

AZ. CORP. COMMISSION
FILED

JUL 08 1997

Articles of Amendment
To The
Articles Of Incorporation
Of
Twenty Second Avenue Estates

APPR. _____
TERM M Baines
DATE _____

Thomas W. Eggert, President, and JoAnn Souders, Secretary, of
Twenty Second Avenue Estates, hereby certify as follows:

That on June 28, 1997, by written action of all of the Directors and
all of the Stockholders of said corporation, without a meeting, pursuant
to § § 10-704 and 10-821, Arizona Revised Statutes, respectively, the
Articles of Incorporation of Twenty Second Avenue Estates were amended
by amending Article I to read as follows:

ARTICLE I

The name of the corporation shall be
LEGACY VILLAS HOMEOWNERS ASSOCIATION
OK (SF)

IN WITNESS WHEREOF, the undersigned have executed this
instrument, and a duplicate thereof, for and on behalf of said
corporation, this 28th day of June, 1997.

Twenty Second Avenue Estates

By Thomas W. Eggert
Thomas W. Eggert, President

By JoAnn Souders
JoAnn Souders, Secretary

AZ. CORP. COMMISSION
FILED

JUL 03 1997

APPR. M. Baines
TERM _____
DATE 7-3-97
0737878-0

Articles of Amendment
To The
Articles of Incorporation
Of
Twenty-Second Avenue Estates Homeowners Association,
An Arizona Non-Profit Corporation

Thomas W. Eggert, President and JoAnn Souders, Secretary, of Twenty-Second Avenue Estates Homeowners Association, an Arizona Non-Profit Corporation, hereby certify as follows:

That on June 28, 1997, by written action of all of the Directors and all of the Stockholders of said corporation, without a meeting, pursuant to §10-704 and §10-821, Arizona Revised Statutes, respectively, the Articles of Incorporation of Twenty-Second Avenue Estates Homeowners Association, an Arizona Non-Profit Corporation, were amended by amending Article I to read as follows:

ARTICLE I

The name of the corporation shall be:

LEGACY VILLAS HOMEOWNERS ASSOCIATION, ^{OK} An Arizona Non-Profit Corporation

IN WITNESS WHEREOF, the undersigned have executed this instrument, and a duplicate thereof, for and on behalf of said corporation, this 31st day of July, 1997.

TWENTY-SECOND AVENUE ESTATES HOMEOWNERS ASSOCIATION
An Arizona Non-Profit Corporation

By: Thomas W. Eggert
Thomas W. Eggert, President

By: JoAnn Souders
JoAnn Souders, Secretary

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ARIZONA CORP. COMMISSION

ARTICLES OF INCORPORATION
OF
TWENTY-SECOND AVENUE ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of §10-1001, et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, having this date voluntarily associated themselves for the purpose of forming a nonprofit corporation, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is TWENTY-SECOND AVENUE ESTATES HOMEOWNERS ASSOCIATION.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions (CC&R's) for Turf Village II recorded with the County Recorder of Maricopa County, Arizona, as Instrument No. 94-0838595 on November 29, 1994.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located at 80 East Columbus Avenue, Phoenix, Arizona 85012.

ARTICLE IV

STATUTORY AGENT

Sheldon H. Sternberg, whose address is 80 East Columbus Avenue, Phoenix, Arizona 85012, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated the initial statutory agent for the Association.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of the Common Elements and to perform such other duties as are imposed upon the Association under the CC&R's. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which

corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Elements and to exercise and perform such other powers and duties as are imposed upon or granted to the Association under the CC&R's.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve as directors until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Sheldon Sternberg	80 East Columbus Avenue Phoenix, AZ 85012
Susan Reichman	5776 N. Echo Canyon Circle Phoenix, AZ 85018
Sylvia Sternberg	80 East Columbus Avenue Phoenix, AZ 85012

The number of directors may change from time to time by the Board of Directors, but the number of directors may not be less than three (3) nor more than nine (9) and must be an odd number.

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that during the Period of Declarant Control, the Declarant, without the consent of any Homeowner, may amend the Bylaws in order to comply with the regulations or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments.

ARTICLE VIII

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Sheldon Sternberg President
Sylvia Sternberg Secretary and
 Treasurer

ARTICLE IX

LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of any director of the Association to the Association or its members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated but, except to the extent permitted by the Arizona Nonprofit Corporation Act, the provisions of this Article shall not eliminate or limit the liability of a director for any of the following:

- (i) Any breach of the director's duty of loyalty to the Association or its members;
- (ii) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Arizona Revised Statutes §10-1026;
- (iv) Any transaction from which the director derived an improper personal benefit;
- (v) A violation of Arizona Revised Statutes §10-1097.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by Members representing not less than eighty percent (80%) of the total votes in the Association. Upon any such dissolution of the Association, other than incident to a merger or a consolidation, the assets of the Association shall be dedicated, granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization designated by the Members approving the dissolution as being the entity which will thereafter perform the duties and obligations of the Association under the CC&R's.

ARTICLE XI

AMENDMENTS

These Articles may be amended by Members representing at least sixty-seven percent (67%) of the total votes in the Association except that during the Period of Declarant Control the Declarant shall have the right to amend these Articles in

order to (i) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Homeowner, or (ii) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration.

ARTICLE XI

DURATION

The Corporation shall exist perpetually.

ARTICLE XII

The name and address of the incorporator of this Association is:

Name

Address

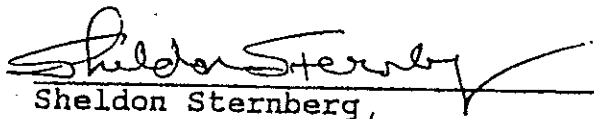
Sheldon Sternberg

80 East Columbus Avenue
Phoenix, AZ 85012

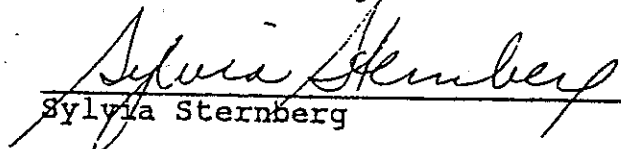
Sylvia Sternberg

80 East Columbus Avenue
Phoenix, AZ 85012

Dated this 13th day of December, 1994.



Sheldon Sternberg



Sylvia Sternberg

When Recorded Mail To:
Legacy Villas, L.L.C.
5010 E. Shea Blvd. A-215
Scottsdale, Az. 85254

ASSIGNMENT

The undersigned, TURF INVESTORS, L.L.C., an Arizona limited liability company, on this 27th day of June, 1997, the Declarant under the Declaration of Covenants, Conditions and Restrictions, TURF VILLAGE II, recorded in the records of Maricopa County Recorder No. 94-0838595 on November 29, 1994, does hereby transfer, assign and set over unto LEGACY VILLAS, L.L.C., an Arizona limited liability company, all of its rights as Declarant under the above described Covenants, Conditions and Restrictions.

TURF INVESTORS, L.L.C.

By Sheldon H. Sternberg
Sheldon H. Sternberg
Administrative Member

STATE OF ARIZONA)
) ss.
County of Maricopa)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me, the undersigned Notary Public, this 27th day of June, 1997, by SHELDON H. STERNBERG, Administrative Member of TURF INVESTORS, L.L.C., an Arizona limited liability company, who acknowledged that he executed the foregoing instrument for the purposes therein expressed.

My Commission Expires: 11-29-99 Lucia Stevenson
Notary Public



