

**AFFIDAVIT OF PUBLICATION**

STATE OF ARIZONA)
 :SS.
COUNTY OF PIMA)

MARILEE WRIGHT being first duly sworn, deposes and says that (he) (she) is the Legal Advertising Manager of the **GREEN VALLEY NEWS and SUN**, a newspaper published every Sunday, Wednesday and Friday in the County of Pima, State of Arizona, and of general circulation in said County, and that the hereto attached

**ARTICLES OF INCORPORATION
STONE PINE ESTATES II
TOWN HOME ASSOCIATION, INC.
1243204-6**

was printed and published in the regular and entire issue of said **GREEN VALLEY NEWS and SUN** for 3 issues; that the first was made on the 2ND day of DECEMBER, 2005 and the last publication thereof was made on the 7TH day of DECEMBER, 2005; that said publication was made on each of the following dates, to-wit:

12/02/05
12/04/05
12/07/05

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DEC 21 2005

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Request of (L) LUZ O. RAMIREZ

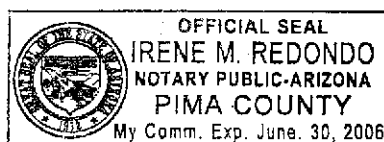
**green valley news
and sun**

By *Marilee Wright*

Subscribed and sworn to before me this 7TH day of DECEMBER, 2005.

[Signature]
Notary Public in and for the County of Pima, State of Arizona

My Commission Expires: JUNE 30, 2006



ARTICLES OF
INCORPORATION
OF
STONE PINE ESTATES II
TOWN HOME ASSOCIATION,
INC.
(An Arizona
Non-Profit Corporation)

ARTICLE I The name of the Corporation is Stone Pine Estates II Town Home Association, Inc.

ARTICLE II The purpose for which this corporation is organized shall include the management of the affairs of a non-profit Homeowner's Association to administer services associated with the maintenance, possession, ownership, improvement and use of common real property, the levy and collection of assessments upon real property, the enforcement of conditions, covenants and restrictions imposed on or appurtenant to the real property lying with STONE PINE ESTATES II, a subdivision of Navajo County, Arizona, and all acts necessary, convenient and ancillary thereto.

ARTICLE III The character of affairs of the corporation will be a Town home Association.

ARTICLE IV No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE V Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VII The initial board of directors shall consist of 3 directors the names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his successor is elected and qualifies are: Mark Kahlich 585 S. Cherry #151 Tucson, AZ 85719 Kent Tyler 585 S. Cherry #151 Tucson, AZ 85719 Frank M. Smith 4756 Buck Spring Rd. Pinetop, AZ 85935 The number of persons to serve on the board of directors thereafter shall be fixed by the By-laws.

ARTICLE VIII The address of the known place of business of this Corporation is 585 S. Cherry Ave

Corporation is 585 S. Cherry Avenue, Suite 151, Tucson, Arizona 85719, and the corporation may establish other offices and may engage in business elsewhere within and without the State of Arizona.

ARTICLE IX The name and business address of the statutory agent of the Corporation is: Mark Kahlich 585 S. Cherry Avenue, Suite 151 Tucson, Arizona 85719

ARTICLE X The name and address of the incorporator is: Blake A. Kahlich 585 S. Cherry Avenue, Suite 151 Tucson, AZ 85719 Luz O Ramirez 585 S. Cherry Avenue, Suite 151 Tucson, AZ 85719 All powers, duties and responsibilities of the incorporators shall cease at time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE XI The corporation will have two (2) classes of members as set forth in the by-laws.

ARTICLE XII The corporation shall indemnify any and all of its existing and former incorporators, directors, officers and employees and agents against any and all expenses incurred by them and each of them including but not limited to legal fees, judgments, monetary damages, penalties, and amounts by reason of the fact that he or she is or was an officer, director, employee or agent of the corporation, which indemnification shall be mandatory in all circumstances where permitted by law and not otherwise prohibited.

EXECUTED this 18th of November 2005 by all of the incorporators. Signed: s-Blake A. Kahlich Incorporator Signed: s-Luz O. Ramirez Incorporator

Phone: (520) 622-8200

Fax (520) 622-7288

Acceptance of Appointment by Statutory Agent The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-name corporation effective this 18th of November 2005. Signed: s-Mark T. Kahlich

Pub: Green Valley News & Sun
Date: Dec. 2, 4, 7, 2005
