

**ARTICLES OF INCORPORATION
OF
CLEARWATER FARMS Unit #1
PROPERTY OWNERS ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons whose residences and post office addresses are set forth herein below do here by adopt these Articles of Incorporation of and for Clearwater Farms Property owners Association a non-profit corporation.

ARTICLE I

The name and addresses of all the incorporators are:

Harold Branch -
4801 West Lavey .
Glendale, Arizona 85306
Ph. 938-1921

Barry Wickliffe
5622 North 19th Place
Phoenix, Arizona 85016
Ph. 263 -0821

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of to acquire and hold title to, manage, maintain and improve the roadways, and irrigation system as set forth in the Declaration of Conditions, Covenants and Restrictions for Clearwater Farms as recorded in Docket 13887, Page 1009-1019, Maricopa County, Arizona Recorder's Office, and to do all other things necessary, appropriate or association, and in accordance with these articles, the By-Laws, and any adopted rules and regulations.

ARTICLE II

The corporation initially intends to conduct the business of an owners association which includes acquiring and holding title to, managing, maintaining and improving the common areas, roadways and irrigation ditches at Clearwater Farms, a subdivision of Maricopa County, Arizona, including expansions thereof.

ARTICLE III

This corporation will be a non-profit corporation as authorized by the provisions of Arizona Revised Statutes, Title 10, Chapter 1, Article 16.

ARTICLE IV

The initial Board of Directors of the corporation were elected at a meeting held at Phoenix, Arizona, at 10:00 A.M. on April 20, 1982 and it consists of the following individuals:

Harold Branch, 4801 W. Lavey, Glendale, Az. 85306
Bill Carter, p. O. Box 14504, Phoenix, Arizona 85063
Barry Wickliffe 5622 N. 19th Pl., Phoenix, Az. 85016

ARTICLE V

Membership in this corporation shall be limited solely to those individuals owning or purchasing under contract, one or more lots within Clearwater Farms, or lots of any future additional units or expansions of said subdivision qualifying for membership in this corporation pursuant to said recorded Amendment to Declaration of Restrictions. The corporation shall issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each lot (including past owners/purchasers who have voluntarily joined the Association) within the above-described property. In the event any lot or parcel within the above-described property is owned or is being purchased by two or more persons, a single certificate shall be issued in the name of one of the persons who shall have the power to vote the said certificate. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as provided by the Amendment to Declaration of Restrictions, Recorded Restrictions, By-Laws and Rules and Regulations of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

ARTICLE VI

The corporation shall have one class of voting membership, with each membership lot having one vote.

ARTICLE VII

These Articles of Incorporation may be amended upon an affirmative vote of 66 2/3 of all the members of the corporation at a lawfully held meeting, provided no amendment shall be in conflict with said recorded Amendment to Declaration of Restrictions. The members, officers and directors of the corporation shall not be individually or personally liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE VIII

The name and address of the initial statutory agent of the corporation is Harold Branch, 4801 West Lavey, Glendale, Arizona 85306.

ARTICLE IX

The known place of Business of the corporation shall be 4000 North 7th Street, Phoenix, Arizona 85014.

ARTICLE XI

The number of persons to serve on the Board of Directors shall be fixed By the members of the Association at the first annual meeting called for that purpose and the Board of Directors shall be composed of not less than three and not more than 10 members as provided in the By-Laws.

IN WITNESS WHEREOF, we the undersigned, have hereunto placed our signatures this 20 day of April 1982.

<signed> Harold Branch

<signed> Barry Wickliffe

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED
MAY 5 4:48 PM '82
