



FEB 24 2006

ARTICLES OF INCORPORATION  
OF  
PALM VILLAS ASSOCIATION

FILE NO. 12552944

1. **Name:** The Association's name is PALM VILLAS ASSOCIATION. The Association is a nonprofit Corporation.
2. **Duration of Association:** The duration of this Corporation is perpetual.
3. **Purpose of Association:** The purpose for which this Association is organized is to carry on any or all lawful activities for which owner's associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association does not contemplate pecuniary gain or profits to the members. No profits or dividends will ever be declared by the Association.
4. **Specific Purposes:** The Association intends to enforce the terms and conditions of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Willow Gardens (Palm Villas) and to preserve the values of the Condominiums within the jurisdiction of the Association. The Association intends to perform all of the duties and obligations of the Association set forth in the Declaration, as amended from time to time, for the mutual benefit of the residents and the preservation of their respective properties' value and beauty.
5. **Membership:** Every Owner of a Unit which is subject to assessment will automatically be a Member of the Association at the time that a deed to a Unit is recorded. Such persons will remain Members for so long as such ownership continues.
6. **Voting:** The Association will have two classes of voting Members:
  - a. **Class A.** Class A Members are all Owners except the Declarant (until the conversion of Declarant's Class B Membership to Class A Membership as provided for below). Subject to the authority of the Board to suspend an Owner's voting rights in accordance with the provisions of the Declaration, a Class A Member has one vote for each Unit owned.
  - b. **Class B.** The Class B Member is the Declarant. The Class B Member is entitled to three votes for each Unit it owns until all of the Units are sold, at which time it will be entitled to one vote for each Unit it owns. The Class B Membership terminates upon the happening of the first of the following events:
    - i. the date which is one hundred twenty (120) days after the date that all of the Units have been sold and closed escrow; or
    - ii. the date which is seven (7) years after the date the Declaration is recorded; or
    - iii. 120 days after the Declarant relinquishes its Class B votes by providing written notice to the Association.
7. **Initial Statutory Agent:** The name and address of the initial statutory agent is Tanis A.

Articles of Incorporation of  
Palm Villas Association

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Duncan, whose address is 548 E. Speedway Blvd., Tucson, AZ 85705 and who has been a resident of Arizona for more than three years.

8. **Initial Board of Directors:** The Initial Board of Directors will consist of three directors. The persons who were elected to serve until the first annual meeting of members or until their successors are elected and qualified are:

Peter Ma  
1555 Newton Street  
Los Angeles, CA 90021

Robert Graham  
1555 Newton Street  
Los Angeles, CA 90021

Lannie Colton  
40 N. Swan, Suite 10  
Tucson, AZ 85711-3018

9. **Incorporator:** The Incorporator is Sunset Park Plaza, LLC, a California Limited Liability Company, 1555 Newton Street, Los Angeles, CA 90021.
10. **Amendment:** During the term of the Class B Membership, the Declarant has the right to amend these Articles. Upon the expiration of the Class B Membership, these Articles may only be amended with the approval of the Owners of two-thirds of the Units voting at any meeting called for that purpose and after written notice of the meeting is given to all of the Owners.
11. **Indemnification of Directors:** The Directors will be indemnified by the Association to the fullest extent permitted by law.
12. **Dissolution:** The Association can be dissolved with the written consent of not less than the Owners of 75% of the Units who are entitled to vote. Upon dissolution of the Association, the assets of the Association will be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Association.

DATED: 2/2/06, 2006.

By:   
Manager  
Sunset Park Plaza, LLC

### CONSENT TO SERVE AS STATUTORY AGENT

I consent to serve as statutory agent for the above Association until resignation or replacement as provided by Arizona law.

  
Tanis A. Duncan

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

-1255294-4

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202 D.

PALM VILLAS ASSOCIATION  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No

B. IF YES, the following information MUST be attached:

- |   |   |
|---|---|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.  |
| 2. Full birth name.   | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case. |
| 3. Present home address.                                    |   |
| 4. Prior addresses (for immediate preceding 7-year period). |   |
| 5. Date and location of birth.                              |   |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes \_\_\_ No

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- |   |   |
|---|---|
| 1. Name and address of the corporation.   | 4. Dates of corporate operation.  |
| 2. Full name, including alias and address of each person involved.  | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |   |

D. The fiscal year end adopted by the corporation is 2006

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 2/2/07  
 TITLE President / Manager  
Sunset Park Plaza, LLC

BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.