ARTICLES OF INCORPORATION
OF
ENCORE AT TEMPE VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is Encore at Tempe Village Homeowners Association, Inc.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Encore at Tempe Village recorded at Recorders No. 20070942000 in the official records of the County Recorder of Maricopa County, Arizona, as such Declaration may be amended from time to time.

The term "Eligible Votes" means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting or in respect of any other lawful action, including, but not limited to, action by written ballot or written consent.

The term "Voting Power" shall have the meaning set forth in ARS § 10-11003.

ARTICLE III

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at One Agave Center, 8950 S. 52nd Street, Suite 115, Tempe, AZ 85284.

ARTICLE IV

STATUTORY AGENT

Paul Kroff, whose address is One Agave Center, 8950 South 52nd Street, Suite 115, Tempe, AZ 84284 is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The purpose for which the corporation is organized is to act as a homeowners association in accordance with Section 528 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as the same may be amended from time to time. The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act, and may transact any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The object and purpose for which this Association is organized is to provide for the management, maintenance, and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction, and to perform all duties and exercise all rights imposed on or granted to the Association by the Community Documents or Arizona law.

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 Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Community Documents and applicable law.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. All Owners of Lots shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a member of the Association. As provided in the Declaration, there initially will be two classes of membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Community Documents and applicable law. The provisions of the Declaration pertaining to classes of membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE VIII

BOARD OF DIRECTORS

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 until successors are elected and qualify are as follows:

Name	Mailing Address
Geno Carr	One Agave Center 8950 S. 52nd St., Suite 115 Tempe, AZ 85284
Gene Morrison	One Agave Center 8950 S. 52nd St., Suite 115 Tempe, AZ 85284
Paul Kroff	One Agave Center 8950 S. 52nd St., Suite 115 Tempe, AZ 85284

ARTICLE IX

OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify.

Geno Carr	President
Gene Morrison	Vice President
Paul Kroff	Secretary
Paul Kroff	Treasurer

ARTICLE X

BYLAWS

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members. Pursuant to ARS 10-11030, any alteration, amendment or repeal of the Bylaws must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment, alteration, or repeal is approved by the Members. The Declarant, so long as the Declarant owns a Lot, and thereafter the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws 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 Property, the Plat or the Community Documents is required by law or requested by the Declarant or the Association.

ARTICLE XI

LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article XI shall be prospective only, and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE XII

INDEMNIFICATION

To the fullest extent it has the power to do so under applicable law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, if he/she acted, or failed to act in good faith and he reasonably believed: (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests; and, (b) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Corporation Act. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect, defeat, or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification. The Association will indemnify officers and directors to the fullest extent permitted by Arizona law as amended from time to time.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended by Members holding at least two-thirds (2/3) of the votes cast at an annual meeting or at a special meeting duly called for that purpose, or a majority of the Voting Power, whichever is less. The power to amend these Articles is reserved to the Members, provided, however that pursuant to ARS 10-11030, any alteration, amendment or repeal of the Articles must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the amendment is approved by the Members. The Declarant, so long as the Declarant owns a Lot, and thereafter the Board, without a vote of the Members, may amend the Articles in order to conform the 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 Property, the Plat or the Community Documents is required by law or requested by the Declarant or the Association.

ARTICLE XIV

DISSOLUTION

The Association may be dissolved by the affirmative vote of Members holding not less than two-thirds (2/3) of the Eligible Votes. Upon dissolution of the Association, other than incident to a liquidation or merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose. Any dissolution of the Association must be approved in writing by the Declarant if the Declarant owns one or more Lots at the time the dissolution is approved by the Members.

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ARTICLE XV

DURATION

The Association shall exist perpetually.

ARTICLE XVI

ASSESSMENTS AND FEES

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Community Documents and applicable law.

ARTICLE XVII

INCORPORATOR

The name and address of the incorporator of the Association is Geno Carr whose address is One Agave Center, 8950 S. 52nd Street, Suite 115, Tempe, AZ 85284

Dated this 23rd Day of August, 2007.

Geno Carr

Geno Carr, Incorporator

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ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 23 day of August, 2007.

Paul Kroff

NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

Encore at Tempe Village Homeowners Association, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes ______ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes ______ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:
1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is 12/31/.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Gena Carr DATE 8-23-07 BY ____________ DATE ______
TITLE President TITLE ____________

BY [signature] DATE 8/23/07 BY [signature] DATE 8/23/07
TITLE Secretary TITLE Treasurer

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.
FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.