

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SUNRISE CANYON HOMEOWNERS' ASSOCIATION

ARTICLE 1
NAME

The name of the corporation is SUNRISE CANYON HOMEOWNERS ASSOCIATION.

ARTICLE 2
PERIOD OF DURATION

The corporation shall endure perpetually.

ARTICLE 3
STATUTORY AGENT

William Groundwater, whose address is 5320 N. Strada de Rubino, Tucson, AZ 85750 is hereby appointed statutory agent of this association.

I, William Groundwater, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

ARTICLE 4
PURPOSE AND POWERS OF THE ASSOCIATION

The corporation does not contemplate pecuniary gain or 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 ownership, maintenance, preservation and architectural control of certain common ares with the subdivision in Pima County, Arizona known as Fairfield Sunrise Canyon, Lots 1 through 58 and Common Areas A, B, and C. The Association in fulfillment of its purposes shall have those powers enumerated at law and in the Declaration of Establishment of Covenants, Conditions and Restrictions for Fairfield Sunrise Canyon, ("Declaration") as it may be amended. The corporation shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional residential property, streets, roadways, alleys and consolidation or annexation shall have the assent of at least One-Half (1/2) of the votes from those members entitled to vote, whether or not exercised by that member personally. The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under the applicable provisions of the Internal Revenue Code of 1954 or the

corresponding provisions of any future United States Revenue Law.

ARTICLE 5
MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be determined as provided in the Declaration.

ARTICLE 6
INITIAL BUSINESS

The character of business which the corporation initially intends actually to conduct in this state is the operation of a homeowners association.

ARTICLE 7
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three; the number of directors thereafter shall be fixed by the By-Laws. The names and addresses of the persons who are serving as directors are:

William Groundwater, 5320 N. Strada de Rubino, Tucson, AZ 85750
Walter Shuttleworth, 5345 N. Strada de Rubino, Tucson, AZ 85750
Marlene Jimerson, 6844 E. Via Vigna, Tucson, AZ 85750

ARTICLE 8
INCORPORATOR

The name and address of the original incorporator of this Association is J. Dennis Wilkins, 5902 E. Pima St., Tucson, AZ.

ARTICLE 9
INDEMNIFICATION, DIRECTORS' LIABILITY

To the extent permissible under applicable Arizona law and as provided in the Declaration, the corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee, or agent of the corporation.

To the fullest extent permissible under applicable Arizona law, a director of the corporation shall have no personal liability to the corporation or its members for monetary damages for conduct in the performance of his or her duty as a director.

ARTICLE 10
ADDRESS OF CORPORATION

The address of the corporation's current known place of business is 5255 N. Strada de Rubino, Tucson, AZ 85750

ARTICLE 11
DISSOLUTION

In the event of a dissolution or winding-up of the corporation, all the assets of the corporation shall be transferred to a transferee which is exempt from taxation under Section 501 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

NOTE: This copy of the amended and restated Articles of Incorporation will be submitted to the membership for approval at the next annual meeting, in January, 1996. This draft changes the name of the corporation, provides for indemnification and limitation of director liability and updates various factual matters.