood Dr.; Sun City West, Arizona
Wilson, Gene	13225 Beechwood Dr.; Sun City West, Arizona
Wittich, Walter Arno	13226 Beechwood Dr.; Sun City West, Arizona

- ~~2. The affairs of the Corporation shall be conducted by a Board of Directors as the members of the Corporation may elect. The number of Directors shall be not less than fifteen (15) nor more than twenty five (25). The term of office of the Directors shall be three (3) years and may be staggered as provided in the By-Laws. Directors shall be elected by the members of the Corporation at an election to be held in December of each year in accordance with provisions for such election in the By-Laws.~~
- ~~3. The Board of Directors shall have the power to fill vacancies occurring on the Board.~~
- ~~4. The Board of Directors shall elect such officers of the Corporation as provided in the By-Laws and shall have the power to fill vacancies in the several officers.~~

- ~~5. The Board of Directors shall appoint an Executive Committee and shall vest the Executive Committee with such powers as provided in the By-Laws. The Executive Committee shall consist of such officers and committee chairpersons as set forth in the By-Laws.~~
6. The By-Laws of the Corporation shall prescribe the qualifications of members, the mode of election, and the terms of admission to membership, provide that voting rights of all active members shall have equal rights and privileges and be subject to equal responsibilities. Such By-Laws shall also provide the fees of admission, dues, and assessments to be paid by members and the grounds and the manner in which members may withdraw, be suspended, or expelled.
- ~~7. The Corporation will operation on a calendar year basis.~~

ARTICLE VIII

The highest amount of indebtedness or liability direct or contingent, to which the Corporation may at any time subject itself is One Hundred Fifty Thousand Dollars (\$150,000.00).

ARTICLE IX

1. The private property of the Incorporators, members, directors, and officers of this Corporation shall be forever exempt from the debts and obligations of the Corporation.
2. Subject to the further provisions hereof, the Corporation shall indemnify any and all of its directors, officers, former directors, and former officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or received in any legal action brought against any one or all of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as a director, an officer, former director or former officer of this Corporation. The officers, directors, former directors or former officers of the Corporation against whom a claim has been made or suit instituted, shall report in writing to the President of this Corporation or the Chairperson of the Board of Directors that he has incurred or may incur expenses, including, but not limited to, legal fees, judgments and penalties on account of any action or omission alleged to have been committed by him while acting within the scope of employment as a director or officer of the Corporation. The Board of Directors shall, at time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence, or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, as amended and provided, further, that the Corporation shall have the right to refuse indemnification in any instance in which the person who would otherwise have been applicable shall have unreasonably refused to permit

the Corporation, at its own expense and through counsel of its own choose to defend him in action.

ARTICLE X

All powers herein granted to the Corporation and/or its Directors are subject to the procedures and limitations set forth in the By-Laws.

ARTICLE XI

In the event of the dissolution or winding up of the corporation, all assets not otherwise disposed of and not subject to any trust, shall be transferred as the Board of Directors may then decide for carrying out the purposes or similar purposes of this corporation.

ARTICLE XII

The Articles of Incorporation may be amended at any meeting of the members called for that purpose by the affirmative vote of the majority of the members of the corporation present at the meeting. Notice of the proposed amendment or amendments shall be given to the members by publishing one time the call of the meeting of the proposed amendment or amendments in a newspaper of general circulation in Sun City West, Arizona, not less than ten (10) days prior to the date of the meeting; provided, however, that if the Statutes of the State of Arizona provide for more than one publication or a longer period of time be given then the Statutes of the State of Arizona shall govern.

ARTICLE XIII

Douglas G. Martin, whose address is 919 North First Street, Phoenix, Arizona 85004, and who has been a bona fide resident of Maricopa County, State of Arizona for more than three and one half (3 1/2) years, is hereby appointed and designated Statutory Agent of the Corporation for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by filling the appointment of another Agent.