

**ARTICLES OF INCORPORATION
OF
COUNTRYSIDE HEIGHTS HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Arizona Non-profit Corporation Act, the undersigned, being resident of Arizona and being of full age, establishes the following articles of incorporation:

ARTICLE I

The name of the corporation is Countryside Heights Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is now located at 5501 N. Swan, Suite 100, Tucson, Pima County, Arizona.

ARTICLE III

Steve Craddock, acting on behalf of U.S. Home Corporation, whose address is 5501 N. Swan, Suite 100, Tucson, Arizona, is hereby appointed the initial statutory agent of this Association.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is initially formed are to provide for maintenance, preservation, and architectural control of the

residential Lots and Common Areas within that certain tract of property described as:

Lots 1-125 and Common Area "A" (private streets) and Common Area "B" (drainageways) of Countryside Heights, Pima County, Arizona, as shown by map on file in Book 41 of Maps and Plats at Page 99, Pima County Records.

The above-described property is a subdivision of Block 8 of Countryside Blocks 1-10, as recorded in Book 36 of Maps and Plats at Page 42, Pima County, Arizona (the "Property").

and to promote the health, safety, and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded in the Office of the Pima County Recorder and as the same may be amended from time to time as therein provided;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Common Areas of the Property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer; and providing that all members of the Association are given notice of such dedication or transfer in accordance with the Declaration of Covenants, Conditions and Restrictions for Countryside Heights:

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided interest in any lot, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a lot.

ARTICLE VI

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners in Countryside Heights, with the exception of the Declarant, and shall be entitled to one vote for each lot in which he holds an interest. When more than one person holds an interest in any lot, all such persons shall be Members. The voting for such lot shall be exercised as such persons among themselves determine, but in no event shall more than one vote be cast with respect to any Class A lot. If any Owner, or Owners, casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that such Owner, or Owners, was acting with the authority and consent of all other Owners of the same lot.

Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each lot owned as set forth in the Declaration. The total votes which the Declarant shall be entitled to cast may be cast in such proportion on any matter as Declarant may determine. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on October 1, 1994,

ARTICLE VII

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors. The Directors need not be members of the Association and the number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Craddock	c/o U.S. Home Corporation 5501 N. Swan, Suite 100 Tucson, Arizona 85718
Craig Briner	c/o U.S. Home Corporation 5501 N. Swan, Suite 100 Tucson, Arizona 85718
Gary Aalen	c/o U.S. Home Corporation 5501 N. Swan, Suite 100 Tucson, Arizona 85718

At the first annual meeting, five (5) Directors shall be elected.

ARTICLE VIII

The following is the incorporator of Countryside Heights Homeowners Association, Inc.:

Steve Craddock	5501 N. Swan, Suite 100 Tucson, Arizona 85718
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ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members, but only when all responsibility for maintenance and other items as set forth on Countryside Heights Plat and in the Declaration of Covenants, Conditions, and Restrictions for Countryside Heights have been fulfilled. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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, such assets shall be granted, conveyed,