

**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 12<sup>th</sup> 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, Leise S.	19008 134 <sup>th</sup> Avenue; Sun City West, Arizona
Cross, Lawrence	19607 132 <sup>nd</sup> Avenue; Sun City West, Arizona
Dunlevy, Hogan	19607 132 <sup>nd</sup> Avenue, Sun City West, Arizona
Hafter, Irma T.	13238 Maplewood Dr.; Sun City West, Arizona
Kelse, 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 130 <sup>th</sup> 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 operate 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.

ARTICLES OF INCORPORATION  
OF  
SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

KNOW ALL PERSONS BY THESE PRESENTS:

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ARTICLE I

The name of the corporation shall be SUN CITY WEST PROPERTY OWNERS AND RESIDENTS ASSOCIATION (PORA) and its principal place of business 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:

NAME	RESIDENCE and POST OFFICE ADDRESS
Irma Halster	13238 Maplewood Dr., Sun City West, Ariz. 85375
William F. Stewart	13215 Allegro Ct., Sun City West, Ariz. 85375
Gene Wilson	13225 Beechwood Dr., Sun City West, Ariz. 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 affect 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 for public services.

4. To engage the services 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 or 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 activity or 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 affecting 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.

## ARTICLE VI

No membership or evidence of membership shall be transferable and no assignee or transferee thereof, whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any 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.

## ARTICLE 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, Louise S. 19008 134th Avenue  
Sun City West, Arizona

Cross, Lawrence	19607 J32nd Avenue Sun City West, Arizona
Dunlevy, Hogan	18603 Maplewood Drive Sun City West, Arizona
Halster, Irma T.	13238 Maplewood Drive Sun City West, Arizona
Kelso, Joseph J.	13418 Ashwood Drive Sun City West, Arizona
Knapp, Arthur	13203 Copperstone Drive Sun City West, Arizona
Marshall, Harold	13319 Prospect Drive Sun City West, Arizona
Mitchell, Claire L.	13227 Copperstone Drive Sun City West, Arizona
Pappas, Harry L.	13210 Maplewood Drive Sun City West, Arizona
Perril, Lester	19215 130th Avenue Sun City West, Arizona
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Steele, Edward D.	13213 Bonanza Drive Sun City West, Arizona
Stewart, William F.	13215 Allegro Court Sun City West, Arizona
Stoffer, Glen	13234 Desert Glen Dr. Sun City West, Arizona
Sullivan, Gloria	13247 Maplewood Drive Sun City West, Arizona
Wick, Luman	13235 Maplewood Drive Sun City West, Arizona
Wilson, Gene	13225 Beechwood Drive Sun City West, Arizona
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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 offices.

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 operate on a calendar year basis.

#### ARTICLE VIII

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#### 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 choosing 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 filing the appointment of another Agent.

IN WITNESS WHEREOF, we have hereunto set our hands this  
21st day of February, 1979.

Irma Halster  
Irma Halster

William F. Stewart  
William F. Stewart

Gene Wilson  
Gene Wilson

STATE OF ARIZONA )  
COUNTY OF MARICOPA ) SS.

On this the 28th day of February, 1979, before me the  
undersigned officer, personally appeared Irma Halster, William F. Stewart,  
and Gene Wilson, known to me (or satisfactorily proven) 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.

Linda K. Cason

My Commission expires:  
My Commission Expires Jan. 28, 1980

PROPERTY OWNERS  
13815 CAMINO DEL SOL

P  
O  
R  
A

RESIDENTS ASSOCIATION  
SUN CITY WEST, AZ 85375

Telephone 584-4288

ARTICLE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Article of Amendment to its Articles of Incorporation:

The name of the corporation is Sun City West Property Owners and Resident Association.

The document attached hereto as Exhibit A sets forth the amendment to the Articles of Incorporation which was adopted by a unanimous vote of the Board of Directors at its regularly scheduled meeting on October 6th, 1987, in the manner prescribed by the Arizona Nonprofit Corporation Act.

The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by a 2/3 vote at a regularly scheduled Membership Meeting on November 12, 1987 at which a quorum was present, in the manner prescribed by the Arizona Nonprofit Corporation Act.

DATED: December 15, 1987

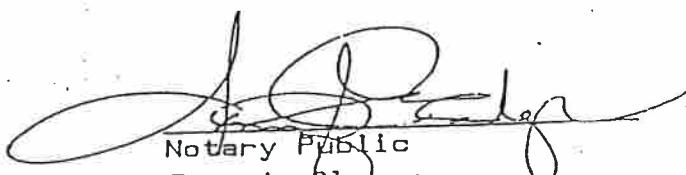
SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

By: Benjamin Davis  
Title: President

By: Deborah Guber  
Title: Secretary

STATE OF ARIZONA )  
                      ) 68  
COUNTY OF MARICOPA )

The foregoing instrument was acknowledged before  
me this 15th day of December 1987,  
by Benjamin G. Davis President, and  
Dorothea L. Zuber Secretary, res-  
pectively of SUN CITY WEST PROPERTY OWNERS AND RESIDENT  
ASSOCIATION, an Arizona Corporation, on behalf of said  
corporation.



Notary Public  
Tammy L. Pledger

My commission expires:

My Commission Expires June 30, 1991

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SUN CITY WEST  
PROPERTY OWNERS AND RESIDENTS ASSOCIATION

1. The following is inserted as ARTICLE X;

ARTICLE X

Indemnification and Limitation of Liability. The personal liability of any director of the Corporation to the Corporation or its members or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The Corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an officer, director, employee or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

2. ARTICLES X, XI, XII, XIII are renumbered.

197318.102

AZ. CORP. COMMISSION  
FOR THE STATE OF AZ

DEC 6 2 03 PM '95

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ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

AZ. CORP. COMMISSION  
FOR THE STATE OF AZ  
FILED

AUG 7 2 58 PM '95

DATE 0121528-3 *10/16/95*  
SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

The name of the Corporation is SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION.

The following amendments to the Articles of Incorporation were duly adopted by the unanimous vote of the Board of Directors at a Special Meeting held on June 8, 1995, and presented for approval to and approved by majority vote of the members at the Annual Meeting of the Members of Sun City West Property Owners and Resident Association held on June 8, 1995.

1. Article VIII is deleted in its entirety and the following is substituted therefor:

"The highest amount of indebtedness or liability direct or contingent, to which the Corporation may at any time subject itself is Two Hundred Fifty Thousand Dollars (\$250,000.00)."

2. In all other respects the Articles of Incorporation of SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION as filed with the Corporation Commission on March 13, 1979, remain unmodified.

The above amendment was accepted by approval of 350 out of 389 votes cast. A quorum of 200 was required, which was met.

IN WITNESS WHEREOF, the present officers and directors, hereunto set their hands as of the 21<sup>st</sup> day of July, 1995.

*Ed Cirillo*  
Ed Cirillo, President

*L. Birt Kellam*  
L. Birt Kellam  
First Vice President

*D.J. Hutton*  
D.J. Hutton, Secretary

*William S. Fry*  
Bill Fry, Treasurer

*Hal Lind*  
Hal Lind  
Second Vice President

1903711  
STATE OF ARIZONA      )  
                            ) ss.  
County of Maricopa    )

Before me, the undersigned Notary Public in and for the County of Maricopa, State of Arizona, personally appeared Ed Cirillo, L. Birt Kellam, D.J. Horton, Bill Fry, and Hal Lind, known to me to be the persons whose names are subscribed to within the Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

*July*  
WITNESS my hand and official seal this 20<sup>th</sup> day of  
\_\_\_\_\_, 1995.

*Alvin Schaeffer*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Oct 30, 1998

103315-1000

*Philip S. DiMatteo, P.C.*  
Attorney at Law

13711 CAMINO DEL SOL, SUITE 4  
SUN CITY WEST, ARIZONA 85375  
TELEPHONE (602) 546-1690  
FAX (602) 584-3392

OF COUNSEL:  
BOSCO, BOSCO & VAKULA, P.C.  
Formerly Bosco & DiMatteo, P.C.

December 5, 1995

The Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Re: Sun City West Property Owners and Resident Association  
Amendment to Articles of Incorporation

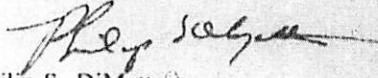
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-captioned corporation. Pursuant to my telephone call to your office yesterday, March 13, 1979 has been inserted in paragraph 2 of the Amendment as the date the Articles were originally filed.

Although the Amendment has been stamped and signed as approved on October 16, 1995, I am returning it to you for you to update your records and return to me.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Philip S. DiMatteo

PSD/lje  
Enclosure  
cc: Birt Kellam

AZ. CORP. COMMISSION  
FILED

ARTICLES OF AMENDMENT

FEB 06 2004

OF

TERM DATE 2-6-2004 Sun City WEST PROPERTY OWNERS & RESIDENTS Association  
[Name of Corporation]

0121528-3

1. The name of the corporation is Sun City WEST PROPERTY OWNERS & RESIDENTS Association
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. The amendment was adopted the 12<sup>th</sup> day of NOVEMBER, 2003.
4. The amendment was duly adopted by act  of the members  board of directors.  And with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

DATED as of this 6 day of FEBRUARY, 2004.

Sun City WEST PROPERTY OWNERS & RESIDENTS Association  
(name of corporation)

By Donald E. Peppen

Donald E. Peppen TREAS  
[name] [title]

Adele Helen Miksis  
Maricopa

Feb 6<sup>th</sup> 2004 by Feb 24, 2004



ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

CF: 0038  
Rev: 03/03

PAID  
Co.  
16-30418

**EXHIBIT A**

## ARTICLE OF AMENDMENT

## TO THE

## ARTICLES OF INCORPORATION

ON

SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

**THE FOLLOWING ARTICLE IS REVISED:**

## ARTICLE V

This Corporation shall have perpetual existence.

**THE FOLLOWING ARTICLE IS REVISED:**

## ARTICLE VII

**ITEM TWO**

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 determined by the By-Laws of the Corporation. 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.

**COMMISSIONERS**  
MARC SPITZER - Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES



**ARIZONA CORPORATION COMMISSION**

BRIAN C. MCNEIL  
Executive Secretary  
JOANNE O. MACDONNELL  
Director, Corporations Division

February 19, 2004

DONALD E. POPPEN  
13815 CAMINO DEL SOL  
SUN CITY WEST, AZ 85375

Re: SUN CITY WEST PROPERTY OWNERS & RESIDENTS ASSOCIATION

This letter concerns the document checked below which was filed on FEBRUARY 6, 2004.

- Articles of Amendment
- Articles of Restatement
- Articles of Merger
- Application for New Authority
- Articles of Domestication

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in the county of the known place of business in Arizona, as filed with the Commission for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing. For your convenience we have attached a list of known qualified newspapers for publishing.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.azcc.state.az.us/corp](http://www.azcc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

TANYA THOMAS  
Examiner  
Corporations Division

If you have any questions, please call the Corporations Division Phoenix (602) 542-3135,  
Tucson 520-628-6560 or toll free (Arizona residents only) at 1-800-345-5819  
For more information contact our web site, at the address indicated below.

Approther.wpd  
Revised 01/03

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): *SUN CITY WEST PROPERTY OWNERS RESIDENTS ASSN.*

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 # *60*       Cash       MOD account # *1630415*  
Amount: \$ *60*       No fee required       See attached distribution of funds instructions  
5. Processing       Expedited (usually 1-3 day turn-around, \$35 Additional Fee Per Document)  
                     Regular (usually 4-7 week turn-around)

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  
FEB 03 2004

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)       Expedite Certified Copies (\$35 extra)  
 Good Standing Certificate- (Qty. @ \$10 ea.)       Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA:  Mail or  Pick Up or  Fax # *(602) 584-4203*  
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: \_\_\_\_\_ Firm: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip: \_\_\_\_\_

CFCLVR  
REV 3/00

1300 WEST WASHINGTON, PHOENIX, ARIZONA 85007-2929 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701-1347  
www.azcc.state.az.us - 602-542-3135

PAID  
1630415  
D-19  
D-19

CORPORATIONS DIVISION  
EXPEDITED FILINGS SECTION  
1300 WEST WASHINGTON  
PHOENIX, Arizona 85007-2929

User Id: DIANAJ  
Invoice No.: 1630418

ATTN:  
(CASH CUSTOMER)

Check Batch:  
Invoice Date: 02/06/2004  
Date Received: 02/06/2004  
Customer No.:

Quantity	Description	Amount
1	ART OF AMEND -0121528-3 SUN CITY WEST PROPERTY OWNERS AND RESIDE	\$25.00
1	EXPEDITE -0121528-3 SUN CITY WEST PROPERTY OWNERS AND RESIDE	\$35.00
	Total Documents:	\$ 60.00
	PAYMENT CASH	\$60.00
	Balance Due:	\$ 0.00