

ARTICLES OF INCORPORATION
OF
SUN CITY GOLF COURSES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose do adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

SUN CITY GOLF COURSES, INC.

ARTICLE II - INCORPORATORS

The names and addresses of the incorporators are as follows:

Phillip T. Bear
10115 Concord Avenue
Sun City, Arizona

Joseph A. Vettel, Sr.
9915 Newport Drive
Sun City, Arizona

J. W. Lloyd
10754 Denham Drive
Sun City, Arizona

William V. Dewey
10041 110th Avenue
Sun City, Arizona

Wilbur Erickson
11014 Welk Drive
Sun City, Arizona

Anthony R. Frank
9839 North 107th Avenue
Sun City, Arizona

Ernest F. Mehl
13811 North 108th Drive
Sun City, Arizona

John H. Smith
10438 Rodgers Circle
Sun City, Arizona

James D. Wormley
11010 Palmeras Drive
Sun City, Arizona

ARTICLE III - PURPOSE

The corporation is formed, organized and always to be operated as a "social club" within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, as amended. The principal objective of the corporation shall be to construct, own, lease, hold, operate, conduct and carry on a golf club for the use and benefit of its members, including clubhouses and restaurants therein, locker rooms, golf equipment and supply shops.

The corporation intends to qualify as an organization exempt from income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, and all purposes, powers, actions and activities of the corporation shall conform to the requirements thereof. No part of the net earnings of the corporation shall ever inure to the benefit of any member, director, officer or individual. This corporation shall not conduct or participate in any activity which discriminates against any person by reason of race, color or religion.

ARTICLE IV - INITIAL ACTIVITY

The character of the activity the corporation initially intends to conduct in Arizona is the operation of a golf club.

ARTICLE V - AUTHORIZED CAPITAL

The corporation shall have no capital stock, but shall have such members as are described in the corporation's bylaws.

Hereafter, the directors shall be the same as those elected to serve as the Board of Directors of Recreation Centers of Sun City, Inc.

ARTICLE VII - INCORPORATOR AND
DIRECTOR LIABILITY

The private property of the incorporators, directors and officers of this corporation shall be forever exempt from the debts and obligations of this corporation.

ARTICLE VIII - DISPOSITION OF ASSETS

This corporation is one which does not contemplate pecuniary gain or profit to the directors and officers thereof, and shall so conduct its business and affairs so that no profit or income from the corporation shall inure to any director or officer of this corporation, and no distribution shall ever be made of any of the properties or assets of this corporation to any director or officer thereof. All the assets of this corporation shall be held in trust for the purposes herein mentioned, including the payment of all of its liabilities. Upon dissolution of the corporation all of the corporation's assets remaining after the payment of all of its liabilities shall vest in and be transferred, without consideration of any kind or nature, to such organization exempt from income tax under Section 501(c) of the Internal Revenue Code as the Board of Directors shall determine.

ARTICLE IX - STATUTORY AGENT

This corporation does hereby appoint WILLIAM G. RIDENOUR, 3300 Valley Bank Center, 201 North Central Avenue,

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by an initial Board of not less than nine (9) members, the number to be determined from time to time by the then directors of the corporation. The Board of Directors shall adopt bylaws for the corporation, and such bylaws may be amended or repealed as provided therein. The membership of the corporation and no others shall have the power to amend these Articles of Incorporation.

These Articles of Incorporation may be amended at any meeting of the members called for that purpose by the Board of Directors or by a petition of at least two (2%) percent of the total membership as of the first day of the preceding July. Amendments shall be adopted by an affirmative vote of a majority of the members of the corporation present at that meeting. Notice of any proposed amendment shall be given by written notice published, posted and noticed as required by the laws of the State of Arizona and by compliance with any additional requirements required by the bylaws of the corporation.

The pre-organization meeting of the corporation was held February 15, 1977, at Sun City, Arizona, and the following directors were elected and shall hold office until their successors are elected and qualified:

Phillip T. Bear
J. W. (Bill) Lloyd
Wilbur (Bill) Erickson
Ernest F. Mehl
James D. Wormley

Joseph A. Vettel, Sr.
William V. Dewey
Anthony R. Frank
John H. Smith

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 19 day of April, 1977,
before me, the undersigned Notary Public, personally appeared
J. W. LLOYD, who acknowledged himself to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and that he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Ida M. Abrisch
Notary Public

My commission expires:

My Commission Expires Dec. 13, 1979



STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 19 day of April, 1977,
before me, the undersigned Notary Public, personally appeared
WILLIAM V. DEWEY, who acknowledged himself to be the person
whose name is subscribed to the foregoing Articles of Incorporation,
and that he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Ida M. Abrisch
Notary Public

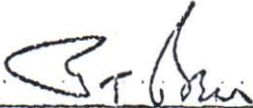
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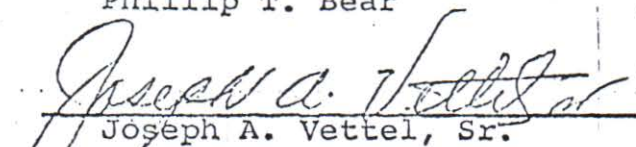
My Commission Expires Dec. 13, 1979



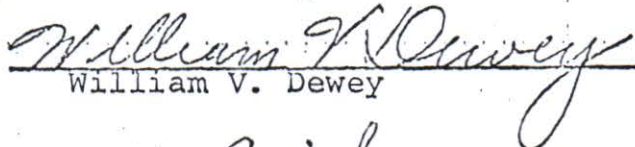
Phoenix, Arizona, who has been a bona fide resident of Arizona for at least three (3) years, as its initial statutory agent. This appointment may be revoked at any time by filing the appointment of another agent.

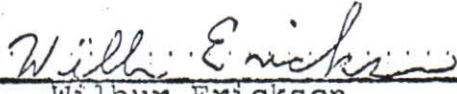
IN WITNESS WHEREOF, we have hereunto set our hands this 19 day of April, 1977.

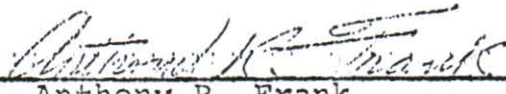

Phillip T. Bear

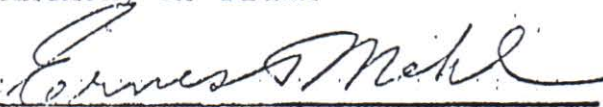

Joseph A. Vettel, Sr.

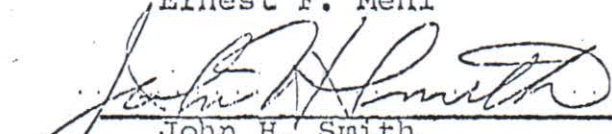

J. W. Lloyd


William V. Dewey


Wilbur Erickson


Anthony R. Frank


Ernest F. Mehl


John H. Smith


James D. Wormley

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 19 day of April, 1977,
before me, the undersigned Notary Public, personally appeared
PHILLIP T. BEAR, who acknowledged himself to be the person
whose name is subscribed to the foregoing Articles of Incorporation,
and that he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Edna M. Abrisch
Notary Public

My commission expires:

My Commission Expires Dec. 13, 1979



STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 19 day of April, 1977,
before me, the undersigned Notary Public, personally appeared
JOSEPH A. VETTEL, SR., who acknowledged himself to be the
person whose name is subscribed to the foregoing Articles of
Incorporation, and that he executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Edna M. Abrisch
Notary Public

My commission expires:

My Commission Expires Dec. 13, 1979

