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ARTICLES OF INCORPORATION

OF

THUNCASTER ASSOCIATION, INC.

-1034523-5

The undersigned, for the purpose of forming a nonprofit corporation under A.R.S. §10-3120 et seq., do hereby make and adopt the following Articles of Incorporation:

Article 1

NAME

The name of the Corporation is: "THUNCASTER ASSOCIATION, INC."

Article 2

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To enforce and implement the *Declaration of Restrictions, Establishment of Board of Management and Lien Rights recorded August 17, 1971, in Docket 888, page 978*, and all amendments thereto (the "Declaration").

B. To exercise all rights and powers conferred by the laws of the State of Arizona upon nonprofit corporations.

C. To do such other things as are incidental to the Corporation or necessary or desirable in order to accomplish them.

Article 3

NONPROFIT

The Corporation is a nonprofit corporation as defined pursuant to Arizona Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 4

KNOWN PLACE OF BUSINESS

The known place of business of the Corporation shall be 9953 Thunderbird Boulevard, Sun City, Arizona 85351-2838.

Article 5

DURATION

The duration of the Corporation is perpetual.

Article 6

FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board of Directors at the organizational meeting.

Article 7

MEMBERS

The Corporation shall have Members who shall be selected as provided in the By-Laws and said Members shall have all the rights and privileges as therein provided.

Article 8

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The name and address of each initial Director is as follows:

<u>Name</u>	<u>Address</u>
Don H. Kolsrud	9953 Thunderbird Boulevard Sun City, Arizona 85351-2838

Evert Engstrom

9947 Thunderbird Boulevard
Sun City, Arizona 85351-2838

William E. Armbrrecht

9927 Thunderbird Boulevard
Sun City, Arizona 85351-2838

Tom Collins

9935 Thunderbird Boulevard
Sun City, Arizona 85351-2838

Jack Weiland

10033 Lancaster Drive
Sun City, Arizona 85351

Article 9

INCORPORATORS

The name and address of each Incorporator is as follows:

Name

Address

Evert Engstrom

9947 Thunderbird Boulevard
Sun City, Arizona 85351-2838

William E. Armbrrecht

9927 Thunderbird Boulevard
Sun City, Arizona 85351-2838

Article 10

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11

STATUTORY AGENT

The name and address of the statutory agent of Corporation is as follows: Evert Engstrom, 9947 Thunderbird Boulevard, Sun City, Arizona 85351-2838.


In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 24th day of May, 2002.


Evert Engstrom, Incorporator


William E. Ambrecht, Incorporator

ACCEPTANCE BY STATUTORY AGENT

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


EVERT ENGSTROM
Statutory Agent