

ARTICLES OF INCORPORATION

OF

MCCORMICK RANCH ARCHITECTURAL REVIEW COMMITTEE, INC.

SECRETARY OF STATE
JUN 30 3 25 PM '03
42. Kreider
7-17-89
215670

The undersigned, having legal capacity to enter into contracts under the laws of the State of Arizona, does hereby adopt the following original Articles of Incorporation for the purpose of forming an Arizona non-profit corporation pursuant to the provisions of Arizona Revised Statutes § 10-1001 et seq.

I

Name

The name of the corporation is MCCORMICK RANCH ARCHITECTURAL REVIEW COMMITTEE, INC. ("Corporation").

II

Incorporator

The name and address of the incorporator is Garth E. Saager, 9248 North 94th Street, Scottsdale, Arizona 85258.

III

Purpose and Initial Business

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and no part of the income or profit of the Corporation, if any, shall be distributed to its members, directors or officers, except as a payment of reasonable compensation for services rendered or distribution or liquidation as provided by law. The purpose for which the Corporation is organized is the transaction of any or all lawful business for

which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

IV

Character of Affairs

The character of the affairs which the Corporation initially intends to conduct is the enforcement of the restrictions set forth in Article IV, Section 2, of that certain Declaration of Restrictions executed by Botaba Realty Company, a Texas general partnership, dba Transcontinental Properties.

V

Membership

McCormick Ranch Property Owners' Association, Inc., an Arizona non-profit corporation (the "Corporate Member"), shall be the sole corporate member of the Corporation and shall have rights of membership more particularly described in the Bylaws of the Corporation.

VI

Board of Directors

The initial Board of Directors shall consist of four (4) directors. The names and addresses of those persons to serve as directors until the first annual meeting of the Corporate Member or until their successors are elected and qualify are:

<u>Names</u>	<u>Addresses</u>
Garth E. Saager	9248 North 94th Street Scottsdale, Arizona 85258
Paul Marshall	9248 North 94th Street Scottsdale, Arizona 85258
Warren C. McCoy	9248 North 94th Street Scottsdale, Arizona 85258
Artie Holm	9248 North 94th Street Scottsdale, Arizona 85258

VII

Limitation on Director Liability

A director of this Corporation shall not be personally liable to the Corporation or its Corporate Member for monetary damages for breach of fiduciary duty as a director, except for liability to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its Corporate Member, (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, and (iv) for a violation of Section 10-1026 or Section 10-1097 of the Arizona General Corporation Law as the same exists or hereafter may be amended. If the Arizona General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Arizona General Corporation Law. Any repeal or

modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

VIII

Indemnification

The Corporation shall indemnify any person who was or is a defendant or respondent or is threatened to be made a defendant or respondent in any pending, completed or threatened action, suit or proceeding (whether civil, criminal, administrative or investigative), arising out of his or her present or prior status as a director or officer of the Corporation, against all liabilities or expenses (including attorneys' fees) reasonably incurred by him or her in connection with such action, suit or proceeding to the extent that such indemnification is permitted by law.

IX

Distributions

Upon the dissolution or winding up of the Corporation, its assets shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made for the liabilities and obligations.
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution,

shall be returned, transferred or conveyed in accordance with such requirements.

- (c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities and having purposes substantially similar to those of the Corporation pursuant to a plan of distribution adopted as provided by the Arizona General Corporation Law.
- (d) All other assets, if any, shall be distributed to the Corporate Member.

X

Statutory Agent

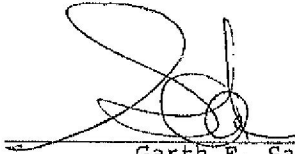
The name and address of the initial statutory agent of the Corporation is Garth E. Saager, 9248 North 94th Street, Scottsdale, Arizona, 85258.

XI

Amendments

Amendments to the Corporation's Articles of
Incorporation may be adopted only if approved by the Corporate
Member.

IN WITNESS WHEREOF, I hereunto affix my signature
this 26 day of June, 1989.



Garth E. Saager