



ATTORNEYS

Ryley Carlock & Applewhite

A PROFESSIONAL ASSOCIATION

C-9895  
05/17/2004

**CITY CLERK  
ORIGINAL**

William F. Wilder  
Direct Line: 602-440-4802  
Direct Fax: 602-257-6902  
E-mail: wwilder@rcalaw.com

May 17, 2004

**HAND-DELIVERED**

Ms. Pam Hanna  
City Clerk  
City of Glendale, Arizona  
5850 West Glendale Avenue, Suite 455  
Glendale, Arizona 85301

RECEIVED  
City Clerk Office  
MAY 17 2004  
City of Glendale

Re: The Industrial Development Authority of the City of Glendale,  
Arizona/Retirement Center Refunding Revenue Bonds (Arizona  
Baptist Retirement Centers, Inc. Project), Series 2004

Dear Ms. Hanna:

As I believe you are aware, we are counsel to The Industrial Development Authority of the City of Glendale, Arizona.

Early next week, the closing will occur for the issuance of the above-referenced Bonds being issued by the Glendale IDA.

Enclosed is a form of Certificate of the Clerk of the City of Glendale, Arizona, in the form that we have used with the City for a number of years. Attached to the Certificate as Exhibit B is a copy of Resolution No. 2093 New Series.

I ask that you attach as Exhibit A a copy of Resolution No. 3750 New Series, which was adopted by the Glendale City Council on April 27, 2004.

I ask that you sign four copies of the Certificate (all of which are enclosed) but you only need to attach Resolution No. 3750 to one of them and I can make copies as attachments to the others.

Please call Susan Sakal at my office ((602) 258-7701) when the Certificates are ready to be picked up and I will arrange for such. In any event, I ask that the Certificates be ready for pickup by this Friday, May 21, 2004.

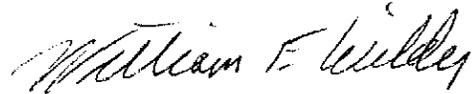
521202.1  
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Ms. Pam Hanna  
May 17, 2004  
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 Ryley Carlock & Applewhite

Certainly let me know if or to the extent you have any questions.

Yours very truly,



William F. Wilder

Enclosures

The Industrial Development Authority of the City of Glendale, Arizona  
Retirement Center Refunding Revenue Bonds  
(Arizona Baptist Retirement Centers, Inc. Project) Series 2004

**CERTIFICATE OF THE CLERK  
OF THE CITY OF GLENDALE, ARIZONA**

I, Pam Hanna, do hereby certify that I am the duly qualified and acting Clerk of the City of Glendale, Arizona (the "City"), and as follows:

1. Attached hereto as Exhibit A is a true and complete copy of Resolution No. 3750 New Series, duly adopted by the City Council of the City of Glendale, Arizona at a lawful meeting duly called and held on April 27, 2004, at which a quorum was present and acting throughout, and which Resolution has not been amended, repealed or modified in any respect and which remains in full force and effect as of the date hereof in the form in which adopted.

2. Attached hereto as Exhibit B is a true and complete copy of Resolution No. 2093 New Series duly adopted by the City Council of the City of Glendale at a lawful meeting duly called and held on August 24, 1982, at which a quorum was present and acting throughout, and which Resolution has not been amended, repealed or modified in any respect and which remains in full force and effect on the date hereof in the form in which adopted.

3. As of the date hereof and as of March 11, 2004 and April 7, 2004, the persons listed below were the Directors of The Industrial Development Authority of the City of Glendale, Arizona, having been duly elected by the City Council of the City of Glendale, Arizona, on the dates and for the terms as indicated:

Edward P. LeGendre	Elected: July 23, 2002 Term Expires: August 22, 2008
Stephen P. Harnden	Elected: June 26, 2000 Term Expires: August 23, 2006
Darren L. Whitehurst	Elected: September 25, 2001 Term Expires: August 24, 2004
Howard A. McKenna	Elected: June 26, 2001 Term Expires: August 22, 2007

4. As of March 11, 2004 and April 7, 2004, the person listed below was a Director of The Industrial Development Authority of the City of Glendale, Arizona, having been duly elected by the City Council of the City of Glendale, Arizona, on the dates and for the terms as indicated, but having resigned his position as of April 26, 2004:

Cecil Daniels

Elected: January 14, 2003  
Term Expires: August 23, 2004

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of May, 2004.

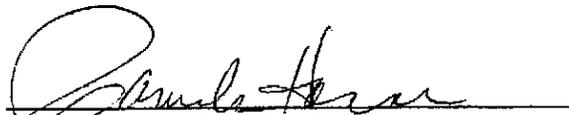
  
Pam Hanna, City Clerk  
City of Glendale, Arizona

Exhibit B

RESOLUTION NO. 2093 NEW SERIES

A RESOLUTION OF THE COUNCIL OF THE CITY OF GLENDALE, MARICOPA COUNTY, ARIZONA; AUTHORIZING THE FORMATION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF GLENDALE, ARIZONA; AND DECLARING AN EMERGENCY

WHEREAS, the Mayor and Council of the City of Glendale, Arizona, have received and duly considered the application, a copy of which is annexed hereto as Exhibit A, of Thomas B. Ogden, William V. Toops and Thomas A. McCarthy, each a duly qualified elector of the City, which application is dated June 8, 1982, and was filed with the City in accordance with Title 9, Chapter 11, Arizona Revised Statutes, as amended, for permission to incorporate an industrial development corporation for the City to be known as "The Industrial Development Authority of the City of Glendale, Arizona;" and

WHEREAS, the purpose of the Corporation shall be to carry out the purposes of the Act, to promote industry and develop trade in the greater Glendale, Arizona area, to stimulate and encourage the production, development and use of agricultural products and natural resources, to assist, financially and otherwise, in the rehabilitation, expansion and development of all kinds of businesses and industries which will promote and assure job opportunities, to promote the construction, improvement and equipping of residential real property for dwelling units and to promote and assure an improved standard of living and an increase in prosperity and health; and

WHEREAS, the Mayor and council of the City have determined that it is wise, expedient, advisable and in the public interest of the City that the application be approved and the persons making said application be authorized to proceed with the incorporation of the Corporation as prescribed by the Act;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF GLENDALE as follows:

SECTION 1. That the application of Thomas B. Ogden, William V. Toops and Thomas A. McCarthy for permission to incorporate an industrial development corporation for the City, to be known as "The Industrial Development Authority of the City of Glendale, Arizona" be and it is hereby approved, and said Thomas B. Ogden, William V. Toops and Thomas A. McCarthy be and they are hereby authorized to proceed with the incorporation of said Corporation as prescribed in Title 9, Chapter 11, Arizona Revised Statutes, as amended; and

SECTION 2. That the form of Articles of Incorporation of the Corporation annexed hereto as Exhibit B be and they hereby are approved.

SECTION 3. That the following persons, each of whom is a duly qualified elector of the City, are hereby elected to serve as the initial Board of Directors of The Industrial Development Authority of the City of Glendale, Arizona for the terms set out opposite their names: