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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLES OF INCORPORATION
OF
LAS VEGAS RANCH ESTATES
PROPERTY OWNERS ASSOCIATION

The undersigned hereby voluntarily set forth the following statements for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is LAS VEGAS RANCH ESTATES PROPERTY OWNERS ASSOCIATION hereinafter called the "Association".

ARTICLE II
KNOWN PLACE OF BUSINESS

The address of the Association's known place of business is 8300 North Hayden Road, Suite 207, Scottsdale, Arizona 85258, but other offices may be established and maintained at such other places as the Board of Directors may designate from time to time.

ARTICLE III
PURPOSE AND INITIAL BUSINESS

The initial business and primary purpose of the Association is to serve as a governing body for all of the Owners of the Parcels at that Property known as Las Vegas Ranch Estates, (the "Property"), subject to Covenants, Conditions, Restrictions, and Easements, as amended from time to time, now or hereafter recorded in the records of the County Recorder, Yavapai County, Arizona (the "Declaration"), and to perform such other duties as are imposed upon the Association under the Declaration. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Declaration.

The Association shall not engage in any other business or activity, except as set forth herein and in the Bylaws of the Association. Notwithstanding any other provisions of these Articles, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualifying under Section 528 or if the Association so elects, Section 501(c)(4) of the Internal Revenue Code of 1986, as the case may be.

The Association does not contemplate pecuniary gain or profit to the members thereof, and the members shall have no individual interest in the profits of the Association, if they are generated.

ARTICLE IV MEMBERSHIP

Each and every Owner of a Parcel, including Parcels created from the splitting of an original minimum 36 acre Parcel acquired from the developer of the Property, in accepting a deed, entering into a recorded agreement for sale, or displaying some other acceptable evidence of ownership interest in a Parcel, shall be a member of the Association ("Member"). The foregoing is not intended to include persons or entities holding an interest in a Parcel or Parcels merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. A membership in the Association shall not be transferred, pledged or alienated in any way except by the sale of such Parcel and then only to such purchaser who shall automatically become a member of the Association after such conveyance, or by interstate succession, testamentary disposition, foreclosure of a mortgage of record, or other legal process. Memberships shall be evidenced by an official list of Owners, which list shall be kept by the Secretary of the Association.

ARTICLE V VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

1. Class A – Class A Members shall be all Owners, with the exception of the Declarant. Each such Owner shall be entitled to three votes for each minimum 36 acre Parcel owned. In the event an Owner owns a Parcel created from the authorized and approved split of a minimum 36 acre parcel, at least one vote shall attach to each parcel so created by such a split. (The allocation of voting rights among the Owners of the parcels resulting from a parcel split of a minimum 36 acre parcel shall be reflected in the approval of parcel split by the Association.) When more than one person holds an interest in any one Parcel, all such persons shall be Members. The vote for any one Parcel shall be exercised as such Owners among themselves determine, but in no event shall more than three (or one or two, as the case may be) votes be cast with respect to any one Parcel.
2. Class B – The Class B Member shall be the Declarant and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A on the happening of either the following events, whichever first occurs:
 - (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) The 31st day of December, 2015.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board composed initially of the three (3) Directors named herein. The maximum number of Board Members is seven (7). Except for the initial Board and except for so long as there is a Class "B" Membership, each Director shall be a record Owner of a Parcel or, if a record Owner is a corporation, partnership, trust, or other legal entity, the Director may be a representative thereof.

Until the first annual meeting of the Members and until their successors are designated or elected or qualified, the following persons shall constitute the Board of Directors of the Association:

- | | | |
|------------------|---|---|
| Peter M. Gooding | - | True West Land & Ranches, L.L.C.
8300 North Hayden Road
Suite 207
Scottsdale, AZ 85258 |
| Nelson C. Pierce | - | 203 East Union Street
Prescott, AZ 86305 |
| Debra A. Gooding | - | True West Realty, L.L.C.
8300 North Hayden Road
Suite 207
Scottsdale, AZ 85258 |

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting, and at each successive meeting of the Board of Directors following the annual meeting of the Members of the Association, or at other meetings called for such purpose, which officers shall serve at the pleasure of the Board of Directors. The officers shall consist of a President, Vice President, Secretary, and Treasurer.

ARTICLE VIII
ELIMINATION OF DIRECTOR LIABILITY

To the fullest extent permitted by Arizona law as the same exists or may be hereafter amended, no director of the Association shall be liable to the Association or its Members 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 failure to act of a director of the Association occurring prior to such repeal, amendment, or modification.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, limited liability company, trust, or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment, or modification.

ARTICLE X
DISSOLUTION

Subject to and in accordance with the restrictions imposed within the Declaration and by the Federal Housing Administration or the Veterans Administration, the Association may be dissolved by the affirmative vote of not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, no part of the remaining assets of the Association, after discharge of all corporate liabilities, shall inure to the private profit, benefit, or advantage of any current or past Member, Director, or officer, but the whole of such remaining assets of the Association shall be distributed exclusively to an organization then subject to and qualifying under Section 528 of the Internal Revenue Code of 1986, or to a public body (to the extent permitted under Section 528) as the Association shall elect.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator are as follows:

Peter M. Gooding
8300 North Hayden Road
Suite 207
Scottsdale, Arizona 85258

All powers, duties and responsibilities of the Incorporator shall cease upon the filing of these Articles of Incorporation by the Arizona Corporation Commission.

ARTICLE XII
STATUTORY AGENT

Peter Gooding, 8300 North Hayden Road, Suite 207, Scottsdale, Arizona 85258, is hereby appointed Statutory Agent of the Association upon whom all notices and process, including summons, may be served. The Board of Directors may revoke the appointment of such agent at any time and shall have the power to fill any vacancy.

ARTICLE XIII DURATION

The duration of the Association shall be perpetual.

ARTICLE XIV CONFLICT WITH DECLARATION

To the extent that these Articles shall be contrary to, inconsistent with, or more permissive than the provisions of the Declaration dealing with the same subject, or laws, rules, and regulations or pertaining to the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Administration, the Veterans Administration and/or the Federal Housing Administration, applicable to the Association, these Articles shall be considered superseded by the Declaration or such laws.

ARTICLE XV AMENDMENTS

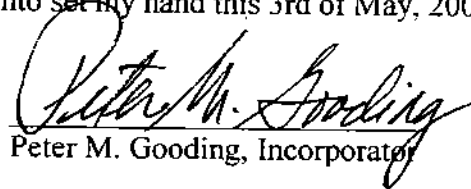
Subject to the provisions of Article XIV hereof, the Association may, at any regular or special meeting called for such purpose, amend, alter, or repeal any provision hereof by the affirmative vote of two-thirds (2/3) of each Membership class then entitled to vote in person or by proxy, and upon ten (10) days prior written notice to all first mortgagees who have previously notified the Association in writing, to be notified of any amendment to the Articles and, if required by law, after publications in a newspaper having general circulation in Maricopa County, Arizona. As long as there is a Class "B" Membership, any amendment to the Association's Articles of Incorporation shall require, to the extent then required by applicable regulations to the Veterans Administration or the Federal Housing Administration, the prior written approval of the Federal Housing Administration or the Veterans Administration.

ARTICLE XVI
FHA/VA APPROVALS

As long as there is a Class "B" Membership, the following actions shall require the prior written approval, to the extent then required by applicable regulations of the Veterans Administration or Federal Housing Administration, of the Federal Housing Administration or the Veterans Administration:

1. The annexation of additional properties;
2. A merger or consolidation to which the Association is a party;
3. The mortgage or dedication of all or part of the Common Area, as defined in the Declaration;
4. The dissolution of the Association; or
5. The amendment of the Association's Articles of Incorporation.

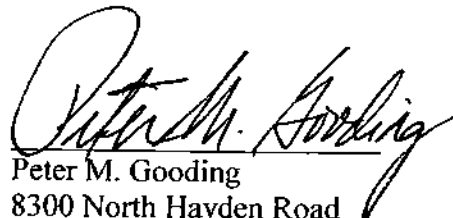
IN WITNESS WHEREOF, I have hereunto ~~set my~~ hand this 3rd of May, 2005.


Peter M. Gooding, Incorporator

**CONSENT OF STATUTORY AGENT
OF
LAS VEGAS RANCH ESTATES
PROPERTY OWNERS ASSOCIATION**

The undersigned, having been named in the Articles of Incorporation of Las Vegas Ranch Estates Property Owners Association, as its statutory agent for the State of Arizona, hereby confirms that he has been notified of the appointment and that he accepts the appointment as statutory agent.

DATED: May 5, 2005


Peter M. Gooding
8300 North Hayden Road
Suite 207
Scottsdale, AZ 85258

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1147

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

LAS VEGAS RANCH ESTATES PROPERTY OWNERS,
EXACT CORPORATE NAME ASSOCIATION

- 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

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

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes No

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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is Dec. 31st

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 Vita M. Harding DATE 5-4-05 BY _____ DATE _____
 TITLE INCORPORATORY TITLE _____
 BY _____ DATE _____ BY _____ DATE _____
 TITLE _____ 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 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.