

When recorded mail to:
Cambridge Homes, L.L.C.
10858 N. 32nd Street
Phoenix, AZ. 85028

AZ. CORP. COMMISSION
FILED

Articles of Incorporation

of

JAN 6 1998

APPR. Tom Head
TERM _____
DATE 3/3

SOMBRE DE DESIERTO HOMEOWNER'S ASSOCIATION, INC.

08286097

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

Article I

The name of the corporation is: Sombre De Desierto Homeowner's Association, Inc. an Arizona Non-Profit Corporation. *ok per Bill p.*

Article II

The name and address of the corporation is: Sombre De Desierto Homeowner's Association, 10858 N. 32nd Street, Phoenix, AZ. 85028.

Article III

PURPOSE: The purpose of which this corporation is organized is the transaction of any or 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.

Article IV

PURPOSES, POWERS AND CHARACTER OF AFFAIRS: This association does not contemplate pecuniary gain or profit to the members thereof.

The Character of Affairs is to encourage and facilitate social and recreational activities, provide for the development, maintenance, preservation, architectural control and to promote the health, safety and welfare of the Owner's, Lessee's and Residents within Sombre De Desierto.

For those purposes, the Association shall have the power to fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay said expenses and costs to conduct the business of the Association, to acquire by any means, own, hold, improve and dispose of, transfer or dedicate personal property in connection with the affairs, dedicate, sell or transfer any or all part of the common area to any public agency, participate in mergers and

consolidations of the non-profit corporations organized for the same purpose, or an annex additional property in common area, establish and adopt Bylaws and Rules and Regulations to be necessary and expedient to carry into effect the objects and purposes of the Association and to have and to exercise any or all powers, rights and privileges which a corporation organized under the act made by law now or hereafter have or exercised.

Article V

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501C of the Internal Revenue Code of 1996 or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501C of the Internal Revenue Code of 1996 (or corresponding provisions of any future United States Internal Revenue Laws).

Article VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501C of the Internal Revenue Code of 1996 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VII

MEMBERSHIP AND VOTING RIGHTS: The number and qualifications of Members of the Association, the different classes of Membership, if any, property voting and other rights and privileges of Members and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Declaration, Rules and Regulations promulgated pursuant thereto and the Bylaws of the Association.

Article VII

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Richard W. Thomson
10858 N. 32nd St., Phoenix, AZ 85028
Phoenix, AZ 85028

Article IX

BOARD OF DIRECTORS: There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Name: Richard W. Thomson Address: 10858 N. 32nd Street,
Phoenix, AZ 85028

Vikki Thomson Address: 10858 N. 32nd Street
Phoenix, AZ 85028

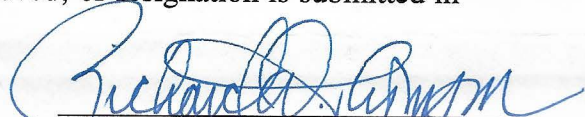
J. Craig Waddell 10085 N. 78th Pl. #24
Scottsdale, AZ 85258

(English) SHADOW of the DESERT


(Incorporator's Signature)

DATED THIS 6th DAY OF January, 1998.

I, Richard W. Thomson, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.


(Signed)

Date: January 6th, 1998