

EXHIBIT A

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF GREENFIELD ACRES HOMEOWNERS ASSOCIATION

1. Article I is amended to read as follows:

ARTICLE I

The name of the Corporation shall be Greenfield Homeowners Association.

2. Article III is amended to read as follows:

ARTICLE III

The object and purpose for which this Association is organized is to perform the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Greenfield Land Development LLC in the development of Greenfield Acres, Greenfield Glen and such other Greenfield Developments which shall become subject to the foregoing Declaration of Covenants, Conditions and Restrictions dated December 10, 1997, recorded March 23, 1998 as Document No. 98-0223859 in the office of the County Recorder, Maricopa County, Arizona, as the same may be amended from time to time. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Title 10, Chapter 22, Arizona Revised Statutes as it may be amended from time to time (the "General Nonprofit Corporation Law").

ARTICLES OF INCORPORATION
OF
GREENFIELD ACRES HOMEOWNERS ASSOCIATION

RECEIVED

MAR 31 1998

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLE I.
NAME

The name of the corporation is GREENFIELD ACRES HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association."

ARTICLE II.
DURATION

The Association shall exist perpetually.

ARTICLE III.
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to perform the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Greenfield Land Development, LLC in the development of Greenfield Acres, dated the 10th of December, 1998, recorded March 23, 1998 as Document # 98-0223859 in the office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time (the "Declaration"). In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Title 10, Chapter 22, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation Law").

ARTICLE IV.
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to fulfill the duties and obligations of the Association as set forth in the Declaration.

**ARTICLE V.
STATUTORY AGENT**

James G. Knollmiller, whose address is 1745 South Alma School Road, Suite 130, Mesa, Arizona 85210, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the initial statutory agent of the Association.

**ARTICLE VI.
BOARD OF DIRECTORS**

The management of said Association shall be vested in a Board of Directors. During the period between the incorporation of the Association and the issuance of the original group of certificates of membership in said Association, the Board of Directors shall be composed of three (3) Members. Following the issuance of the original group of certificates of membership to the owners of all residential units in Greenfield Acres, the Board of Directors shall be composed of not less than three (3) Members and no more than five (5) Members.

The names and addresses of the initial directors of the Association who shall serve until the first annual meeting of the Members or until their successors are elected and qualified are:

Lonnie McCleve
721 East San Pedro Drive
Gilbert, AZ 85234

Gary Bulechek
1107 East Southshore
Gilbert, AZ 85234

Harold R. Porter
1700 East Lakeside Drive
Gilbert, AZ 85234

The Directors shall be elected at the annual meeting of the Association and shall hold office until the next annual meeting of the Members, and until their successors shall have been elected and qualified, except that the Bylaws may provide for limited terms for Directors.

The first Board of Directors that shall be elected at the organizational meeting of the Association shall hold office until the issuance of the original group of certificates of membership in Greenfield Acres.

The Board of Directors shall have the power to adopt Bylaws and to change or amend them as they may deem expedient.

ARTICLE VII.
INCORPORATOR

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

Gary Bulechek
1107 East Southshore
Gilbert, AZ 85234

ARTICLE VIII.
LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent allowable under the General Nonprofit Corporation Law, including without limitation Arizona Revised Statutes 10-2305A(18) and 10-2542.A.8, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duties as director, except for liability 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 10-2326;
- (iv) Any transaction from which the director derived an improper personal benefit; or
- (v) A violation of Arizona Revised Statutes 10-2550.

ARTICLE IX.
PRINCIPAL OFFICE

The principal office of the Association shall be located at 721 East San Pedro Drive, Gilbert, Arizona 85234.

ARTICLE X.
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration and the Bylaws of this Corporation.

ARTICLE XI.
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 or until their successors have been elected and qualified:

Lonnie McCleve - President
Gary Bulechek - Secretary/Treasurer

ARTICLE XII.
AMENDMENTS

These Articles may be amended by members representing at least sixty-six and 2/3 percent (66-2/3%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Declaration is required by law or requested by the Declarant.

DATED this 23rd day of March, 1998.



Gary Bulechek
Incorporator

STATUTORY AGENT CONSENT

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the General Nonprofit Corporation Law.

James G. Knollmiller

James G. Knollmiller
1745 South Alma School Road, Suite 130
Mesa, Arizona 85210

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EXPEDITED
AZ CORP COMMISSION
FILED

Nov 24 4 23 PM '99

AT 11
DATE
TERM
DATE

See Title
11/24/99

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GREENFIELD ACRES HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Greenfield Acres Homeowners Association.

Second: The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted by the unanimous vote of its Board of Directors on October 25, 1999 in the manner prescribed by the Arizona Nonprofit Corporation Act.

Third: Certificates of membership have not yet been issued by the association so that there are no members entitled to vote on the amendment, and therefore the amendment was adopted by the unanimous vote of the Board of Directors.

Dated October 25, 1999.

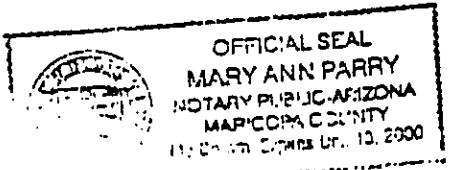
GREENFIELD ACRES HOMEOWNERS
ASSOCIATION

By *Lonnie McCleve*
Lonnie McCleve, President

By *Gary Bulechek*
Gary Bulechek, Secretary-Treasurer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 29 day of October 1999, by Lonnie McCleve and Gary Bulechek, President and Secretary respectively, of Greenfield Acres Homeowners Association.



Mary Ann Parry
Notary Public

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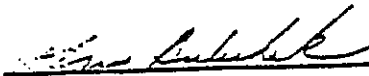
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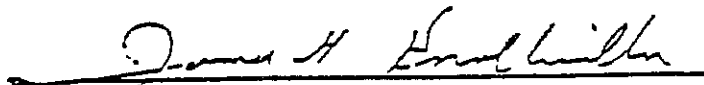
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Gary Bulechek
Incorporator

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James G. Knollmiller
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