

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.

VISTANCIA MAINTENANCE CORPORATION  
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 X

B. IF YES, 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.

- 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 corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_ No X

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 or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is 12/31.

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 Walt Hammer DATE 8/5/03  
TITLE President

BY [Signature] DATE 8/5/03  
TITLE Vice President

BY Kdra Ennas DATE 8/05/03  
TITLE Secretary/Treasurer

BY \_\_\_\_\_ DATE \_\_\_\_\_  
TITLE \_\_\_\_\_

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.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

**COMMISSIONERS**  
MARC SPITZER - Chairman  
JIM IRVIN  
WILLIAM A. MUNDRELL  
JEFF HATCH-MILLER  
MIKE GLEASON



**ARIZONA CORPORATION COMMISSION**

JAMES G. JAYNE  
Interim Executive Secretary  
JOANNE C. MACDONNELL  
Director, Corporations Division

August 25, 2003

STOREY & BURNHAM PLC  
LAURIE HOWARD  
3030 E CAMELBACK RD STE 265  
PHOENIX, AZ 85016

RE: VISTANCIA MAINTENANCE CORPORATION  
File Number: -1083137-

We are pleased to notify you that your Articles of Incorporation were filed on August 11, 2003.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/cor](http://www.cc.state.az.us/cor) contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,  
DARLA SEVINSKY  
Examiner  
Corporations Division

CF:04, Rev:01/2003

AUG-11-2003 10:24

STOREY & BURNHAM PLC

6024681335 P.03/10

STATE OF ARIZONA  
ACC/FAX  
DATE FILED

**EXPEDITED**

AUG 11 2003  
DATE APRR *David Lewis*  
TERM BY 8-11-03

ARTICLES OF INCORPORATION  
FOR  
VISTANCIA MAINTENANCE CORPORATION

ARTICLE I  
Name

The name of the corporation is VISTANCIA MAINTENANCE CORPORATION ("VMC"). *OKMB*

ARTICLE II  
Duration

VMC shall exist perpetually unless earlier dissolved in accordance with the provisions of Article XIV herein.

ARTICLE III  
Purpose of VMC

VMC is a nonprofit corporation organized pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which VMC is organized is to perform the duties and obligations of VMC as set forth in the Declaration of Covenants, Conditions and Restrictions for Vistancia, dated the 9<sup>th</sup> day of July, 2003, recorded July 9, 2003 in Instrument No. 2003-0898772 in the office of the County Recorder of Maricopa County, Arizona, and it may be amended (the "Declaration"). Initially capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Declaration unless the context otherwise requires. In furtherance of, and in order to accomplish, the foregoing object and purpose, VMC may transact any and all lawful business for which nonprofit corporations may be incorporated under the Arizona Nonprofit Corporation Act.

ARTICLE IV  
Character of Business

The character of the business which VMC intends to conduct in Arizona is to provide for the management, maintenance and care of the Community Common Areas and to fulfill the duties and obligations of VMC as set forth in the Declaration.

ARTICLE V  
Statutory Agent

Storey & Burnham PLLC, whose address is 3030 E. Camelback Road, Suite 265, Phoenix, Arizona 85016, is hereby appointed the initial statutory agent of VMC.

ARTICLE VI  
Board of Directors

The business and affairs of VMC shall be conducted, managed and controlled by a board of directors. The initial Board of Directors shall consist of one (1) director, such director being the Declarant, whose name and address is:

Name

Address

Shea Sunbelt Pleasant Point, LLC, by and through its authorized representative  
Curtis B. Smith

6720 N. Scottsdale Road, Suite 160  
Scottsdale, AZ 85253-4424

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The Declarant shall remain a director on the Board of Directors for so long as Declarant is a Member of VMC in accordance with the Declaration. In addition, the acting president of each Village Association shall be a director, from and after the date on which the Village Association files its articles of incorporation or other organizational documents with the appropriate authority.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of VMC is:

| <u>Name</u>     | <u>Mailing Address</u>  |
|-----------------|---|
| Curtis E. Smith | 6720 N. Scottsdale Road, Suite 160<br>Scottsdale, AZ 85253-4424 |

**ARTICLE VIII**  
**Officers**

The following persons shall be the initial officers of VMC and shall hold the positions opposite their names until their successors have been appointed or elected and qualified:

|                      |                 |
|----------------------|-----------------|
| President:           | Mark Hammons    |
| Vice President:      | Curtis E. Smith |
| Secretary/Treasurer: | Sandy Esmay     |

**ARTICLE IX**  
**Limitation on Liability**

To the fullest extent permitted by applicable law, no past or present director (including without limitation Declarant), officer, employee or representative of VMC shall be personally liable to VMC, any Member of VMC, any Owner, any Non-Residential Owner, any Village Association, any member or director of a Village Association, any Village declarant, or any other Person, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error or negligence of VMC, the Board, or any past or present director (including without limitation Declarant), officer, employee, contractor, consultant, counsel, managing agent, or other agent or representative of VMC; provided, however, the limitations set forth in this Article IX shall not apply to any Person who has failed to act in good faith or has engaged in willful or intentional misconduct.

**ARTICLE X**  
**Principal Office**

The principal office of VMC shall be located at 6720 N. Scottsdale Road, Suite #160, Scottsdale, AZ, 85253-4424.

**ARTICLE XI**  
**Membership and Voting Rights**

The Members of VMC are the Declarant (for the period of time set forth in the Declaration) and the HOA Members as set forth in the Declaration. VMC shall be a corporation without certificates or shares of stock. Members shall have such rights, obligations and votes in VMC as are set forth in the Declaration and the Bylaws, and such provisions are incorporated herein by reference.

ARTICLE XII  
Bylaws

The Board of Directors shall adopt the initial Bylaws of VMC. The power to alter, amend or repeal the Bylaws is as set forth in the Bylaws.

ARTICLE XIII  
FHA/VA APPROVAL

If such approval has been requested by Declarant, the following will require the prior approval of the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"): annexation under the Declaration of additional property, except for annexation by the Declarant of Annexable Property in accordance with Section 13.1 of the Declaration pursuant to a previously approved plan of annexation, mergers and consolidations, mortgaging of Community Common Area, dissolution of VMC, and material amendment of these Articles.

ARTICLE XIV  
Dissolution

VMC may be dissolved upon the affirmative unanimous vote of the Members cast at an election duly called and held pursuant to the provisions of the Bylaws for such purpose. VMC shall be dissolved upon the termination of the Declaration in accordance with its terms, as evidenced by the recordation of a Certificate of Termination respecting the Declaration. Upon dissolution of VMC, other than incident to a merger or consolidation, the assets of VMC shall be dedicated to an appropriate public agency to be used for purposes similar to those for which VMC was created, as the Board of Directors shall determine. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose as the Board of Directors shall determine.

ARTICLE XV  
Assessment and Fees

HOA Members shall be obligated to pay assessments and other fees and charges to VMC, in accordance with the Declaration. Without limiting the generality of the foregoing, HOA Members also shall have contingent liability for the Vistancia Subsidy as described in the Declaration.

ARTICLE XVI  
Indemnification

To the fullest extent permitted by applicable law, VMC shall indemnify, hold harmless, and defend Declarant (and its affiliates and their respective members, agents and employees) and every past and present VMC Member, director, officer, employee and committee member (in their capacity as such) for, from, and against all damages and expenses, including attorneys fees and other related costs, reasonably incurred in connection with any action, suit, or other proceeding to which they or any of them may be a party by reason of being or having been a VMC Member, director, officer, employee or committee member (including any settlement thereof, if approved by the Board); provided, however, the obligation to indemnify set forth in this Article XVI shall not apply to any Person who has failed to act in good faith or has engaged in willful or intentional misconduct (determined as set forth in the Bylaws). This right to indemnification shall be in addition to, and not in limitation of, any other rights to which any present or former officer or director of VMC may be entitled. Any repeal or modification of this Article XVI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

**ARTICLE XVII**  
**Amendments**

Amendments to these Articles may be proposed only by the Declarant or the Board, and shall be adopted in accordance with the following:

(a) So long as Declarant owns any portion of the Covered Property or owns or holds an option to purchase any interest in any portion of the Annexable Property, the Declarant, and thereafter, the Board, may unilaterally amend these Articles at any time and from time to time to such an extent and with such language as may be (i) necessary to bring any provision into compliance with any applicable governmental statute, rule or regulation, or judicial determination; or (ii) requested by the FHA, VA, or other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of this Declaration; or (iii) requested by any federally chartered lending institution as a condition precedent to lending funds.

(b) Except as provided above, and subject to the limitations set forth in subsection (c) of this Article XVII, any amendment to these Articles must be proposed by the Declarant or the Board and shall be adopted only if, at an election duly called and held pursuant to the provisions of the Bylaws, the Members casting seventy-five percent (75%) of the total votes entitled to be cast by the Membership at the election voted affirmatively either in person or by proxy for the adoption of the amendment.

(c) The provisions of this subsection (c) shall apply notwithstanding any provision to the contrary in these Articles. These Articles shall not, for any reason, be amended or otherwise changed or interpreted so as to be inconsistent with the Declaration, the CSER or applicable law. So long as Declarant owns any portion of the Covered Property or owns or holds an option to purchase any interest in any portion of the Annexable Property, any amendment to these Articles must be approved in writing by the Declarant, and thereafter, by the Board, to be effective. No amendment may remove, revoke or modify any right, privilege or obligation arising out of or in connection with the Declaration, unless the relevant provision of the Declaration is amended accordingly pursuant to Article XI of the Declaration. Any amendment of these Articles which in any way affects or purports to affect any provision of the CSER or the rights of the Access Entity or Communication Service Providers arising therefrom must be approved in writing by the Access Entity to the extent required by the CSER. When required by this Section, the approval of the Declarant or the Board, as applicable, and of the Access Entity, as applicable, shall be evidenced on the amendment of these Articles, and any such instrument without the required approvals evidenced thereon shall be void and of no force or effect.

Dated this 5th day of August, 2003



Curtis E. Smith  
Incorporator

**STATUTORY AGENT CONSENT**

The undersigned, 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 Nonprofit Corporation Act.

Storey & Burnham PLC

By:   
Lesa J. Storey, Member

3030 E. Camelback Road, Suite 265  
Phoenix, Arizona 85016