

ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

JAN 16 1990
Patricia Bulow
1-17-90

522516

WE, THE UNDERSIGNED, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Arizona Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation which is hereinafter called the Corporation, is QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the Corporation is organized, and the initial business which it intends to conduct in the State of Arizona, is to promote and develop the common good, health, safety and welfare of residents and property owners of lot numbers 1 through 305 of Quail Creek Country Club, Block 1, Pima County, Arizona.

Without limiting the generality of the foregoing, the Corporation shall have power to take and hold any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens, or charges for the support and benefit of the Corporation and the welfare or betterment of such community or residents thereof; and to have all powers conferred upon it by law.

The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office, or engage in lobbying or promoting, directly or indirectly, and political party or cause.

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ARTICLE V

Section 1. Membership. Every person or entity who is the owner of a fee or of the equitable title in a Lot or Parcel, and who is subject to assessment, either present or future, by the Corporation, pursuant to the provisions of the Declaration, shall be a member of the Corporation and hold a Membership. The legal title retained by a vendor selling under a contract shall not qualify such vendor for membership.

Section 2. Voting Rights. The Corporation shall have two (2) classes of voting Memberships:

Class A: Class A Members shall be all Members, except the Declarant, and each Class A Member shall be entitled to one (1) vote for each Membership held in accordance with the Declaration, subject to the authority of the Board to suspend the voting rights of any Class A Member for violations of the Declaration in accordance with the provisions hereof.

Class B: The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for each Membership held in accordance with the Declaration. The Class B Member's Memberships shall cease and be converted to Class A Memberships on the happening of the first of the following events:

(a) When the Declarant no longer owns any Lot or Parcel in the Property, or

(b) Declarant notifies the Board in writing that the Class B Membership is extinguished and such notice is Recorded, or

(c) December 31, 2010.

Section 3. Right to Vote. No change in the ownership of a Membership shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof. The vote for each such Membership must be cast as a unit, and fractional votes shall not be allowed. In the event that a membership is owned by more than one (1) person or entity and such Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any member casts a vote representing a certain Membership, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other owners of the same Membership unless objection thereto is made at the time the vote is cast. In the event more than one (1) vote is cast for a particular Membership, none of the said votes shall be counted and all said votes shall be deemed void.

8703 1631

Section 4. Cumulative Voting for Board Members. In any election of the members of the Board, every owner of a Membership entitled to vote at such an election shall have the number of votes for each Membership equal to the number of directors to be elected, except that the Class B Member shall have the number of votes designated in Section 3 above times the number of directors to be elected. Each Member shall have the right to cumulate his votes for one (1) candidate or to divide such votes among any number of the candidates. The candidates receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected.

Section 5. Suspension of Membership Rights. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Board regarding the use of any property or conduct with respect thereto.

ARTICLE VI

The name and address of the initial statutory agent of the Corporation is

Andrew Fadarhar
1 South Church, Suite 1030
Tucson, AZ 85701-1620

ARTICLE VII

The names and addresses of the incorporators are as follows:

Robert M. Childs III
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Thomas R. Mapelsden
210 W. Continental Road
Suite 228
Green Valley, Arizona 85614

John S. Bogers
210 W. Continental Road
Suite 228
Green Valley, Arizona 85614

8703 1632

ARTICLE VIII

The Corporation shall have no less than three (3), and not more than nine (9) directors who shall constitute the Board of Directors and the governing body of the corporation. The initial Board of Directors shall consist of three (3) directors who shall hold office for the term stated below, or until their successors have been elected and qualified. Beginning with the first annual meeting of the members, the members at each annual meeting shall elect one director for a term of three (3) years. The names and addresses of those persons who shall act as the initial directors until the election of their successors are:

Robert M. Childs III
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Thomas R. Mapelsden
210 W. Continental Road
Suite 228
Green Valley, Arizona 85614

John S. Bogers
210 W. Continental Road
Suite 228
Green Valley, Arizona 85614

Except as herein otherwise specified, the decision of the majority of the directors currently serving shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

Any meeting of the members of the Board of Directors of the Corporation may be held within or without the State of Arizona.

ARTICLE IX

All existing, future and former directors, officers, employees and agents of the corporation may be indemnified by the corporation with respect to their acts or failures to act in such capacities to the extent and in the manner permitted by the laws of the State of Arizona and/or as set forth in the Bylaws.

Subject to any limitations set forth in the laws of the State of Arizona, no existing, future or former director shall be liable to the corporation or its members for monetary damages due to or for the breach of his fiduciary duty as a director.

8703 1633

ARTICLE X

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, or engage in lobbying or promoting, directly or indirectly, any political party or cause.

ARTICLE XI

These Articles may be amended at a meeting duly called for such purpose upon the affirmative approval of not less than seventy-five (75%) of all Members who are voting in person or by proxy. No amendment shall be adopted which would conflict with the terms of the Declaration or without the approval of VA, FHA or other governmental entity to the extent such approval is required.

DATED this 28 day of November, 19 89.

Robert M. Childs III
Robert M. Childs III

Thomas R. Mapelsden
Thomas R. Mapelsden

John S. Bogers
John S. Bogers

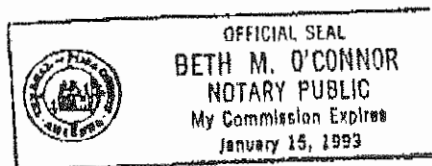
STATE OF ARIZONA)
) SS.
COUNTY OF PIMA)

The above and foregoing instrument was acknowledged before me this 28 day of November, 19 89 by Robert M. Childs III, Thomas R. Mapelsden and John S. Bogers.

Beth M. O'Connor
Notary Public

My Commission Expires:

1-15-93



8703 1634

OCT 13 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

DATE APPR 10-13-99
TERM _____
BY Mindy Robinson
-0522516-5

Pursuant to provisions of A.R.S. § 10-11003, Quail Creek Country Club Property Owners Association, an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and states as follows:

FIRST: The name of the corporation is Quail Creek Country Club Property Owners Association.

SECOND: The first paragraph of Article IV of the Articles of Incorporation is deleted and the following is inserted in its place:

The purpose for which the Corporation is organized, and the initial business which it intends to conduct in the State of Arizona, is to promote and develop the common good, health, safety and welfare of residents and property owners of Quail Creek Country Club, which is located in Pima County, Arizona.

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Amended And Restated Declaration Of Covenants, Conditions And Restrictions of Quail Creek Country Club, recorded in the Official Records of Pima County, Arizona, on October 12, 1999, at Docket 11150, Page 1088, *et seq*, as such Declaration may be amended or supplemented from time to time (the "Declaration").

THIRD: The phrase ", or (c) December 31, 2010" is hereby deleted from the end of Section 2 of Article V of the Articles of Incorporation. Section 4 of Article V of the Articles of Incorporation is hereby deleted and replaced with the following:

Section 4. Declarant Rights. Robson Ranch Quail Creek, LLC, as successor Declarant under the Declaration, is a Member and has such Memberships, rights and privileges as are specified in the Declaration. Any Tract Declaration may limit or assign all or any of the voting rights otherwise applicable to the portions of Quail Creek Country Club covered by the Tract Declaration. Without limiting the preceding sentence, any Tract Declaration recorded by Declarant hereafter may assign voting rights to Declarant for such periods of time and on such terms as Declarant may elect in its sole discretion.

FOURTH: Articles VI, VII, VIII and IX of the Articles of Incorporation are deleted and replaced with the following:

GC01E/9908243

ARTICLE VI

PC Service Corporation, whose address is 3003 North Central Avenue, Suite 2600, Phoenix, Arizona 85012-2913, is hereby appointed as the statutory agent for the Corporation.

ARTICLE VII

The Corporation shall have no less than three (3) and not more than nine (9) directors who shall constitute the Board of Directors and the governing body of the Corporation. The number of Directors and the manner of their appointment shall be established in the Bylaws of the Corporation. Notwithstanding anything to the contrary contained herein, so long as Declarant holds enough votes (either directly or by proxy) to elect a majority of the Board, Declarant shall be entitled to appoint (and remove) a majority of the Board and the remainder of the Board shall be elected by Members other than Declarant.

The Board of Directors of the Corporation shall have the right and power to adopt and amend Bylaws for the Corporation. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

ARTICLE VIII

To the fullest extent permitted by Arizona law, as the same exists or may hereafter be amended, no director of the Corporation shall be liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any action or inaction of a director of the Corporation occurring prior to such repeal, amendment or modification.

To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation. To the fullest extent permitted by applicable law, the foregoing indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.



ARIZONA CORPORATION COMMISSION
TRANSMITTAL FOR FAX FILING

From:
FO:

ARIZONA CORPORATION COMMISSION
Corporations Division
1200 West Washington
Phoenix, Arizona 85007

DATED: 10/13/99

FAX NUMBER: 542-4100

TO:
FROM:

FENNEMORE CRAIG
(Account Holder)

CLIENT NO. 81370.001-7473

Advance Account Number 1254 Fax Number 916-5906

Contact Person: Charlene Sarich

Telephone Number: 916-5706

Corporation Name: Quail Creek Country Club Property
Owners Association

Document Type: articles of amendment

Number of pages (including Transmittal) 5

XXXX

PLEASE EXPEDITE THIS FILING AND CHARGE THE APPLICABLE FEE
OF \$35.00 (PER FILING) TO MY ACCOUNT

The Corporation Commission hereby acknowledges receipt of
the document type described herein.*

RECEIVED

25 AMOUNT
35 EXP
60.00

0522516-5

(Date Stamp)

OCT 13 1999

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Filing fee(s) charged to your account in the amount of \$ 60.00

There is a problem with your transmittal. Please call the
undersigned at your earliest convenience. Thank you.

Examiner Mindy
Telephone: 542-1934

* All documents are subject to review before filing.

PHX/CSARICH/831347.1/101001.000

OCT-13-99 WED 9:41

STATE OF ARIZONA R-02
ACC/FAX
DATE FILED

OCT 13 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

DATE APPR 10-13-99
TERM
BY Mindy Robinson
-0522516-5

QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

Pursuant to provisions of A.R.S. § 10-11003, Quail Creek Country Club Property Owners Association, an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and states as follows:

FIRST: The name of the corporation is Quail Creek Country Club Property Owners Association.

SECOND: The first paragraph of Article IV of the Articles of Incorporation is deleted and the following is inserted in its place:

The purpose for which the Corporation is organized, and the initial business which it intends to conduct in the State of Arizona, is to promote and develop the common good, health, safety and welfare of residents and property owners of Quail Creek Country Club, which is located in Pima County, Arizona.

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Amended And Restated Declaration Of Covenants, Conditions And Restrictions of Quail Creek Country Club, recorded in the Official Records of Pima County, Arizona, on October 12, 1999, at Docket 11150, Page 1088, *et seq*, as such Declaration may be amended or supplemented from time to time (the "Declaration").

THIRD: The phrase ", or (c) December 31, 2010" is hereby deleted from the end of Section 2 of Article V of the Articles of Incorporation. Section 4 of Article V of the Articles of Incorporation is hereby deleted and replaced with the following:

Section 4. Declarant Rights. Robson Ranch Quail Creek, LLC, as successor Declarant under the Declaration, is a Member and has such Memberships, rights and privileges as are specified in the Declaration. Any Tract Declaration may limit or assign all or any of the voting rights otherwise applicable to the portions of Quail Creek Country Club covered by the Tract Declaration. Without limiting the preceding sentence, any Tract Declaration recorded by Declarant hereafter may assign voting rights to Declarant for such periods of time and on such terms as Declarant may elect in its sole discretion.

FOURTH: Articles VI, VII, VIII and IX of the Articles of Incorporation are deleted and replaced with the following:

GC01E/9906843

ARTICLE VI

FC Service Corporation, whose address is 3003 North Central Avenue, Suite 2600, Phoenix, Arizona 85012-2913, is hereby appointed as the statutory agent for the Corporation.

ARTICLE VII

The Corporation shall have no less than three (3) and not more than nine (9) directors who shall constitute the Board of Directors and the governing body of the Corporation. The number of Directors and the manner of their appointment shall be established in the Bylaws of the Corporation. Notwithstanding anything to the contrary contained herein, so long as Declarant holds enough votes (either directly or by proxy) to elect a majority of the Board, Declarant shall be entitled to appoint (and remove) a majority of the Board and the remainder of the Board shall be elected by Members other than Declarant.

The Board of Directors of the Corporation shall have the right and power to adopt and amend Bylaws for the Corporation. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

ARTICLE VIII

To the fullest extent permitted by Arizona law, as the same exists or may hereafter be amended, no director of the Corporation shall be liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any action or inaction of a director of the Corporation occurring prior to such repeal, amendment or modification.

To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation. To the fullest extent permitted by applicable law, the foregoing indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

OCT-13-99 WED 9:42

P. 04

ARTICLE IX

In the event of any conflict or inconsistency between the Declaration, as it may be amended from time to time, and these Articles of Incorporation, the Declaration shall govern and control.

FIFTH: Article XI of the Articles of Incorporation is deleted and replaced with the following:

To the fullest extent permitted by applicable law, these Articles of Incorporation may be amended by two-thirds of the votes cast in person or by proxy at a meeting duly called for such purposes, or by a majority of the "voting power" (as defined in the Arizona Nonprofit Corporation Act), which ever is less. No amendment shall be adopted which would conflict with the terms of the Declaration or any Tract Declaration then in effect or without the approval of VA, FHA or other governmental entity to the extent such approval is required. Notwithstanding the foregoing, until the Transition Date, these Articles of Incorporation shall not be amended without the written consent of Declarant.

SIXTH: The foregoing amendments to the Articles of Incorporation were duly adopted by the members of the Corporation as of October 7, 1999.

DATED: October 13, 1999.

QUAIL CREEK COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION, an
Arizona nonprofit corporation

By 
Ray Leppien, President

CONSENT OF STATUTORY AGENT
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

The undersigned, having been named in the Articles of Amendment to the Articles of Incorporation of Quail Creek Country Club Property Owners Association as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

DATED: as of October 13, 1999.

FC SERVICE CORPORATION,
an Arizona Corporation

By: 
3003 N. Central Ave., Ste. 2600
Phoenix, Arizona 85012-2913

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

Pursuant to provisions of A.R.S. § 10-11003, Quail Creek Country Club Property Owners Association, an Arizona nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and states as follows:

FIRST: The name of the corporation is Quail Creek Country Club Property Owners Association.

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Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Amended And Restated Declaration Of Covenants, Conditions And Restrictions of Quail Creek Country Club, recorded in the Official Records of Pima County, Arizona, on October 12, 1999, at Docket 11150, Page 1088, *et seq*, as such Declaration may be amended or supplemented from time to time (the "Declaration").

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The Board of Directors of the Corporation shall have the right and power to adopt and amend Bylaws for the Corporation. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

ARTICLE VIII

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ARTICLE IX

In the event of any conflict or inconsistency between the Declaration, as it may be amended from time to time, and these Articles of Incorporation, the Declaration shall govern and control.

FIFTH: Article XI of the Articles of Incorporation is deleted and replaced with the following:

To the fullest extent permitted by applicable law, these Articles of Incorporation may be amended by two-thirds of the votes cast in person or by proxy at a meeting duly called for such purposes, or by a majority of the "voting power" (as defined in the Arizona Nonprofit Corporation Act), which ever is less. No amendment shall be adopted which would conflict with the terms of the Declaration or any Tract Declaration then in effect or without the approval of VA, FHA or other governmental entity to the extent such approval is required. Notwithstanding the foregoing, until the Transition Date, these Articles of Incorporation shall not be amended without the written consent of Declarant.

SIXTH: The foregoing amendments to the Articles of Incorporation were duly adopted by the members of the Corporation as of October 7, 1999.

DATED: October 13, 1999.

QUAIL CREEK COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION, an
Arizona nonprofit corporation

By


Ray Leppien, President

FENNEMORE CRAIG

A PROFESSIONAL CORPORATION

3003 North Central Avenue, Suite 2800
Phoenix, Arizona 85012-2913**FACSIMILE COVER SHEET**

THE PAGES THAT FOLLOW MAY CONTAIN SENSITIVE, PRIVILEGED OR CONFIDENTIAL INFORMATION INTENDED SOLELY FOR THE ADDRESSEE NAMED BELOW. IF YOU RECEIVE THIS MESSAGE AND ARE NOT THE AGENT OR EMPLOYEE OF THE ADDRESSEE, THIS FACSIMILE COMMUNICATION HAS BEEN SENT IN ERROR. PLEASE DO NOT DISSEMINATE OR COPY ANY OF THE ATTACHED AND NOTIFY THE SENDER IMMEDIATELY BY TELEPHONE. PLEASE ALSO RETURN THE ATTACHED SHEET(S) TO THE SENDER BY MAIL.

Date: Monday, October 18, 1999 10:29:50 AM
From: CHARLENE SARICH
Telephone: (602) 916-5706
Direct Fax No.: (602) 916-5906

To: Peter Gerstman
Firm:
Fax No.: 480-895-5455
Business No.: 480-895-4297

We are sending 07 pages including this cover sheet. Please telephone (602) 916-5706 if all pages are not received.

SENDER'S REMARKS:

RE: Quail Creek Country Club Property Owners Association

Attached is a copy of the Articles of Amendment to the Articles of Incorporation of Quail Creek Country Club Property Owners Association, as filed with the Arizona Corporation Commission on October 13, 1999. A copy of the amendment has been submitted for publication in accordance with Arizona law.

Please call me if you have any questions.

File No. 81370.001

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

October 13, 1999

RE: QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

This letter concerns the document checked below which was filed on October 13, 1999.

XXX Articles of Amendment
___ Articles of Restatement
___ Articles of Merger
___ Application for New Authority
___ Statement of Intent to Dissolve (nonprofit)
___ Articles of Domestication

This document must be published in a newspaper of general circulation in the county of the known place of business in Arizona, 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.

Sincerely,

Arminda Robinson
Examiner
Corporations Division
(602) 542-3135
1-800-345-5819 (AZ only)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

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DATED: October ____, 1999.

QUAIL CREEK COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION, an
Arizona nonprofit corporation

By _____
Ray Leppien, President

AMENDED ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

WE, THE UNDERSIGNED, natural persons of the age of twenty-one or more, acting as incorporators of a corporation under the Arizona Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation which is hereinafter called the Corporation, is QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the Corporation is organized, and the initial business which it intends to conduct in the State of Arizona, is to promote and develop the common good, health, safety and welfare of residents and property owners of lot numbers 1 through 305 of Quail Creek Country Club, Block 1, Pima County, Arizona.

Without limiting the generality of the foregoing, the Corporation shall have the power to take and hold any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens, or charges for the support and benefit of the Corporation and the welfare or betterment of such community or residents thereof; and to have all powers conferred upon it by law.

The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, or engage in lobbying or promoting, directly or indirectly, any political party or cause.

ARTICLE V

Section 1. Membership. Every person who is the owner of a fee or of the equitable title in a Lot or Parcel, and who is subject to assessment, either present or future, by the Corporation, pursuant to the provisions of the Declaration, shall be a member of the Corporation and hold a Membership. The legal retained by a vendor selling under a contract shall not qualify such vendor for membership.

Section 2. Voting Rights. The Corporation shall have two (2) classes of voting Memberships:

Class A: Class A Members shall be all Members, except the Declarant, and each Class A Member shall be entitled to one (1) vote for each Membership held in accordance with the Declaration, subject to the authority of the Board to suspend the voting rights of any Class A Member for violations of the Declaration in accordance with the provisions hereof.

Class B: The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for each Membership held in accordance with the Declaration. The Class B Member's Memberships shall cease and be converted to Class A Memberships on the happening of the first of the following events:

(a) When the Declarant no longer owns any Lot or Parcel in the Property, or

(b) Declarant notifies the Board in writing that the Class B Membership is extinguished and such notice is Recorded; provided, however, that such notification cannot be given without prior written consent of the beneficiary under the Deed of Trust, recorded in Docket 8438, Page 1856, of the Pima County Recorder's Office, so long as that Deed of Trust encumbers the property, or any portion thereof, or

(c) December 31, 2010.

Section 3. Right to Vote. No change in the ownership of a Membership shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof. The vote for each such Membership must be cast as a unit, and fractional votes shall not be allowed. In the event that a Membership is owned by more than one (1) person or entity and such Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any member casts a vote representing a certain Membership, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other owners of the same Membership unless objection thereto is made at the time the vote is cast. In the event more than one (1) vote is cast for a

particular Membership, none of the said votes shall be counted and all said votes shall be deemed void.

Section 4. Cumulative Voting for Board Members. In any election of the members of the Board, every owner of a Membership entitled to vote at such an election shall have the number of votes for each Membership equal to the number of directors to be elected, except that the Class B Member shall have the number of votes designated in Section 3 above times the number of directors to be elected. Each Member shall have the right to cumulate his votes for (1) candidate or to divide such votes among any number of the candidates. The candidates receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected.

Section 5. Suspension of Membership Rights. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Board regarding the use of any property or conduct with respect thereto.

ARTICLE VI

The name and address of the statutory agent of the Corporation is:

FC Service Corp.
One South Church
Suite 1030
Tucson, AZ 85701-1620

ARTICLE VII

The names and addresses of the Incorporators are as follows:

Robert M. Childs III
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Thomas R. Mapelsden
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

John S. Bogers
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

ARTICLE VIII

The Corporation shall have no less than three (3) and not more than nine (9) directors who shall constitute the Board of Directors and the governing body of the Corporation. The initial Board of Directors shall consist of three (3) directors who shall hold office for the term stated below, or until their successors have been elected and qualified. Beginning with the first annual meeting of the Members, the Members at each annual meeting shall elect one director for a term of three (3) years. The names and addresses of those persons who shall act as the initial directors until the election of their successors are:

Robert M. Childs III
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Thomas R. Mapelsden
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

John S. Bogers
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Except as herein otherwise specified, the decision of the majority of the directors currently serving shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

Any meeting of the members of the Board of Directors of the Corporation may be held within or without the State of Arizona.

ARTICLE IX

All existing, future, and former directors, officers, employees, and agents of the Corporation may be indemnified by the Corporation with respect to their acts or failures to act in such capacities to the extent and in the manner permitted by the laws of the State of Arizona and/or as set forth in the Bylaws.

Subject to any limitations set forth in the laws of the State

of Arizona, no existing, future, or former director shall be liable to the Corporation or its members for monetary damages due to or for the breach of his fiduciary duty as a director.

ARTICLE X

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, or engage in lobbying or promoting, directly or indirectly, any political party or cause.

ARTICLE XI

Until such time as the Promissory Note executed by Declarant and secured by that Deed of Trust recorded at Docket 8438, Page 1856, of the Pima County Recorder's Office has been paid in full, or with the written approval of the Beneficiary under that Deed of Trust, or its successors or assigns in interest, these Articles of Incorporation may not be amended. With either the payment in full of the Promissory Note, secured by the Deed of Trust, as referred to above, or with the written approval of the Beneficiary under that certain Deed of Trust referred to above, these Articles may be amended at a meeting called for such purpose upon the affirmative vote of not less than seventy-five percent (75%) of all Members who are voting in person or by proxy. No amendment shall be adopted which would conflict with the terms of the Declaration or without the approval of VA, FHA, or other governmental agencies to the extent that such approval is required.

ARTICLE XII

Section 12. Definition. Any reference in these Articles of Incorporation to "Declarant" shall include any successors or assigns of Declarant's rights and powers hereunder. A purchaser at a Trustee's sale or foreclosure sale or grantee under a deed in lieu of a foreclosure shall succeed to Declarant's rights under these Articles of Incorporation (including Declarant's voting rights under Article V, Section 2 hereof) as set forth in subparagraph D.(2)(A)(2) of that certain Deed of Trust recorded in the Pima County Recorder's office at Docket 8438, Page 1856.

DATED this 31 day of January, 1990.

Robert M Childs III
Robert M. Childs III

Thomas R. Mapelsden
Thomas R. Mapelsden

John S. Bogers
John S. Bogers

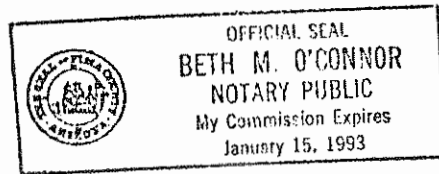
STATE OF ARIZONA)
) ss.
County of Pima)

The above and foregoing instrument was acknowledged before me this 31 day of January, 1990, by Robert M. Childs III, Thomas R. Mapelsden, and John S. Bogers.

Beth M. O'Connor
Notary Public

My Commission Expires:

1-15-93



APPROVED AS TO FORM:

MUTUAL SECURITY LIFE
INSURANCE COMPANY

By _____

Its _____

ARTICLES OF INCORPORATION
OF
QUAIL CREEK COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION

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(b) Declarant notifies the Board in writing that the Class B Membership is extinguished and such notice is Recorded, or

(c) December 31, 2010.

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Affidavit of Publication

STATE OF ARIZONA)
)SS.
COUNTY OF PIMA)

Pauline S. Cota being first duly sworn, deposes and says: that she/he is Leg. Ad. Mgr. of the GREEN VALLEY NEWS/SUN, a newspaper published every Wednesday and Friday in the County of Pima, State of Arizona, and of general circulation in said County, and that the hereto attached Articles of Incorporation

was printed and published in the regular and entire issue of said GREEN VALLEY NEWS/SUN on each of the following dates, to wit:

December 1, 6, and 8, 1989

Dated at Green Valley, Pima County, Arizona this 8 day of December, 19 89

green valley news and sun

By Pauline S. Cota
Subscribed and sworn to before me this 8 day of December, 19 89

Julie H. Montel
Notary Public

My Commission Expires:

August 19, 1993

be elected. Each Member shall have the right to cumulate votes for one (1) candidate or to divide such votes among any number of the candidates. The candidates receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected.

Section 5. Suspension of Membership Rights. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guest of any thereof, shall have violated any rule or regulation of the Board regarding the use of any property or conduct with respect thereto.

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Andrew Fadarhar
1 South Church, Suite 1030
Tucson, AZ 85701-1620

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Robert M. Childs III
210 West Continental Road
Suite 228
Green Valley, Arizona 85614

Thomas R. Mapelsden
210 W. Continental Road
Suite 228
Green Valley, Arizona 85614

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ARTICLE IX

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Subject to any limitations set forth in the laws of the State of Arizona, no existing, future or former director shall be liable to the corporation or its members for monetary damages due to or for the breach of his fiduciary duty as a director.

ARTICLE X

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, or engage in lobbying or promoting, directly or indirectly, any political party or cause.

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ARTICLE XI

These Articles may be amended at a meeting duly called for such purpose upon the affirmative approval of not less than seventy-five (75%) of all Members who are voting in person or by proxy. No amendment shall be adopted which would conflict with the terms of the Declaration or without the approval of VA, FHA or other governmental entity to the extent such approval is required.

DATED this 28 day of November, 1989.

s-Robert M Childs
Robert M. Childs III

s-Thomas R. Mapelsden
Thomas R. Mapelsden

s-John S Bogers
John S. Bogers

STATE OF ARIZONA }
COUNTY OF PIMA } SS.

The above and foregoing instrument was acknowledged before me this 28 day of November, 1989 by Robert M. Childs III, Thomas R. Mapelsden and John S. Bogers.

s-Beth M. O'Connor
Notary Public

My Commission Expires:
1-15-93

OFFICIAL SEAL
BETH M. O'CONNOR
NOTARY PUBLIC
My Commission Expires
January 15, 1993

Req: EMERALD HOMES
Pub: Green Valley News & Sun
December 1, 6 & 8, 1989

State of Arizona



OFFICE OF THE

CORPORATION COMMISSION

CERTIFICATE OF REINSTATEMENT

QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION

(522516-5)

Effective this date, the ARIZONA CORPORATION COMMISSION, pursuant to Arizona Revised Statutes, Sections 10-095 and 10-1052, hereby REINSTATES the Articles of Incorporation for the above-named corporation.

MARCIA WEEKS
(Chairman)

RENZ D. JENNINGS
(Commissioner)

DALE H. MORGAN
(Commissioner)



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this

7 day of January,
1992, A.D.

Executive Secretary

By