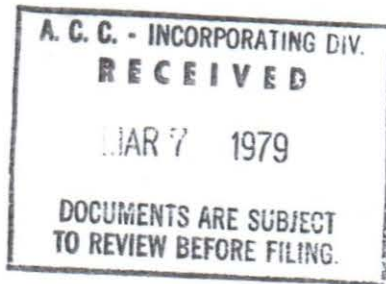


Articles of Incorporation
3/13/79 (A)



121528

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

MAR 13 1979

At 12:20 PM at request of
Treon, Warnick, Dann & Rousch
Address 810 N. 1st St.
Phoenix, Az. 85004
By Joyce Gordon
G.C. Anderson, Jr. SECRET

ARTICLES OF INCORPORATION
OF
SUN CITY WEST PROPERTY OWNERS AND RESIDENT ASSOCIATION

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of Article 16, Chapter 1, Title 10 of the Arizona Revised Statutes, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be SUN CITY WEST PROPERTY OWNERS AND RESIDENTS ASSOCIATION (PORA) and its principal place of business shall be at SUN CITY WEST, Maricopa County, Arizona, but the board of directors may designate other places within the State of Arizona where other offices may be established and maintained and corporate business transacted.

ARTICLE II

The names, residences and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE and POST OFFICE ADDRESS</u>
Irma Halfter	13238 Maplewood Dr., Sun City West, Ariz. 85375
William F. Stewart	13215 Allegro Ct., Sun City West, Ariz. 85375
Gene Wilson	13225 Beechwood Dr., Sun City West, Ariz. 85375

ARTICLE III

The general nature of the business in which the corporation is engaged is as follows:

To do anything and everything lawfully necessary in the interest of the members of the corporation including but not limited to the following:

1. To promote the development of the community described herein as a retirement residential area; to promote public service to and for said community and to do all things necessary or desirable to promote the protection of the health, well being of the members of the corporation and the welfare of the said community as a retirement residential area.

2. To gather information and data as needed for the benefit of the members of the corporation with respect to:

(a) The various forms of government that might be applicable to Sun City West.

(b) All questions concerning assessments, taxation, public utilities rates and charges, and other matters that may become of interest to the members of the corporation.

(c) Political and legislative matters that may have an affect upon the corporation and/or its members, and for the benefit of this retirement community.

3. On behalf of its members to take appropriate action to correct any overcharges or other inequities for public services.

4. To engage the services of accountants, engineers, chemists, lawyers and other professional and lay people to assist in carrying out the purposes of this corporation.

5. To contact, coordinate or operate with other organizations, associations, corporations or individuals in carrying out and conducting the activities and endeavors for which this corporation is formed and in effecting the results sought.

6. To purchase, lease, option, contract for or otherwise acquire, take, own, hold, exchange, sell or otherwise dispose of, pledge, mortgage, hypothecate, encumber any and all classes of property necessary to the fulfillment and furtherance of the objects and purposes of the corporation within the limits prescribed by law.

7. To issue such notes, bonds, debentures, contracts or other security or evidence of indebtedness in such manner and form as may be prescribed.

8. To purchase, acquire, own, hold, sell, assign, transfer, mortgage, pledge or otherwise to acquire, dispose of, hold or deal in the shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness of this or any other corporation, association or individual, and to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

9. To lend or invest its funds, with or without security, upon such terms and conditions as shall be prescribed.

10. To borrow money and to issue bonds, debentures, notes, contracts, and other evidences of indebtedness or obligation, and from time to time for any lawful purpose to mortgage, pledge, and otherwise charge any or all its properties, property rights and assets to secure the payment thereof.

11. To act as surety or guarantor, agent trustee, broker or in any other fiduciary capacity.

12. To make and to perform contracts of every kind and description in carrying on its business or for the purpose of obtaining and furthering any of its objects; to do any and all things which a natural person might or could do and which now or hereafter may be authorized by law; and, in

general to do and perform such acts and things and to have and exercise all the powers and to transact such business in connection with the foregoing objects as may be necessary and required.

13. To receive gifts or bequests of any nature whatsoever for the carrying out of the purposes of the corporation and to do any and every act or thing and to engage in any and every activity or undertaking necessary or convenient in the prosecution of the undertakings of this non-profit corporation, which a corporate body may lawfully do or perform.

ARTICLE IV

This corporation shall have no power to issue capital stock. No dividends or pecuniary profits shall be declared or inure to any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No member, director, officer of the corporation, or private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

ARTICLE V

The time of the commencement of this corporation shall be the day the Arizona Corporation Commission shall issue to the corporation a certificate of incorporation. The termination shall be twenty five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VI

No membership or evidence of membership shall be transferable and no assignee or transferee thereof, whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any property rights or interest therein, except as shall be provided in the By-Laws of the corporation. Any person ceasing to be a member voluntarily, by expulsion or by death, shall forfeit all rights and privileges of membership and all rights or interest in the corporation absolutely except as shall be provided in the By-Laws of the corporation.

ARTICLE VII

1. The following persons were, on the 12th day of February, 1979, at Sun City West, Maricopa County, Arizona, duly and regularly elected to serve as directors of the corporation, and shall act as such directors until the first annual meeting of the members and until their successors have been elected and qualified:

Brown, Howard

13246 Marble Drive
Sun City West, Arizona

Copes, Loise S.

19008 134th Avenue
Sun City West, Arizona

Cross, Lawrence	19607 132nd Avenue Sun City West, Arizona
Dunlevy, Hogan	18603 Maplewood Drive Sun City West, Arizona
Halfter, Irma T.	13238 Maplewood Drive Sun City West, Arizona
Kelso, Joseph J.	13418 Ashwood Drive Sun City West, Arizona
Knapp, Arthur	13203 Copperstone Drive Sun City West, Arizona
Marshall, Harold	13319 Prospect Drive Sun City West, Arizona
Mitchell, Claire L.	13227 Copperstone Drive Sun City West, Arizona
Pappas, Harry L.	13210 Maplewood Drive Sun City West, Arizona
Perril, Lester	19215 130th Avenue Sun City West, Arizona
Schneider, Walter E.	13211 Bonanza Drive Sun City West, Arizona
Segall, Beatrice	12910 Galaxy Drive Sun City West, Arizona
Steele, Edward D.	13213 Bonanza Drive Sun City West, Arizona
Stewart, William F.	13215 Allegro Court Sun City West, Arizona
Stoffer, Glen	13234 Desert Glen Dr. Sun City West, Arizona
Sullivan, Gloria	13247 Maplewood Drive Sun City West, Arizona
Wick, Luman	13235 Maplewood Drive Sun City West, Arizona
Wilson, Gene	13225 Beechwood Drive Sun City West, Arizona
Wittich, Walter Arno	13226 Beechwood Drive Sun City West, Arizona

2. The affairs of the Corporation shall be conducted by a Board of Directors as the members of the Corporation may elect. The number of Directors shall be not less than fifteen (15) nor more than twenty five (25). The term of office of the Directors shall be three (3) years and may be staggered as provided in the By-Laws. Directors shall be elected by the members of the Corporation at an election to be held in December of each year in accordance with provisions for such election in the By-Laws.

3. The Board of Directors shall have the power to fill vacancies occurring on the Board.

4. The Board of Directors shall elect such officers of the Corporation as provided in the By-Laws and shall have the power to fill vacancies in the several offices.

5. The Board of Directors shall appoint an Executive Committee and shall vest the Executive Committee with such powers as provided in the By-Laws. The Executive Committee shall consist of such officers and committee chairpersons as set forth in the By-Laws.

6. The By-Laws of the Corporation shall prescribe the qualifications of members, the mode of election, and the terms of admission to membership, provide that voting rights of all active members shall have equal rights and privileges and be subject to equal responsibilities. Such By-Laws shall also provide the fees of admission, dues, and assessments to be paid by members and the grounds and the manner in which members may withdraw, be suspended, or expelled.

7. The Corporation will operate on a calendar year basis.

ARTICLE VIII

The highest amount of indebtedness or liability direct or contingent, to which the Corporation may at any time subject itself is One Hundred Fifty Thousand Dollars (\$150,000.00).

ARTICLE IX

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

2. Subject to the further provisions hereof, the Corporation shall indemnify any and all of its directors, officers, former directors, and former officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or received in any legal action brought against any one or all of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as a director, an officer, former director or former officer of this Corporation. The officers, directors, former directors or former officers of the Corporation against whom a claim has been made or suit instituted, shall report in writing to the President of this Corporation or the Chairperson of

the Board of Directors that he has incurred or may incur expenses, including, but not limited to, legal fees, judgments and penalties on account of any action or omission alleged to have been committed by him while acting within the scope of employment as a director or officer of the Corporation. The Board of Directors shall, at time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence, or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, as amended and provided, further, that the Corporation shall have the right to refuse indemnification in any instance in which the person who would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing to defend him in action.

ARTICLE X

All powers herein granted to the Corporation and/or its Directors are subject to the procedures and limitations set forth in the By-Laws.

ARTICLE XI

In the event of the dissolution or winding up of the corporation, all assets not otherwise disposed of and not subject to any trust, shall be transferred as the Board of Directors may then decide for carrying out the purposes or similar purposes of this corporation.

ARTICLE XII

The Articles of Incorporation may be amended at any meeting of the members called for that purpose by the affirmative vote of the majority of the members of the corporation present at the meeting. Notice of the proposed amendment or amendments shall be given to the members by publishing one time the call of the meeting of the proposed amendment or amendments in a newspaper of general circulation in Sun City West, Arizona, not less than ten (10) days prior to the date of the meeting; provided, however, that if the Statutes of the State of Arizona provide for more than one publication or a longer period of time be given then the Statutes of the State of Arizona shall govern.

ARTICLE XIII

Douglas G. Martin, whose address is 919 North First Street, Phoenix, Arizona 85004, and who has been a bona fide resident of Maricopa County, State of Arizona for more than three and one half (3 1/2) years, is hereby appointed and designated Statutory Agent of the Corporation for the State of Arizona, upon whom service of process may be had. 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
28th day of February, 1979.

Irma Halfter
Irma Halfter

William F. Stewart
William F. Stewart

Gene Wilson
Gene Wilson

STATE OF ARIZONA)
COUNTY OF MARICOPA) SS.

On this the 28th day of February, 1979, before me the undersigned officer, personally appeared Irma Halfter, William F. Stewart, and Gene Wilson, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

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

Wanda K. Carson

My Commission expires:
My Commission Expires Jan. 28, 1980

MULL & MARSH, P.L.L.C.

Attorneys at Law

10421 W. Coggins Drive
Sun City, AZ 85351

(602) 933-7427 FAX: (602) 974-5887

John C. Mull
Wayne P. Marsh

Sun City West Office:
13925 W. Meeker Blvd., Ste. 20
Sun City West, AZ 85375
(602) 584-6224
FAX: (602) 584-9259

March 16, 1998

Mr. Noel Willis, President
Property Owners and Residents Association, Inc.
P. O. Box 5505
Sun City West, AZ 85376-5505

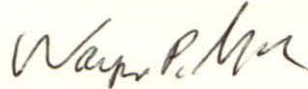
Re: Dissolution of Ambassadors of Sun City West, Inc.

Dear Mr. Willis:

Enclosed are the filed Articles of Dissolution for the Ambassadors of Sun City West, Inc.
If you need anything else, please do not hesitate to contact me.

Very truly yours,

MULL & MARSH, P.L.L.C.



Wayne P. Marsh
For the Firm

WPM/jp

Enclosure

STATE OF ARIZONA
ARTICLES OF DISSOLUTION

AZ. CORP. COMMISSION
DELIVERED

NOV 25 1997

Ambassadors of Sun City West, Inc.
EXACT CORPORATE NAME

FILED BY Cheryl Leon
TERM
DATE 2-25-98

Pursuant to the provisions of Title 10, Section 1049, of the Arizona Revised Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- FIRST: The name of the corporation is Ambassadors of Sun City West, Inc.
(a wholly owned subsidiary of Property Owners & Residents Assn.) See below.
- SECOND: The plan of distribution as adopted by the corporation is
1. Terminate operations as of February 29, 1996.
2. Pay all outstanding obligations.
3. File all State and Federal Tax Returns and pay any and all taxes due.
4. Transfer remaining assets to parent corporation, Property Owners and Residents Assn., 13815 Camino Del Sol, Sun City West, AZ 85375.
5. Publish appropriate notices of cessation of operations.
- THIRD: The date of authorization or adoption of the resolution to dissolve was
March 5, 1996
- FOURTH: The resolution of intent to dissolve was duly adopted by (1) ___ act of the members, or (2) ☒ duly authorized by act of the board of directors
(Please check 1 or 2.)
- FIFTH: All liabilities and obligations of the corporation have been paid and discharged or that adequate provisions have been made for the liabilities and obligations.
- SIXTH: All remaining assets of the corporation have been transferred, conveyed, or distributed in accordance with Title 10, Chapter 5, of the Arizona Revised Statutes.

STATE OF ARIZONA. . . . ARTICLES OF DISSOLUTION. . . . CONTINUED

SEVENTH: There are no lawsuits pending against the corporation in any court or that adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

DATED:

MAY 17, 1996

Ambassadors of Sun City West, Inc.

Exact Corporate Name

BY:

Sherwin Rhodes
Sherwin Rhodes

TITLE: President

ADDRESS: 13815 Camino Del Sol
Sun City West, AZ 85375

BY:

Elaine McCraith
Elaine McCraith

TITLE: Secretary

ADDRESS: 13815 Camino Del Sol
Sun City West, AZ 85375

STATE OF Arizona

COUNTY OF Maricopa

The foregoing instrument was acknowledged before me this 17th day of May, 19 96 by Sherwin Rhodes Pres.
(Name of Officer or Agent)
of Ambassadors of Sun City West, Inc., a/an Az.
State

corporation, on behalf of the corporation.

Joan E. Renner
Signature of person taking acknowledgment

TITLE: _____

My Commission expires Jan 15, 1998

(To be signed by President or Vice President and Secretary or Assistant Secretary.)

File original and one or more copies with the Arizona Corporation Commission.

Incorporating Division: P.O. Box 6019, Phoenix, Arizona 85005 - 1200 West

Washington, Phoenix, Arizona 85007. . . . Tucson Office: 402 W. Congress, Tucson, Arizona, 85701)

AZ. CORP. COMMISSION
FILEDSTATE OF ARIZONA
STATEMENT OF INTENT TO DISSOLVE

JUN 2 1997

APPR.
TERM
DATE

T. Hood

6/25

Ambassadors of Sun City West, Inc.
(Exact Corporate Name)

07454935

Pursuant to the provisions of Arizona Revised Statutes Section 10-1045, of the Arizona Nonprofit Corporation Act, the undersigned corporation submits the following statement of Intent to Dissolve the corporation as duly adopted by the members and Board of Directors.

FIRST: The name of the corporation is _____
Ambassadors of Sun City West, Inc.

SECOND: The names and addresses of its officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Sherwin Rhodes</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AS 85375</u>	<u>President</u>
<u>Elaine McCraith</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Secretary</u>
<u>Robert M. Riley</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Treasurer</u>
<u>Dan Baker</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Vice President</u>

THIRD: The names and addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Hal Lind</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Director</u>
<u>Sherwin Rhodes</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>President</u>
<u>Elaine McCraith</u>	<u>13815 Camino Del Soln</u> <u>Sun City West, AZ 85375</u>	<u>Secretary</u>
<u>Robert M. Riley</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Treasurer</u>
<u>Dan Baker</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Vice President</u>

FOURTH: (Check one box.)

☐ There are members entitled to vote on the dissolution. The Board of Directors adopted a resolution to dissolve on _____, 19____ and, it was adopted by a vote of the members' on _____, 19____.

☒ There are no members, or no members entitled to vote on dissolution. The dissolution of the corporation was authorized by the Board of Directors on March 5, 1996.

DATED: May 17, 1996

Ambassadors of Sun City West, Inc.
(Exact Corporate Name)

By: Sherwin Rhodes
(President) Sherwin Rhodes

By: Elaine McCraith
(Secretary) Elaine McCraith

STATE OF Arizona)
COUNTY OF Maricopa) ss.

The foregoing Statement of Intent to Dissolve was acknowledged before me on May 17, 1996, by Sherwin Rhodes, President, and ELAINE McCRAITH, Secretary, of Ambassadors of Sun City West, Inc. an Arizona corporation.

Joan E. Renteria
Notary Public

My Commission Expires:

Jan 15, 1998

ARIZONA DEPARTMENT OF REVENUE

1600 WEST MONROE - PHOENIX, ARIZONA 85007-2650

Jane Dee Hull
GOVERNOR



MARK W. KILLIAN
DIRECTOR

September 18, 1997

J. Brad Jenner
J. Brad Jenner, CPA
13203 North 103rd Avenue, Suite F-6
Sun City, Arizona 85351

RE: Ambassadors of Sun City West, Inc.

CERTIFICATE of COMPLIANCE FOR DISSOLUTION OR WITHDRAWAL

01454935
RECEIVED

NOV 25 1997

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

TO WHOM IT MAY CONCERN:

This CERTIFICATE is issued pursuant to Arizona Revised Statutes, § 42-119 and/or § 43-1151, and certifies that, according to department records, the above named taxpayer has filed and paid all taxes due under Title 42 and Title 43, specifically and only as to the following described tax types and identification/license numbers:

<u>TAX TYPE</u>	<u>IDENTIFICATION NUMBER</u>
Corporate	86-0795727
Sales	07-514144-Y
Withholding	N/A

This certification is made conditionally and is subject to the findings of any subsequent audit.

NOTE: THE TAXPAYER IS RESPONSIBLE FOR SUBMISSION OF THE CERTIFICATE OF COMPLIANCE TO THE CORPORATION COMMISSION.

Sincerely,

Amy L. Belcher

Amy L. Belcher

Compliance Division

Special Collections Unit - Tel. (602) 542-5673 ext 7718

ARIZONA DEPARTMENT OF REVENUE

1600 WEST MONROE - PHOENIX, ARIZONA 85007-2650

FIFE SYMINGTON
GOVERNOR



PAUL WADDELL
ACTING DIRECTOR

November 24, 1996
Robert M. Riley
Property Owners and Residents Association, Inc.
Post Office Box 5505
Sun City West, Arizona 85376-5505

RE: Property Owners and Residents Association, Inc.
FEIN 860795727

CERTIFICATE of COMPLIANCE

TO WHOM IT CONCERN:

This CERTIFICATE is issued pursuant to Arizona Revised Statutes, § 42-119 and/or § 43-1151, and certifies that, according to department records, the above name taxpayer has filed and paid all taxes due under Title 43, specifically and only as to the following described tax types and identification/license numbers:

<u>TAX TYPE</u>	<u>IDENTIFICATION NUMBER</u>
Corporate Tax	860795727
Sales Tax	07514144-Y
Withholding Tax	N/A

This certification is made conditionally and is subject to the finding of any subsequent audit.

Sincerely,

A handwritten signature in cursive script, appearing to read "Geneva L. Vinciguerra".

Geneva L. Vinciguerra
Compliance Division
Special Collections Unit
Telephone (602) 542-4472 ext 7127

OTHER LOCATIONS: Tucson Government Mall - 400 W. CONGRESS - TUCSON
East Valley - 1440/1460 E. SOUTHERN - TEMPE

ARIZONA DEPARTMENT OF REVENUE

1600 WEST MONROE - PHOENIX, ARIZONA 85007-2650

FIFE SYMINGTON
GOVERNOR



PAUL WADDELL
ACTING DIRECTOR

November 24, 1996
Robert M. Riley
Property Owners and Residents Association, Inc.
Post Office Box 5505
Sun City West, Arizona 85376-5505

RE: Property Owners and Residents Association, Inc.
FEIN 860795727

CERTIFICATE of COMPLIANCE

TO WHOM IT CONCERN:

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<u>TAX TYPE</u>	<u>IDENTIFICATION NUMBER</u>
Corporate Tax	860795727
Sales Tax	07514144-Y
Withholding Tax	N/A

This certification is made conditionally and is subject to the finding of any subsequent audit.

Sincerely,

Geneva L. Vinciguerra
Compliance Division
Special Collections Unit
Telephone (602) 542-4472 ext 7127

OTHER LOCATIONS: Tucson Government Mall - 400 W. CONGRESS - TUCSON
East Valley - 1440/1460 E. SOUTHERN - TEMPE

MULL & MARSH, P.L.L.C.
10421 W. Coggins Drive
Sun City, AZ 85351

Invoice submitted to:
Ambassadors of Sun City West, Inc.
13815 Camino del Sol
Sun City West AZ 85375

August 1, 1997
In Reference To: Dissolution of Corporation
Invoice #10005

Additional charges:

	<u>Amount</u>
6/30/97 Publication in the Arizona Capitol Times	80.00
8/1/97 Initial consultation with client; research Arizona Statutes for the dissolution of a corporation; telephonic conferences with client; preparation of documents for filing with the Arizona Corporation Commission.	300.00
Total costs	<u>\$380.00</u>
Balance due	<u><u>\$380.00</u></u>

op to Pay
imp. 6 Aug 97

acct 566

pd 8-13-97
ch 458



45-604 Eye-Ease®
45-304 2-Pack
Made in USA

COSTS OF INCORPORATING AMBASSADORS WITHOUT NON PROFIT STATUS

Prepared By	Initials	Date
Approved By		

	1	2	3	4
	2-29-96	2-28-97	8-31-97	TOTALS
FED. INCOME TAX	17500	139200	183000	339700
ARIZ. INCOME TAX	10500	105933	110300	226733
LEGAL			30000	30000
PUBLISH INTENT			8000	8000
SUB TOTAL	28000	245133	331300	604433
TAX ACCOUNTANT	13900	47200	51600	112700
				717133



PROPERTY OWNERS AND RESIDENTS ASSOCIATION, INC.

P.O. Box 5505
13815 Camino del Sol
Sun City West, AZ 85376-5505
Telephone 602-584-4288

Consumer Services 602-214-1646
FAX 602-584-4253

August 6, 1997

Brad Jenner
Jenner and Darling
Certified Public Accountants
13203 N. 103rd Avenue, Suite 76
Sun City, AZ 85351

Dear Brad:

RE: Dissolution of Ambassadors Corporation

I was disappointed to return from vacation and find minimal progress on the dissolution of the Ambassadors Corporation and merging of the same into the parent PORA operation.

So that there is no misunderstanding, let me reiterate that you are the point man in this process and that whatever personal resources or records you may need from PORA are at your disposal. You simply need to ask.

Time is of the essence here. I would like to see the Corporation terminated as of the end of February, 1997. Here is the reason. From February 1996 through February 1997, the Ambassadors realized 7 or 8 thousand dollars in revenue, much of which can be expensed.

However, since February of 1997 we have realized almost \$18,000 and have been quite frugal in expenses, leaving us highly vulnerable to a big income tax bill. Needless to say, our donors didn't give us money only to have us pay income tax on their gifts.

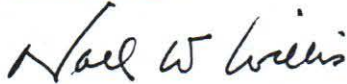
Please feel free to consult with Wayne Marsh regarding whatever notices need to be published.

Jenner and Darling
Page 2

I would appreciate a response to this letter, and being kept up to date on your progress. These communications may be by telephone if you choose. Also you are welcome to call me at home at 546-4056 if I am not at PORA.

You have done good work for us in the past and we all will be pleased when this particular project is completed.

Sincerely,

A handwritten signature in dark ink, appearing to read "Noel W. Willis". The signature is fluid and cursive, with the first name "Noel" being more prominent.

Noel W. Willis
President

cc: Robert Riley
Gary James
Elaine McCraith

STATE OF ARIZONA
STATEMENT OF INTENT TO DISSOLVE

Ambassadors of Sun City West, Inc.
(Exact Corporate Name)

Pursuant to the provisions of Arizona Revised Statutes Section 10-1045, of the Arizona Nonprofit Corporation Act, the undersigned corporation submits the following statement of Intent to Dissolve the corporation as duly adopted by the members and Board of Directors.

FIRST: The name of the corporation is _____
 Ambassadors of Sun City West, Inc.

SECOND: The names and addresses of its officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Sherwin Rhodes</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AS 85375</u>	<u>President</u>
<u>Elaine McCraith</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Secretary</u>
<u>Robert M. Riley</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Treasurer</u>
<u>Dan Baker</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Vice President</u>

THIRD: The names and addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Hal Lind</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Director</u>
<u>Sherwin Rhodes</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>President</u>
<u>Elaine McCraith</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Secretary</u>
<u>Robert M. Riley</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Treasurer</u>
<u>Dan Baker</u>	<u>13815 Camino Del Sol</u> <u>Sun City West, AZ 85375</u>	<u>Vice President</u>

FOURTH: (Check one box.)

☐ There are members entitled to vote on the dissolution. The Board of Directors adopted a resolution to dissolve on _____, 19____ and, it was adopted by a vote of the members on _____, 19____.

☒ There are no members, or no members entitled to vote on dissolution. The dissolution of the corporation was authorized by the Board of Directors on March 5, 1996.

DATED: May 17, 1996

Ambassadors of Sun City West, Inc.

(Exact Corporate Name)

By: Sherwin Rhodes
(President) Sherwin Rhodes

By: Elaine McCraith
(Secretary) Elaine McCraith

STATE OF Arizona)
COUNTY OF Maricopa) ss.

The foregoing Statement of Intent to Dissolve was acknowledged before me on May 17, 1996, by Sherwin Rhodes, President, and Elaine McCraith, Secretary, of Ambassadors of Sun City West, Inc., an Arizona corporation.

Joan E. Panther
Notary Public

My Commission Expires:

Jan 15, 1998

STATE OF ARIZONA

ARTICLES OF DISSOLUTION

Ambassadors of Sun City West, Inc.
EXACT CORPORATE NAME

Pursuant to the provisions of Title 10, Section 1049, of the Arizona Revised Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- FIRST: The name of the corporation is Ambassadors of Sun City West, Inc.
(a wholly owned subsidiary of ~~Property Owners & Residents~~
Assn.) See below.
- SECOND: The plan of distribution as adopted by the corporation is _____
1. Terminate operations as of February 29, 1996.
2. Pay all outstanding obligations.
3. File all State and Federal Tax Returns and pay any
and all taxes due.
4. Transfer remaining assets to parent corporation,
Property Owners and Residents Assn., 13815 Camino
Del Sol, Sun City West, AZ 85375.
5. Publish appropriate notices of cessation of operations.
- THIRD: The date of authorization or adoption of the resolution to dissolve was
March 5, 1996
- FOURTH: The resolution of intent to dissolve was duly adopted by (1) _____ act of
the members, or (2) X duly authorized by act of the board of directors
(Please check 1 or 2.)
- FIFTH: All liabilities and obligations of the corporation have been paid and
discharged or that adequate provisions have been made for the liabilities
and obligations.
- SIXTH: All remaining assets of the corporation have been transferred, conveyed,
or distributed in accordance with Title 10, Chapter 5, of the Arizona
Revised Statutes.

SEVENTH: There are no lawsuits pending against the corporation in any court or that adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

DATED: MAY 17, 1996

Ambassadors of Sun City West, Inc.

Exact Corporate Name

BY: Sherwin Rhodes

Sherwin Rhodes

TITLE: President

ADDRESS: 13815 Camino Del Sol
Sun City West, AZ 85375

BY: Elaine McCraith

Elaine McCraith

TITLE: Secretary

ADDRESS: 13815 Camino Del Sol
Sun City West, AZ 85375

STATE OF Arizona

COUNTY OF Maricopa

The foregoing instrument was acknowledged before me this 17th day of May, 19 96 by Sherwin Rhodes Pres.
(Name of Officer or Agent)
of Ambassadors of Sun City West, Inc., a/an AZ State
Inc.

corporation, on behalf of the corporation.

Jean E. Rentner
Signature of person taking acknowledgment

TITLE: _____

My Commission expires Jan 15, 1998

(To be signed by President or Vice President and Secretary or Assistant Secretary.)

File original and one or more copies with the Arizona Corporation Commission.

Incorporating Division: P.O. Box 6019, Phoenix, Arizona 85005 - 1200 West

Washington, Phoenix, Arizona 85007. . . . Tucson Office: 402 W. Congress, Tucson,
Arizona, 85701)

N O T I C E

The corporation, Ambassadors of Sun City West, Inc., 13815 Camino del Sol, Sun City West, Arizona, 85375, is being dissolved as of February 29, 1996.

Ambassadors of Sun City West, Inc. has operated under Federal Identification No. 86-0795727. Its Arizona Identification No. 0745493-5. Its Sales Tax License No. 07-514144Y.

Ambassadors of Sun City West, Inc. is a wholly owned subsidiary of the Property Owners and Residents Association (PORA), also of 13815 Camino del Sol, Sun City West, Arizona, 85375. When all liabilities have been paid, the remaining assets will be transferred to the Property Owners and Residents Association (PORA).

At completion of the dissolution, all future operations of the Ambassadors of Sun City West, Inc., will be continued as an unincorporated division of the Property Owners and Residents Association under PORA Director Sherwin (Dusty) Rhodes.

President 
Ambassadors of Sun City West, Inc.

Noel

AMBASSADORS OF SUN CITY WEST, AZ

BY-LAWS

Final Draft
October, 1996

AMBASSADORS OF SUN CITY WEST, AZ
BY-LAWS

ARTICLE I
NAME

This organization shall be known as the Ambassadors of Sun City West Division of PORA (Property Owners and Residents Association).

ARTICLE II
BUSINESS

The mailing address and principal not-for-profit business location of the organization shall be the Ambassadors of Sun City West, _____ Camino del Sol, Sun City West, 85375-____.

ARTICLE III
PURPOSE

The organization shall maintain an information center in Sun City West where existing and prospective residents, and the public at large, may be made aware of the benefits of the superb retirement lifestyle available here. Such an information center shall provide a hospitable reception for visitors and supply verbal and published information.

ARTICLE IV
ACTIVITIES

- A. Operation of an information center for and on behalf of all existing and potential residents of Sun City West.
- B. Promotion of Sun City West as a premier retirement community offering choices and lifestyles.
- C. Such other matters or services as shall be consistent with the purposes for which the Ambassadors of Sun City West was organized.

ARTICLE V
DIRECTORS

Section 1. GENERAL POWERS

The affairs of the organization shall be managed by its Board of Directors working within the policies established and approved by PORA.

Section 2. BOARD DECISIONS

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of

AMBASSADORS OF SUN CITY WEST BY-LAWS (CONT.)

Directors. Except as otherwise provided in the by-laws all voting shall be by voice vote.

Section 3. NUMBER AND TENURE

The Board shall consist of nine (9) Directors, but may be expanded to as many as fifteen (15) by a majority vote of the Directors. Initially Directors shall be elected to serve a term of one (1), two (2) or three (3) years. The length of each Director's term shall be determined by each Director's own preference in coordination with the Executive Committee of the organization. Assessment of an individual Director's term of office shall be made with the uppermost purpose of ensuring continuity of the Board. Subsequent Board terms are to be three (3) years.

Section 4. REPRESENTATION

The Board shall be made up of residents of Sun City West and, where practical, individuals who have businesses located in Sun City West.

Section 5. SELECTION

At the April meeting of the Board of Directors, the Executive Director of the Board shall appoint a Nominating Committee to select candidates for the following year's Board. Current Directors shall also be responsible for recommending prospective candidates. At the November meeting, candidates and their qualifications will be matched with abilities needed on the Board. Directors for the following year, excluding those whose current term has not yet expired, shall be voted upon by secret ballot at the November meeting of the Board of Directors. Candidates will be elected in order of number of favorable votes cast. In the event of a tie for a Directorship available, the Board shall vote again on the deadlocked candidates to break the tie. The Executive Director shall cast a vote only in the event of a second tie.

Elected Directors shall be notified immediately and seated at the January meeting. Those nominees not elected to the Board shall be notified immediately and thanked for their interest in the Ambassadors of Sun City West.

Section 6. RESIGNATION

A Director may resign by filing a written letter of resignation with the Secretary.

AMBASSADORS OF SUN CITY WEST BY-LAWS (CONT.)

F. SECRETARY

The Secretary shall take minutes of all regular and special meetings and prepare and distribute written copies of same. The Secretary shall be the primary source of communication to members of the Board of Directors, including notification of changes in time and place of regular meetings. The Secretary shall keep all necessary records of the organization and a list of all members, addresses, and telephone numbers thereof. The Secretary shall answer correspondence, and shall perform such other duties as may be assigned by the Executive Committee or by the Executive Director.

Section 4. REMOVAL FROM OFFICE

An officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors whenever, in any Board member's judgement, the best interests of the organization would be served by such removal.

Section 5. VACANCIES IN OFFICE

The Board of Directors shall have the power to fill all vacancies among the officers.

ARTICLE VII
EXECUTIVE COMMITTEE

Section 1. GENERAL POWERS

All of the officers shall serve on the Executive Committee. The Executive Committee shall recommend policy to the full Board of Directors for ratification, and implement those policies. It shall provide guidance and counsel to the chairpersons of all committees. It shall identify trends, opportunities and problem areas, and propose approaches to them. It shall regularly evaluate the effectiveness of all programs undertaken by committees. It shall review and approve an annual budget prior to its submission to the Ambassador Board, and then to the PORA Board. It shall determine salary levels and increases for any paid employees. And, via copies of minutes, it shall report all its actions to the Ambassador Board as well as the PORA Board.

Section 2. LIMITATIONS

The Executive Committee shall have no authority to obligate the Ambassadors of Sun City West. Any contract in excess of five hundred dollars (\$500) needs the approval of the PORA Board. It may take no action contrary to the expressed intent of the Board of Directors.

AMBASSADORS OF SUN CITY WEST (CONT.)

Section 3. COMPOSITION

The Executive Committee shall consist of the officers set forth in Article VI, Section 1. The immediate past Executive Director shall be an ex-officio member without voting rights.

ARTICLE VIII
COMMITTEES

Section 1. SELECTION OF MEMBERS

With the exception of Nominating Committees, the Board of Directors shall establish standing and special committees by majority vote. Chairpersons of these committees shall be appointed by the Executive Director in consultation with the Executive Committee, with the approval of the majority of the Board. The number of non-board members on each committee shall be left to the discretion of the chairperson of that committee. The term of each committee shall be one year maximum, ending with the calendar year. Any committee may be re-established for the following calendar year.

Section 2. STANDING COMMITTEES

Standing committees of the Ambassadors of Sun City West shall be created by the Executive Director as needed and approved by the full Board.

Section 3. AD HOC COMMITTEES

Ad Hoc committees shall be created as required by these by-laws or special circumstances. A Nominating Committee shall be formed annually.

ARTICLE IX
MEETINGS

Section 1. EXECUTIVE COMMITTEE

The Executive Committee shall meet once a month at a regular time and place tailored to the schedule of its members. During the months of July and August the Executive Committee will meet only if a quorum is available. A quorum shall be at least half the members of the Committee. Emergency meetings may be called by any member of the Executive Committee with the agreement of a majority of the Committee.

Section 2. BOARD OF DIRECTORS

The Board shall meet at least once monthly except during July and August. The time and dates of Board meetings shall be

AMBASSADORS OF SUN CITY WEST BY-LAWS (CONT.)

posted in the organization's offices. Special meetings of the Board may be called by the Executive Director or by forty percent (40%) or more of the Directors. Notice stating the purpose of the special meeting shall be given to all Directors.

Section 3. QUORUM

A quorum for all Board meetings shall be a majority of the total number of Directors.

Section 4. VOLUNTEERS

A meeting with all Ambassadors of Sun City West volunteers shall be held annually in conjunction with the PORA October membership meeting. The Executive Director shall chair the meeting and all Executive Committee members will report on their programs.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. CONTRACTS

Neither the Ambassadors Board of Directors nor any office may enter into a contract or execute and deliver any instrument in the name of and on behalf of the organization. Recommendations will be made to the PORA Board of Directors for their approval and execution.

Section 2. CHECKS, DRAFTS OR ORDERS

The Ambassadors Financial Director shall maintain records of all incoming and outgoing financial transactions which have been approved by the Board of Directors. The PORA Treasurer, with the approval of the PORA Board, shall deposit receipts and make payments for the debt incurred following the procedures as outlined in the PORA by-laws.

Section 3. DEPOSITS

All funds of the organization shall be deposited from time to time by the PORA Treasurer, to the credit of the organization, in such banks, trust companies, or other depositories as the Board of Directors shall designate. These funds shall not be co-mingled with any other organization's funds.

Section 4. GIFTS

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or devise for any purpose of the organization.

AMBASSADORS OF SUN CITY WEST BY-LAWS (CONT.)

ARTICLE XI
BOOKS AND RECORDS

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, the Executive Committee and any other committees exercising any authority of the Board of Directors.

ARTICLE XII
FISCAL YEAR

The fiscal year of the organization shall be the calendar year.

ARTICLE XIII
RULES OF PROCEDURE

Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are consistent with these by-laws or any special rules of order that the organization may adopt.

ARTICLE XIV
AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws adopted by majority vote of the Board of Directors at any regular or special meeting. Notice of any proposed amendment shall be given by written notice to the Directors at least ten (10) days prior to the meeting at which these changes shall be considered.

* * * * *

Adopted by majority vote of the Ambassadors of Sun City West Board of Directors this ____ day of _____, 19____.

Name: _____ Title: _____

Adopted by majority vote of the PORA Board of Directors this ____ day of _____, 19____.

Name: _____ Title: _____