Statutory Agent
Alfonso Sacco
1030 S. Barrel Cactus Ridge, Lot 67
Benson, AZ 85602

ARTICLES OF INCORPORATION

(Sept 15, 2006)

EAGLES LANDING Home Owners Association (HOA), Inc. @COCHISE TERRACE

Pursuant to the provisions of Section 10-202 of the Arizona Revised Statues, the undersigned Arizona Corporation adopts the following Articles of Incorporation

I. NAME and INCORPORATOR

The name of the corporation shall be **Eagles Landing Home Owners Association (HOA), Inc.@Cochise Terrace** hereafter sometimes referred to as the "Association" or "HOA". The name and address of the incorporator is:

Arthur L. Bale
1030 S. Barrel Cactus Ridge
Benson, AZ 85602

II. PURPOSES

The general nature, object, and purpose of the Association is as follows:

A. To promote the health, safety and social welfare of the owner of property within that area referred to as Eagles Landing @ Cochise Terrace.

B. To control the specifications, architecture, design, appearance, elevations and location Of the landscaping around all buildings and improvements of any type, including walls, fences, antennae, or other structures constructed or placed as well as alterations, improvements, additions, and/or changes.

C. To operate without profit for the sole and exclusive benefit of the HOA and it's members.

D. To perform all of the functions contemplated by the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

E. To ensure that property values within the community are maintained at the highest level and continue to grow based upon sound leadership.

III. GENERAL POWERS

The general powers that the Board of Directors for the HOA shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. In general, to have all powers conferred upon a corporation by the laws of the State of Arizona.

IV. MEMBERS

A. The members shall consist of the property owners of lots 76 – 157 in Eagles Landing @ Cochise Terrace. Each property owner shall be a member of Eagles Landing Home Owners Association (HOA).

B. Should Developer sell additional land to the scheme of the Declaration of Covenants and Restrictions for Eagles Landing, each property owner in such phase shall automatically become a member of this HOA.

C. Notwithstanding the forgoing, Developer shall have no obligation whatsoever to sell any additional lands to the scheme or the Declaration of Covenants and Restrictions for Eagles Landing.

V. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When one or more persons hold such interest or interest in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

B. The developer shall have the right to appoint members to the first Board of Directors. In November 2008 there will be a member elections to select a Board of Directors elected by the membership. That Board of Directors will take office on January 15, 2009 and will remain in office for a one (1) or two (2) year term.

C. The HOA/Association will obtain funds with which to operate through assessment of members, be in accordance with the provisions of the Declaration of Covenants and Restrictions for COCHISE TERRACE RV RESORT as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS

A. The affairs of the HOA/Association shall be managed by a Board of Directors consisting of not less than five (5) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Arizona. Thereafter, all Directors shall be members of the Association., Annual election shall be for two (2) years expiring at the second annual meeting following their election, and thereafter until their successors are duly elected and qualified or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them.

B. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are appointed by the Developer or elected by the HOA membership during November 2008..

Arthur L. Bale	1030 S. Barrel Cactus Ridge,	Developer
Lynn Flower	1030 S. Barrel Cactus Ridge,	Lot 133
Alan Lewis	1030 S. Barrel Cactus Ridge,	Lot 95
Steven Butler	1030 S. Barrel Cactus Ridge,	Lot 87
Alfonso Sacco	1030 S. Barrel Cactus Ridge,	Lot 67
	Benson Az, 85602	

VII. OFFICERS

The officers of the Eagles Landing Home Owners Association shall be a President, a Vice President, Secretary and Treasurer. Both the President and Vice President will be elected by the HOA Board of Directors from the Board of Directors. The Secretary and Treasurer will be appointed by the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2009 and until their successors are duly elected and qualified are:

President	Arthur L. Bale	..............Director
Vice President	Lynne Flower	..............Director
Treasurer	Lynne Flower	..............Director
Secretary	Alfonso Sacco	......................Director
Director	Steven Butler	......................Director
Director	Alan Lewis	...................Director

VIII. CORPORATIE EXISENCE

The Eagle's Landing Home Owners Association shall have perpetual existence.

IX. BY-LAWS

The HOA board of Directors shall adopt Bylaws consistent with these Articles.

X. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction is permitted between the HOA/Association and one or more of its Directors or Officers, or between the Association and other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or Officers.

B. Interested Directors may be counted in determining the presence of a quorum (3 Directors) at a meeting of the Board of Directors or of a committee.

XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. The HOA/Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the HOA to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his

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capacity of Director or Officer of the HOA. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of novo contenders or it's equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. Should HOA procure a judgment in its favor by reason of being or having been a Director or officer of the HOA, or by reason of being or having been a Director, Officer, Employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the HOA, against the reasonable expenses, including attorneys' fees, incurred by him in connection with the defense or settlement of such action.

B. The Board of Directors shall determine whether amounts for which Director or Officers seeks indemnification were properly incurred and whether such Directors or Officers act in good faith and in a manner reasonable.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the HOA to indemnify under applicable law.

XII. DISSOLUTION OF THE ASSOCIATION (HOA)

A. Upon dissolution of the HOA, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner: Assets shall be distributed among the members, subject to the limitations, as tenants in common, each member's share to be determined in accordance with voting rights.

B. The HOA may be dissolved upon a resolution to that effect being recommended by three fourths (3/4) of the of the members of the Board of Directors. If such a decree were necessary it must be approved by 75% of lot owners, one vote per lot.

XIII. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting Cochise Terrace LLC, Inc shall be effective without the prior written consent of Cochise Terrace LLC, Inc, or its successors or assigns.

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IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation, this 4th day of September 2006.

Eagle's Landing Home Owners Association HOA, Inc @ Cochise Terrace

By: ______________________
Arthur L. Bale, President

By: ______________________
Alfonso Sacco, Secretary

STATE OF ARIZONA

County of Cochise

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Arthur L. Bale, as President, and Alfonso Sacco, Secretary, of Eagles Landing Home Owners Association HOA, Inc @ Cochise Terrace.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the state and county foresaid, this 21st day of September, 2006.

____
Notary Public

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF ARIZONA
COCHISE COUNTY
JENNIFER L. COOMS
COMMISSION #[illegible]
MY COMM. EXPIRES JANUARY [illegible]

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ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of Eagles Landing (HOA), Inc. @ Cochise Terrace effective this 21st day of September. 2006.

Alfonso Sacco

Alfonso Sacco
1030 S. Barrel Cactus Ridge, Lot No. 67
Benson, AZ 85602

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ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

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.

EAGLES LANDING HOME OWNERS ASSOCIATION (HOA) @ COCHISE TERRACE
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 X

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

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

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 X

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.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
   (a) Was incorporated.
   (b) Has transacted business.
4. Dates of corporate operation.
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.

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

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 William L. Bell DATE 12-06-06
TITLE INCORPORATOR

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.