



AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION

APR 18 2005

"EXP"

OF

FILE NO. -1199893-2

PALM COURT CONDOMINIUM ASSOCIATION
(An Arizona Nonprofit Corporation)

In compliance with Arizona Revised Statutes § 10-3101, et seq., as amended, the undersigned, for the purpose of forming a nonprofit corporation, hereby certify:

1. Name: The name of the corporation is Palm Court Condominium Association.
2. Duration: The period of the Corporation shall be perpetual.
3. Purpose: The purpose for which this Corporation is organized is to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of Arizona, as may be amended from time to time.
4. Character of Affairs: The character of affairs which the Corporation initially intends to conduct in Arizona is to uphold and enforce the provisions of the Declaration of Restrictions, Establishment of Board of Management and Lien Rights, recorded in Docket 8008, beginning at Page 764, records of the Maricopa County Recorder, and all amendments thereto, and to perform such other powers and duties as are imposed or granted to the Corporation by the Bylaws of the Corporation.
5. Limitation of Director Liability: In accordance with the provisions of the Nonprofit Corporation Act (set forth at A.R.S. § 10-3101 et seq., as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Nonprofit Corporation Act.
6. Indemnification of Directors, Officers, and Agents: The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she is or was an officer, director, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Corporation shall have the right to refuse indemnification if the person to whom indemnification 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 or her in the action.

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7. Board of Directors. The initial board of directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or until their successors are elected and qualified are:

- | | | |
|----|----------------------------------|--|
| 1. | Jeannette Chaplin, President | 14084 N. Newcastle Drive
Sun City, AZ 85351 |
| 2. | Anthony Foglio, Vice President | 14232 N. Newcastle Drive
Sun City, AZ 85351 |
| 3. | Patricia Dyer, Secretary | 14220 N. Newcastle Drive
Sun City, AZ 85351 |
| 4. | Bernice Becker, Treasurer | 14072 N. Newcastle Drive
Sun City, AZ 85351 |
| 5. | Lavy Hartt, Jr., Member-at-Large | 14092 N. Newcastle Drive
Sun City, AZ 85351 |

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business. The street address of the known place of business of the Corporation is:

c/o Colby Management
13622 North 99th Avenue
Sun City, AZ 85251

9. Statutory Agent. The name and address of the statutory agent of the Corporation is:

Lynn Krupnik
c/o Ekmark & Ekmark, LLC
6720 N. Scottsdale Road, Suite 261
Scottsdale, AZ 85253

10. Incorporators. The names and addresses of the incorporators are:

- | | | |
|----|-------------------|--|
| 1. | Jeannette Chaplin | 14084 N. Newcastle Drive
Sun City, AZ 85351 |
| 2. | Anthony Foglio | 14232 N. Newcastle Drive
Sun City, AZ 85351 |

- 3. Patricia Dyer 14220 N. Newcastle Drive
Sun City, AZ 85351
- 4. Bernice Becker 14072 N. Newcastle Drive
Sun City, AZ 85351
- 5. Lavy Hartt, Jr. 14092 N. Newcastle Drive
Sun City, AZ 85351

All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. Members. The Corporation will have members.

12. Dissolution. The Corporation may be dissolved with the written consent of Members representing not less than two-thirds (2/3) of the Membership. Upon the dissolution or liquidation of the Corporation, the Corporation shall pay or adequately provide for the debts and obligations of the Corporation and otherwise comply with the Arizona Nonprofit Corporation Act. Upon such dissolution or liquidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created.

13. Amendment. These Articles may be amended by the affirmative vote or written consent of two-thirds (2/3) of the total votes in the Association.

14. Definitions. All capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

EXECUTED THIS 4th day of April, 2005, by all of the incorporators.

Signed: Jeanette Chaplin, Chair

Print name: Jeanette Chaplin

Signed: Anthony C. Foglio vice chair

Print name: ANTHONY C. FOLIO

Signed: Patricia Dyer (Secy)

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Print name: PATRICIA DYER

Signed: Bernice F. Becker

Print name: BERNICE F. BECKER

Signed: Larry S. Daulton

Print name: LARRY S. HARTT JR

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named Corporation effective this 11th day of April, 2005.

Signed: [Signature]
[Lynn Krupnik]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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

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

NONPROFIT
CERTIFICATE OF DISCLOSURE

A.R.S. Section 10-3202.D.

Palm Court Condominium Association

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. 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. 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. 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?

Yes _____ No

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) 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 either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOREACH CORPORATION:

- | | |
|--|--|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: | |
| (a) Was incorporated. | |
| (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is DECEMBER 31st

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Jeanette Chuplin DATE 4/04/05
TITLE Chair

BY Patricia Dyer DATE 04-04-05
TITLE Secretary

BY Anthony C. Foglio DATE 4/04/05
TITLE vice-chairman

BY Bernice J. Becker DATE 04/04/05
TITLE Treasurer

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

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NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Attached hereto and made a part of Arizona Corporation Commissions, Corporations Division,
Section D, Page Two:

BY Ray S. Dantz Jr DATE 4-4-05
TITLE President

BY _____ DATE _____
TITLE _____

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): Palm Court Condominium Association

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 # 031883 Cash MOD account # _____
Amount: \$ 75.00 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

- Publication of _____
 Articles of Correction
 Merger of (name): _____
Into: _____
 Other: _____

RECEIVED

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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 # (_____)

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: Lynn M. Krupnik Firm: Ekmark & Ekmark L.L.C.
Address: 6720 N. Scottsdale Road, #261
City, State, Zip: Scottsdale, AZ 85253 (480) 922-9292