

STATE OF ARIZONA
ACC/FAX
DATE FILED

MAR 28 2001

DATE APPR: 3-28-2001

TERM

BY Stephen A. Thompson

ARTICLES OF INCORPORATION
OF

0984244-1 WEST VILLAGE ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Arizona and in compliance with A.R.S. §§ 10-3201 *et seq.*, does hereby adopt the following Articles of Incorporation:

1. Name. The name of the corporation is West Village Estates Homeowners Association, Inc. ^{of AA}

2. Purpose. The purpose for which the corporation is organized is to engage in any or all lawful activities for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as amended from time to time.

3. Character of Affairs. The character of affairs of the corporation will be: to provide for the efficient management of the Property, to manage, maintain, and administer the Common Areas, to enforce the Development Standards, to enforce the Covenants, Conditions and Restrictions of West Village Estates subdivision, and to perform such other acts as are provided in the Declaration or which generally benefit the Owners and the Property. In furtherance of, and in order to accomplish the foregoing, the corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as amended from time to time.

4. Defined Terms. Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for West Village Estates (the "Declaration") recorded as Instrument No. 3083868 on March 15, 2001, records of Coconino County, Arizona, as amended from time to time.

5. Known Place of Business. The street address of the known place of business for the corporation is 1855 W. Kaibab Lane, Suite 2, Flagstaff, AZ 86001.

6. Statutory Agent. The name and address of the statutory agent of the corporation is Stephen A. Thompson, Aspey, Watkins & Diesel, P.L.L.C., 123 N. San Francisco, Flagstaff, AZ 86001.

7. Membership and Voting Rights. Membership in the corporation shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the corporation as are set forth in the Declaration. Without limiting the generality of the foregoing, there shall be Class A members who shall be all Owners other than Declarant and who shall be entitled to one vote for each Lot owned and a Class B member who shall be the Declarant and who shall be entitled to three votes for each Lot owned.

8. Board of Directors. The number of directors constituting the initial Board of Directors shall be two. The names and addresses of the initial directors of the corporation who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows: F. Wayne Thompson, P.O. Box 756, Flagstaff, AZ 86002; and Mark Thompson, P.O. Box 756, Flagstaff, AZ 86002.
9. Limitation on Liability. The personal liability of a director of the corporation to the corporation or its Members for monetary damages for any action taken, or failure to take any action, as a director is hereby eliminated to the extent permitted by Arizona law, as amended from time to time.
10. Indemnification. To the extent permitted under Arizona law, as amended from time to time, the corporation 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, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a member, director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted or failed to act and such action or failure to act was in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona Revised Statutes.
11. Dissolution. The corporation may be dissolved (a) until the Transition Date, only by Declarant, and (b) from and after the Transition Date, with the assent given in writing and signed by Members representing not less than seventy-five percent (75%) of the authorized votes (including votes of Declarant). Upon dissolution, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation 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.
12. Incorporator. The name and address of the incorporator is: West Village Estates, L.L.C., an Arizona limited liability company, by F. Wayne Thompson, its managing member, P.O. Box 756, Flagstaff, AZ 86002.

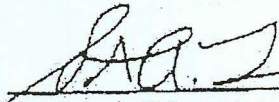
28TH IN WITNESS WHEREOF, the incorporator has caused these Articles to be executed this day of March, 2001.

WEST VILLAGE ESTATES, L.L.C., an
Arizona limited liability company

By 
F. Wayne Thompson, its Managing Member

ACCEPTANCE OF STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 28TH day of March, 2001.


Stephen A. Thompson