

**CIVANO MASTER ASSOCIATION
ARTICLES OF INCORPORATION
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ARTICLES OF INCORPORATION
OF
CIVANO COMMUNITY ASSOCIATION

1. Name of Corporation: The name of the Corporation is CIVANO COMMUNITY ASSOCIATION.
2. Duration of Corporation: The duration of the Corporation is perpetual.
3. Purpose of Corporation: The purpose for which this Corporation is organized is to carry on any or all lawful activities for which a community association may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Corporation does not contemplate pecuniary gain or profits to the members.
4. Specific Purposes: The Corporation intends to enforce the terms and conditions of the Declaration of Covenants, Conditions, Restrictions and Easements for Civano: The Tucson Solar Village, which was recorded on March 13, 1997 at Docket 10501 at Pages 1724 et seq and to preserve the property values of that Property within the jurisdiction of the Corporation. The Corporation intends to perform all of the duties and obligations of the Corporation set forth in the Declaration, as amended from time to time, for the mutual benefit of the residents and the preservation of their respective properties' value and beauty.
5. Membership in Corporation: Each Owner of a Member Parcel, as designated from time to time by the Declarant [except the Owner of a Subdivided Parcel, including the Owners of the individual Lots, therein] and each homeowners' association formed in connection with the subdivision of a Subdivided Parcel is a member of the Corporation. No profits or dividends shall ever be declared by the Corporation.
6. Voting: The Members have the following number of votes:
 - a. Non-Residential Member Parcels are entitled to five (5) votes for each acre of land within that Parcel.
 - b. Residential Member Parcels are entitled to one vote for each Lot which has or will be platted within that Parcel.
7. Initial Statutory Agent: The name and address of the initial statutory agent is Tanis A. Duncan, 548 E. Speedway, Tucson, AZ 85705, who has been a resident of Arizona for more than three years.
8. Initial Board of Directors: The initial Board of Directors will consist of three (3)

directors The persons who were elected at a meeting held on December 1, 1997 at 6280 S Campbell Avenue, Tucson, AZ 85706, and who will serve until the first annual meeting of members or until their successors are elected and qualified are:

David G. Case, c/o Case Enterprises,
6280 S. Campbell Avenue, Tucson, AZ 85706

Kevin M. Kelly, c/o Case Enterprises,
6280 S. Campbell Avenue, Tucson, AZ 85706

Lawrence P. Lamy, c/o Case Enterprises,
6280 S. Campbell Avenue, Tucson, AZ 85706

9. Incorporators: The names and addresses of the Incorporators are the same as the initial board of directors.
10. Assessments: Annual assessments levied in accordance with the Declaration are due and payable in annual installments, or by such periodic payments as the Board of Directors, from time to time, determines. The Corporation has the right and obligation to enforce payment as provided for in the Declaration.
11. Amendment: The Board of Directors may amend these Articles of Incorporation of the Corporation at any meeting called for that purpose.
12. Indemnification of Directors: The Directors shall be indemnified as provided for in the Arizona Non-profit Corporation Act.
13. Dissolution: The Corporation may be dissolved with the written consent of not less than 75% of the members. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Corporation.

DATED: 2/10/98



David G. Case



Kevin M. Kelly



Lawrence P. Lamy

CONSENT TO SERVE AS STATUTORY AGENT

I consent to serve as statutory agent for the above Corporation until resignation or replacement as provided by Arizona law.

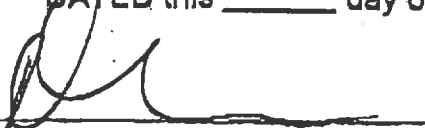
A handwritten signature in cursive script, appearing to read "Tanis A. Duncan", written over a horizontal line.

Tanis A. Duncan

3) Any transaction from which the director derived an improper personal benefit.

13. Dissolution: The Corporation may be dissolved with the written consent of not less than 75% of the members entitled to vote. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Corporation.

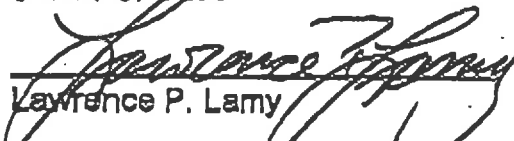
DATED this 10th ^{FEBRUARY, 1998} day of ~~December, 1997~~.



David G. Case




Kevin M. Kelly



Lawrence P. Lamy

CONSENT TO SERVE AS STATUTORY AGENT

I consent to serve as statutory agent for the above Corporation until resignation or replacement as provided by Arizona law.



Tavis A. Duncan.

January 28, 1998

ZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address 1300 West Washington
Phoenix, Arizona 85007-2929

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

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

11. APPROPRIATE BOX (A OR B)
ANSWER TO

CIVANO COMMUNITY ASSOCIATION
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators 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. Have 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. Have 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. Have 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.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:



1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
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.

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 dissolved in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

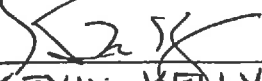
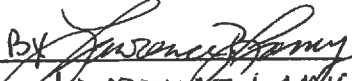

Yes _____ No _____

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.
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 _____.

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. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY  BY 

PRINT NAME KEVIN KELLY PRINT NAME LAWRENCE LAMY PRINT NAME DAVID CASE

2/10/98 2/10/98 2/10/98

TITLE MANAGING PARTNER TITLE FINANCING OFFICER TITLE PRESIDENT

DATE _____ DATE _____ DATE _____

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.

FRANCHISE CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

ZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

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

CIVANO COMMUNITY ASSOCIATION

EXACT CORPORATE NAME

PLEASE CHECK APPROPRIATE BOX (A OR B)
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators 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. Have 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. Have 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. Have 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.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:



- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if 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 immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

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 dissolved in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or 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. | 3. State(s) in which the corporation: (a) Was incorporated. (b) Has transacted business. |
| 2. Full name (including aliases) and address of each person involved. | 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 _____

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. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] BY [Signature]

PRINT NAME KEVIN KELLY PRINT NAME LAWRENCE LAMY PRINT NAME DAVID CASE

TITLE MANAGING PARTNER TITLE FINANCIAL OFFICER TITLE PRESIDENT

DATE 2/10/98 DATE 2/10/98 DATE 2/10/98

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.