ARTICLES OF INCORPORATION

OF

ESTRELLA VISTA AT BUCKEYE HOMEOWNERS ASSOCIATION

The undersigned persons, for the purposes of forming a nonprofit corporation, under Section 10-3101 *et. seq.*, of the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Duration

The name of this corporation is Estrella Vista at Buckeye Homeowners Association (the "Association"), and its duration shall be perpetual.

ARTICLE II

Purposes

The purpose for which the Association has been organized is to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. Specifically, but not in limitation thereof, the Association will be organized and operated exclusively for the maintenance, repair, replacement, administration and operation of the Common Areas of the real property platted as Estrella Vista at Buckeye at Book 698 of Maps, page 43, Records of Maricopa County, Arizona (the "Project"), in accordance with the Amended and Restated Declaration of Covenants, Conditions and Restrictions for the Project recorded September 12, 2005 at document number 2005-1335558, Records of Maricopa County, Arizona, as it may be amended from time to time

~~(the "Declaration"). All defined terms used herein shall have the meaning set forth in the~~ Declaration.

ARTICLE III

Initial Business

The character of the business which the Association initially intends to conduct in Arizona shall be the conduct of a homeowners' association.

ARTICLE IV

Statutory Agent

The name of the statutory agent of the Association is John L. Hay, Gust Rosenfeld, P.L.C., 201 East Washington Street, Suite 800, Phoenix, Arizona 85004.

ARTICLE V

Members

Every person or entity who is the legal or beneficial owner of a Lot ("Owner"), shall be a member of the Association, and shall remain a member thereof until such time as Owner's ownership ceases for any reason. The classes of members, voting and other rights and privileges of members, and their liability for assessments and other charges, shall be as set forth in the Declaration.

ARTICLE VI

Capital Stock

The Association shall have no capital stock. The Association shall be a nonprofit corporation and no dividends or pecuniary profits shall be declared or paid to the members or to any other private individual, and all of its earnings shall be used to further the purposes of the Association.

ARTICLE VII

Board of Directors and Officers

The affairs of the Association shall be conducted by a Board of Directors and such officers as the Board of Directors may from time to time elect or appoint. The number of directors shall be fixed by the Bylaws, but in no event less than the minimum number of directors required under the laws of the State of Arizona.

The number of directors constituting the initial Board of Directors of the Association is three. The names and addresses of the persons who shall serve as initial directors until their successors are elected and qualified are:

Thomas F. Noon
12275 El Camino Real, Suite 200
San Diego, California 92130

Melissa L. Seminaro
12275 El Camino Real, Suite 200
San Diego, California 92130

Patrick M. Parker
12275 El Camino Real, Suite 200
San Diego, California 92130

Directors shall be elected to the Board of Directors pursuant to the procedure set forth in the Bylaws. The number and term of the directors and the qualifications for and rights of the directors shall be as set forth in the Bylaws.

The initial officers of the corporation, who shall serve at the pleasure of the Board of Directors, are:

Thomas F. Noon, President
Melissa L. Seminaro, Secretary

ARTICLE VIII

Limitation on Liability and Indemnification

The Association shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereafter be amended, a director of the Association shall not be liable to the Association or any person on its behalf for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Association occurring prior to such repeal, amendment or modification.

ARTICLE IX

Dissolution

No Person shall possess any property right in or to the property or assets of the Association. The Association may be dissolved with the consent given in writing signed by Members representing at least two-thirds of the total votes of the Association.

ARTICLE X

Amendments

These Articles of Incorporation may be amended as provided in Arizona Revised Statutes §10-11001 through §10-11009, as the same may be amended or any successor statutes. Where approval of the Members is required by statute, any amendment shall require the consent of Members representing at least a majority of the total votes of the Association. Any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant owns one or more Lots.

ARTICLE XI

Incorporators

The name and address of the incorporators are:

Thomas F. Noon
12275 El Camino Real, Suite 200
San Diego, California 92130

Melissa L. Seminaro
12275 El Camino Real, Suite 200
San Diego, California 92130

Patrick M. Parker
12275 El Camino Real, Suite 200
San Diego, California 92130

ARTICLE IXII

Tax-Exempt

This Association, through its directors, will elect to be treated as a tax-exempt organization under Section 528 of the Internal Revenue Code of 1986, as amended.

In witness whereof, the undersigned have executed these Articles of Incorporation this 13th day of August 2008.

Thomas F. Noon

Patrick M. Parker

Melissa Seminaro

Melissa L. Seminaro

ACCEPTANCE OF APPOINTMENT
BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 13th day of August, 2008, to serve until removal or my resignation is submitted in accordance with applicable law.

John L. Hay

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

ESTRELLA VISTA AT
BUCKEYE HOMEOWNERS ASSOCIATION
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 XX

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 XX

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 December 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 [signature] Thomas F. Noon DATE 8/13/08 BY [signature] Patrick M. Parker DATE 8-13-08
TITLE Incorporator/Director TITLE Incorporator/Director

BY [signature] Melissa L. Seminaro DATE 8/13/08 BY _______________ DATE _______
TITLE Incorporator/Director TITLE _______________

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.