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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

**ARTICLES OF INCORPORATION
EL CONQUISTADOR RESORT PATIO HOMES ASSOCIATION, INC.**

**ARTICLE I
NAME AND PERPETUAL DURATION**

The name of the corporation is El Conquistador Resort Patio Homes Association, Inc., hereafter called the "Association." The Association is a non-profit corporation under Arizona law. The duration of the Association shall be perpetual.

**ARTICLE II
OFFICE**

The principal office of the Association is located at El Conquistador Resort Patio Homes Association, Inc., PMB 331, 12995 N. Oracle Rd. Ste. 141, Tucson, AZ 85739.

**ARTICLE III
STATUTORY AGENT**

Wendy Ehrlich, Esq., whose address is 9671 N. Horizon Vista Place, Oro Valley, 85704 is the statutory agent of the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain for 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 architectural control, and maintenance and preservation of certain common areas within the subdivision in Pima County, Arizona, known as El Conquistador Resort Patio Homes, Lots 1 through 193 and Common Areas, as shown on the plats in Book 35 of Maps and Plats at page 38, Book 36 of Maps and Plats at page 44, and Book 37 of Maps and Plats at page 14, hereafter referred to as the "Properties". The Properties are governed by that certain Restated and Amended Declaration of Covenants, Conditions and Restrictions for El Conquistador Resort Patio Homes recorded at Docket 9876 at page 1944 in the records of the Recorder for Pima County, Arizona, and the Sixth Amendment thereto, recorded at Docket 10302 at page 2205 in the records of the Recorder for Pima County, Arizona, hereafter referred collectively as the "Declaration."

The Association has the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional residential

property, streets, roadways or alleys. Any consolidation or annexation must be approved by a the vote of two-thirds (2/3) of the membership.

The Association has the right, in accordance with these Articles and its Bylaws, and with the approval of two-thirds (2/3) of the members, to borrow money for the purpose of improving and maintaining the Common Areas and facilities and, if necessary, to mortgage the property, but the rights of such mortgagee in the Properties shall be subordinate to the rights of the owners.

The Association shall not carry on activities not permitted to be carried on by homeowners association exempt for 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 the Declaration. Each owner of a lot shall be entitled to membership, and membership shall be appurtenant to ownership of the Lot.

ARTICLE VI VOTING RIGHTS

The members' voting rights shall be determined as provided in the Declaration. Members shall be Id owners, who shall have one vote for each lot owned.

ARTICLE VII CHARACTER OF BUSINESS

The business which the Association intends to conduct in this state is the operation of a homeowners association.

ARTICLE VIII INCORPORATOR

The incorporator of the Association is Lewis P. Connolly, 1240 E. Camino Diestro, Oro Valley, AZ 85704.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of not less than three persons nor more than nine persons. The number and term of Board members shall be set forth in the Bylaws of the Association. The names and addresses of the persons elected to serve as Directors until the next annual meeting of Members or until their successors are elected and qualified are:

Lewis P. Connolly
1240 E. Camino Diestro
Oro Valley, AZ 85704

Donald T. Sanger
861 E. Camino Corrida
Oro Valley, AZ 85704

Elmer A. Hansen
1000 E. Camino Corrida
Oro Valley, AZ 85704

John E. Kovacs
980 E. Camino Corrida
Oro Valley, AZ 85704

William H. Gardner
1035 E. Camino Diestro
Oro Valley, AZ 85704

Richard M. Verlaque
780 E. Camino Diestro
Oro Valley, AZ 85704

ARTICLE X
ADDRESS OF ASSOCIATION

The address of the Association's place of business is:

El Conquistador Resort Patio Homes Association, Inc.
PMB 331
12995 N. Oracle Rd. Ste. 141
Tucson, AZ 85739

ARTICLE XI
DISSOLUTION

The Association may be dissolved only in accordance with the provisions of the Declaration and in accordance with Arizona law. Any dissolution shall be approved in writing by not less than two-thirds (2/3) of the Members entitled to vote and, upon dissolution, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XII
LIMITATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the Association or its members for monetary damage for breach of fiduciary duty is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of a director for any of the following:

- (a) Any breach of any such person's duty of loyalty to the corporation or its members.
- (b) Acts or omissions which are not in good faith (or which involve intentional misconduct or a knowing violation of law).
- (c) A violation of A.R.S. § 10-1026 (issuance of shares of stock and distribution of income or profit to members, directors or officers prohibited).
- (d) Any transaction from which the director derived an improper personal benefit.
- (e) A violation of A.R.S. § 10-1097 (director conflicts of interest).

For the purposes of this provision, "director" shall include trustees or persons who serve on the Board or council of the corporation in an advisory capacity.

ARTICLE XIII
INDEMNIFICATION

Pursuant to A.R.S. § 10-1017(D), any person who serves as a director or who serves on a board or council in an advisory capacity to the nonprofit corporation or board of directors of the nonprofit corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person, providing that such limitation of liability does not modify the duties or liabilities of a director or person serving in an advisory capacity to the corporation or the corporation's members.

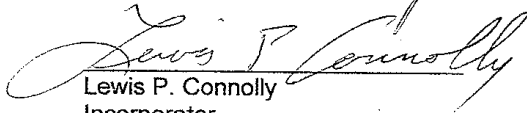
ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended, altered or repealed by the affirmative vote in writing of two-thirds (2/3) of the members of this Association.

ARTICLE XV
CONFLICTS

In the case of any conflict between these Articles and the Declaration, the Declaration shall always control, and in the case of a conflict with the Bylaws, these Articles of Incorporation shall control.

DATED: this 15 day of April, 2006.


Lewis P. Connolly
Incorporator

CONSENT OF STATUTORY AGENT

I, Wendy Ehrlich, Esq., having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.


Wendy Ehrlich, Esq.
Statutory Agent