

EXHIBIT "A"

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ECHO RIDGE COOPERATIVE CORPORATION NO. II

1. Name of Corporation: The name of the Corporation is ECHO RIDGE COOPERATIVE CORPORATION NO. II
2. Duration of Corporation: The duration of the Corporation is perpetual.
3. Purpose of Corporation: The purpose for which this Corporation is organized is to carry on any or all lawful activities for which nonprofit cooperative corporations are incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Corporation does not contemplate pecuniary gain or profits to the members.
4. Specific Purposes: The specific purposes are as follows:
  - a. To create, maintain and operate a Corporation to provide housing for the exclusive occupation of Members of the Corporation, on a cooperative basis.
  - b. To construct, operate, maintain and improve, and to sell, convey, assign, mortgage or lease any real estate and any personal property necessary to the operation of such cooperative housing project.
  - c. To borrow money and incur debt in furtherance of any of the objectives of the Corporation's business and to secure such debt with any mortgage, deed of trust or lien.
  - d. To enter into, perform and carry out contracts of any kind which are necessary to or in connection with any of the purposes of the Corporation.
5. Shares in Corporation: The Corporation will issue membership shares in accordance with the procedures set forth in the bylaws. There are 87 membership shares in the Corporation. Ownership of a membership share entitles the Owner to occupy a specific Unit owned by the Corporation, subject to the payment of carrying charges, execution of an Occupancy Agreement and compliance with the provisions of the Bylaws and Rules and Regulations adopted

by the Corporation.

6. **Voting:** The Corporation has one class of voting Members. Each Member has one vote for each membership share owned.
7. **Statutory Agent:** The name and address of the statutory agent is Tanis A. Duncan, 548 E. Speedway Blvd., Tucson, AZ 85705, who has been a resident of Arizona for more than three years.
8. **Board of Directors:** The Board of Directors consists of five directors who must be Members of the Corporation and who will be elected by the Members at the annual meeting of the Corporation in accordance with the procedures set forth in the Bylaws. The terms of the Directors are set forth in the Bylaws. Officers of the Corporation will be elected by the Board of Directors from among the members of the Board following the annual meeting at which the Directors are elected. The Board of Directors has the power to:
  - a. Fill vacancies occurring on the Board of Directors.
  - b. Form committees and appoint members to those committees.
  - c. Hire and terminate the employment of independent contractors, managers, attorneys, accountants and any other professionals.
  - d. Enter into Occupancy Agreement with Members and enforce the provisions thereof.
  - e. Assess each shareholder for his/her pro-rata share of the expenses of the Corporation in accordance with the procedures set forth in the Bylaws. Such carrying charges will be in an amount sufficient to cover the operating expenses of the Corporation, including, but not limited to, the accumulation of reasonable reserves for the repair and replacement of the real and personal property owned by the Corporation, management and administrative expenses and all taxes and insurance on the property owned by the Corporation.
  - f. Adopt and amend the Bylaws of the Corporation; provided, however, that the Members may alter, amend or repeal any provisions of the Bylaws adopted by the Board at any duly called meeting of the Members, by the vote of a majority of the Members voting in person or by proxy at such meeting. Notice of any proposed change to the Bylaws must be provided to the Members with the notice of the meeting at which a vote will be taken.
  - g. Take any and all action necessary for the benefit of the Members and the repair and maintenance of the property owned by the Corporation.
  - h. Take any and all actions permitted by law.
9. **Amendment:** A majority of the Board of Directors has the power and authority to

amend these Articles of Incorporation.

10. Indemnification of Directors:

- a. Any person who serves as an officer or a member of the Board of Directors will be immune from civil liability and will not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his/her official capacity, unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such person. Official capacity is any decision, act or event undertaken by the Corporation in furtherance of the purpose or purposes for which such organization was organized.
- b. The liability of a director will not in any way be eliminated for any of the following:
  - i. Any breach of the director's loyalty to the Corporation or its members.
  - ii. Acts or omissions which are not made in good faith or which involve intentional misconduct or a knowing violation of law.
  - iii. Any transaction from which the director derived an improper personal benefit.

11. Dissolution: The Corporation may be dissolved with the written consent of not less than 75% of the Members. Upon dissolution of the Corporation, the assets of the Corporation will be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as this Corporation.

DATED: January 19<sup>th</sup>, 2006.

*Steve Schneider*  
President

*Maxine J. Bennett*  
Vice President

*Donald D. ...*  
Treasurer

*Jessith A. Robinson*  
Secretary

*Steve Goldley*  
Member at Large

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ECHO RIDGE COOPERATIVE CORPORATION NO. II

Pursuant to A.R.S. §10-11002, ECHO RIDGE COOPERATIVE CORPORATION NO. II, an Arizona nonprofit corporation, adopts the following Articles of Amendment to the Articles of Incorporation.

1. The name of the Corporation is ECHO RIDGE COOPERATIVE CORPORATION NO. II.
2. These amendments were adopted on JANUARY 18, 2005 by an act of the Board of Directors.
3. The document attached as Exhibit "A" sets forth the amendment to the Articles of Incorporation to be filed in the Office of the Arizona Corporation Commission, in the manner prescribed by law.

DATED this 19<sup>th</sup> day of JANUARY, 2006.

ECHO RIDGE COOPERATIVE CORPORATION NO. II

By: Greta Schneider  
Greta Schneider, President

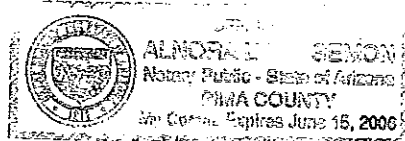
ATTEST: Judith A. Robinson  
Secretary

STATE OF ARIZONA     )  
                                  ) ss:  
County of Pima         )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2006, by Greta Schneider, President and Judith A. Robinson, Secretary of ECHO RIDGE COOPERATIVE CORPORATION NO. II on behalf of the Corporation.

Alnora Lynn Simon  
Notary Public

My Commission Expires: June 15, 2006



Resolution of the Board of Directors  
ECHO RIDGE COOPERATIVE CORPORATION NO. II

Pursuant to A.R.S. §10-11002, Board of Directors of ECHO RIDGE COOPERATIVE CORPORATION NO. II adopts the following resolution:

The Board of Directors desires to restate the Articles of Incorporation for ECHO RIDGE COOPERATIVE CORPORATION NO. II by deleting all references to the Preferred Stock, the Preferred Stockholder and the Mortgage, as the Mortgage was duly satisfied on September 14, 2004 in Docket 12386 at page 958.

This proposed amendment to the Articles of Incorporation was approved by the vote of a majority of the Directors at a meeting held on Jan. 18, 2006, 2005.

DATED: January 19<sup>th</sup>, 2006.

ECHO RIDGE COOPERATIVE CORPORATION NO. II

By: *Steve Schneider*  
President

ATTEST:

*Judith A. Robinson*  
Secretary