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ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

CANOA ESTATES, INC.

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
VERSUS "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling or holding more than 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 restraining the 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 where 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 and prior name(s) 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.

STATEMENT OF BANKRUPTCY RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128 01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? 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 alias 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. A description of the bankruptcy receivership or charter revocation, including the date court/agency involved and the file or cause number of the case.

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

State of ARIZONA)
County of PIMA) ss

Subscribed, sworn to and acknowledged before me this
20th DAY of August, 19 84

Susan A. McShane
NOTARY PUBLIC

My Commission expires July 19, 1988

B' [Signature] DATE 8/20/84
TITLE Incorporator/Director

B' [Signature] DATE 8/20/84
TITLE Incorporator/Director

FISCAL DATE January 1st thru
December 31st of
each year.

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ADDENDUM TO CERTIFICATE OF DISCLOSURE

Under penalties of law, the undersigned incorporator/officer declares that I have have examined this Certificate, including any attachments, and to the best of my knowledge and belief, it is true, correct and complete.

BY: Susan C. Steimle DATE 8/20/84
Susan C. Steimle

TITLE: Director

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

Subscribed, sworn to and acknowledged before me this 20th day of
August, 1984.

Susan A. M. Stone
NOTARY PUBLIC

My Commission Expires:

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ARIZONA COMMISSION
STATE OF AZ.
FILED

ARTICLES OF INCORPORATION

ARIZONA COMMISSION
STATE OF AZ.
FILED

OF

CANOA ESTATES, INC.

SEP 10 4 07 PM '84
Jane Walsh
10-10 162285-3
DATE

SEP 22 12 30 PM '84
Sonia Beer
9/24/84 2:15 PM

In compliance with the requirements of A.R.S. Section 10-1001 et seq., the undersigned, are residents of Arizona and of full age, as of this date voluntarily formed a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is CANOA ESTATES, INC., hereafter called the "Corporation".

ed

ARTICLE II

OFFICE

The principal office of the Corporation is located in Green Valley, Pima County, Arizona.

ARTICLE III

STATUTORY AGENT

Clague A. Van Slyke, whose address is Two East Congress Street, Valley National Bank Building, Ninth Floor, Tucson, Arizona 85702, Arizona, is hereby appointed Statutory Agent of this Corporation.

I, CLAGUE A. VAN SLYKE, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

Clague A. Van Slyke
Clague A. Van Slyke

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ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to promote the health, safety and welfare of its members and to provide for maintenance, preservation and architectural control of certain common areas within the subdivision in Pima County, Arizona, known as CANOA ESTATES, Lots 1 thru 142 and Common Areas "A" and "B", hereinafter referred to as "Declaration". The Corporation shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional residential property, streets, roadways, alleys and consolidation or annexation shall have the assent of more than one-half (1/2) of the votes from those members entitled to vote, whether or not exercised by that member personally. The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from Federal Income Tax under Section 528 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue law.

ARTICLE V

MEMBERSHIP

Membership shall be determined as provided in Article III of the Declaration.

ARTICLE VI

VOTING RIGHTS

The members' voting rights shall be determined as provided in Article IV of the Declaration.

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ARTICLE VII

INITIAL BUSINESS:

The character of business which the Corporation initially intends actually to conduct in this state is the operation of a homeowners association.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three; the number of directors thereafter shall be fixed by the By-Laws. The names and addresses of the persons who are to serve as directors until the First Annual Meeting of Members or until their successors are elected and qualified are:

J. Dennis Wilkins
5902 E. Pima
Tucson, Arizona 85712

John T. Michela
7028 E. Calle Dorado
Tucson, Arizona 85715

Susan C. Steimle
P. O. Box 885
Green Valley, Arizona 85622

ARTICLE IX

INCORPORATORS:

The names and addresses of the incorporators of this Corporation are:

J. Dennis Wilkins
5902 E. Pima
Tucson, Arizona 85712

John T. Michela
7028 E. Calle Dorado
Tucson, Arizona 85715

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ARTICLE X

ADDRESS OF CORPORATION

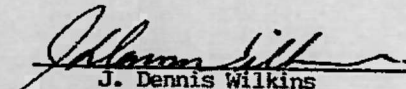
The address of the Corporation's initial known place of business is P. O. Box 587, Green Valley, Arizona 85622-0587.

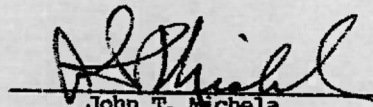
ARTICLE XI

DISSOLUTION

In the event of a dissolution or winding-up of the Corporation, all the assets of the Corporation shall be transferred to a transferee which is exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United State Internal Revenue law.

IN WITNESS WHEREOF, We, the said Incorporators, have hereunto set our hands this 20th day of August, 1984.


J. Dennis Wilkins
Incorporator


John T. Michela
Incorporator