

ARTICLES OF INCORPORATION
OF
ANTHEM COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.
(an Arizona Nonprofit Corporation)

STATE OF ARIZONA
ACC/FAX
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BY Handwritten Signature

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Article 1. Name. The name of the corporation is Anthem Country Club Community Association, Inc. ("Association").

Article 2. Nonprofit Corporation. The Association is formed as a nonstock, nonprofit corporation under Arizona laws.

Article 3. Principal Office. The mailing address of the initial principal office of the Association is 14901 North Scottsdale Road, Scottsdale, Arizona 85254.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Recorded Declaration of Covenants, Conditions, and Restrictions for Anthem Country Club ("Declaration").

Article 5. Purposes. The purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the Owners of Lots subject to the Declaration.

Article 6. Powers. The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration.

The Association shall make no distributions of income to its Members, directors, or officers.

Article 7. Members.

The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws.

The Association shall have two classes of membership, the rights of which are specified in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws.

In addition, the Association is authorized to levy assessments against the Members as described in the Declaration. Each Member is obligated to pay such assessments in accordance with the Declaration.

Change of membership in the Association shall be established by Recording a deed or other instrument establishing record title to real property subject to the Declaration. Upon such Recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

The share of a Member in the privileges, rights, and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

Article 8. Directors.

(a) A Board of Directors shall conduct, manage, and control the Association. The initial Board shall consist of three directors. The number of directors may be increased in accordance with the By-Laws.

(b) The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Benjamin S. Redman
14901 North Scottsdale Road
Scottsdale, Arizona 85254

Deborah Blake
14901 North Scottsdale Road
Scottsdale, Arizona 85254

Phillip Zeblisky
14901 North Scottsdale Road
Scottsdale, Arizona 85254

Article 9. By-Laws. The Association's By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors, Officers, and Committee Members. To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Class "A" Members representing at least 2/3 of the total votes in the Association and consent of the Class "B" Member, if any. In the event of dissolution, liquidation, or winding up of the Association,

subject to the Declaration, the Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Association shall be divided among and distributed to the Members thereof in accordance with their respective rights therein.

Article 12. Amendments. Amendments to these Articles of Incorporation may be adopted only upon a resolution duly adopted by the Board of Directors and by the approval of Class "A" Members representing 2/3 of the total votes in the Association, and the consent of the Class "B" Member, if any; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 13. Incorporator. The name of the incorporator of the Association is Beth Jo Zeitzer, and such incorporator's address is 6001 N. 24th Street, Phoenix, Arizona 85016.

Article 14. Statutory Agent. The Association hereby appoints CSC The United States Corporation Company, whose address is 3636 N. Central Avenue, Suite 970, Phoenix, Arizona 85012-1939, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

Accepted By: Mary J. Keray, Asst. V.P.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of January, 1999.

Beth Jo Zeitzer
Beth Jo Zeitzer, Incorporator

5B

BY-LAWS
OF
ANTHEM COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.

Hyatt & Stubblefield, PC.
225 Peachtree Street, N.E., Suite 1200
Atlanta, Georgia 30303
(404) 659-6600

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