

STATE OF ARIZONA
ACC/FAX
DATE FILED

OCT 03 2002

ARTICLES OF INCORPORATION
OF
VERRADO ASSEMBLY

DATE APPR 10/3/2002
TERM
BY [Signature]

104904P-2

1. Name: The name of the corporation shall be VERRADO ASSEMBLY (the "Assembly").

2. Purpose: The Assembly is organized and shall be operated as a non-profit corporation for the purposes set forth for the "Assembly" in the Covenant for Community for Verrado, recorded on September 30, 2002, as Document No. 2002-1008904 in the official records of the Maricopa County, Arizona Recorder, as amended from time to time (the "Covenant") and in such By-Laws of the Assembly that may be adopted by the Trustees, as amended from time to time (the "By-Laws") and the for conducting any or all lawful affairs for which corporations may be incorporated under Title 10, Chapter 24 through Chapter 40, Arizona Revised Statutes. Except as otherwise specifically provided herein, initially capitalized terms shall have the meanings given them in the Covenant.

3. Initial Affairs: As its initial affairs, the Assembly intends to perform all matters to be performed by the Assembly pursuant to the Covenant.

4. Board of Trustees: The initial Board of Trustees shall consist of three members (referred to in the Covenant as "Trustees"), subject to increase as may be provided for in the By-Laws. The initial Trustees and their addresses are:

<u>Name</u>	<u>Mailing Address</u>
Robert Kammerle	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258
Drew Smith	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258
Eric Carlson	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258

5. Statutory Agent: The name and address of the Assembly's statutory agent for service of process is:

Neil D. Biskind, P.C.
Biskind, Hunt & Taylor, P.L.C.
11201 North Tatum Blvd., Suite 330
Phoenix, Arizona 85028
Attn: Neil D. Biskind, Esq.

ARTICLES OF INCORPORATION
OF
VERRADO ASSEMBLY

1. Name: The name of the corporation shall be VERRADO ASSEMBLY (the "Assembly").

2. Purpose: The Assembly is organized and shall be operated as a non-profit corporation for the purposes set forth for the "Assembly" in the Covenant for Community for Verrado, recorded on September 30, 2002, as Document No. 2002-1008904 in the official records of the Maricopa County, Arizona Recorder, as amended from time to time (the "Covenant") and in such By-Laws of the Assembly that may be adopted by the Trustees, as amended from time to time (the "By-Laws") and the for conducting any or all lawful affairs for which corporations may be incorporated under Title 10, Chapter 24 through Chapter 40, Arizona Revised Statutes. Except as otherwise specifically provided herein, initially capitalized terms shall have the meanings given them in the Covenant.

3. Initial Affairs: As its initial affairs, the Assembly intends to perform all matters to be performed by the Assembly pursuant to the Covenant.

4. Board of Trustees: The initial Board of Trustees shall consist of three members (referred to in the Covenant as "Trustees"), subject to increase as may be provided for in the By-Laws. The initial Trustees and their addresses are:

<u>Name</u>	<u>Mailing Address</u>
Robert Kammerle	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258
Drew Smith	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258
Eric Carlson	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258

5. Statutory Agent: The name and address of the Assembly's statutory agent for service of process is:

Neil D. Biskind, P.C.
Biskind, Hunt & Taylor, P.L.C.
11201 North Tatum Blvd., Suite 330
Phoenix, Arizona 85028
Attn: Neil D. Biskind, Esq.

6. Place of Business: The address of the Assembly is:

7600 East Doubletree Ranch Road
Suite 300
Scottsdale, Arizona 85258

7. Incorporator: The name and address of the incorporator of the Assembly is:

<u>Name</u>	<u>Mailing Address</u>
John Bradley	7600 E. Doubletree Ranch Road, Suite 300 Scottsdale, Arizona 85258

8. Members: The Assembly will have no members.

9. Amendments: These Articles of Incorporation may be amended and/or restated by an affirmative vote of the majority of the full Board of Trustees at a regular or special meeting called for that purpose, after written notice setting forth the proposed amendment or a summary of the changes to be effected to each director at least ten (10) days prior to such meeting; provided, however, that prior to termination of the Founder Control Period, the Founder must also approve in writing any amendment to these Articles of Incorporation.

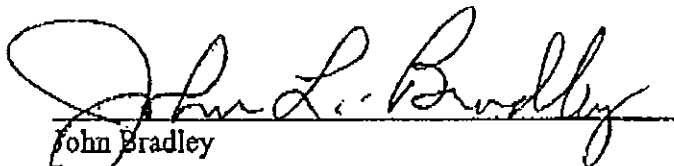
10. Indemnification: The Assembly shall indemnify each person identified in A.R.S. §10-3851, or its corresponding or successor provision, to the fullest extent permissible: (a) under the provisions of A.R.S. §10-3852 or its corresponding or successor provision; (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Charter or the By-Laws; or (d) by any agreement adopted pursuant to the provisions of A.R.S. §10-3852 or its corresponding or successor provision.

11. Trustee Liability: A Trustee of the Assembly shall not be personally liable to the Assembly for monetary damages for breach of fiduciary duty as a Trustee. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, then the liability of a Trustee of the Assembly shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a Trustee of the Assembly arising out of acts or omissions occurring before such repeal or modification becomes effective.

12. Payments and Distributions: No part of the net earnings of the Assembly shall inure to the benefit of or be distributable to any director or officer of the Assembly, or to any private individual, except the Assembly shall be authorized and empowered to pay reasonable compensation for services and make payments and distributions in furtherance of its purposes. Upon dissolution of the Assembly, the assets of the Assembly, whether real or personal, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Assembly. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by

the Assembly. Use of funds for acquisition, construction, management or maintenance of Assembly property shall not constitute an inurement of net earnings.

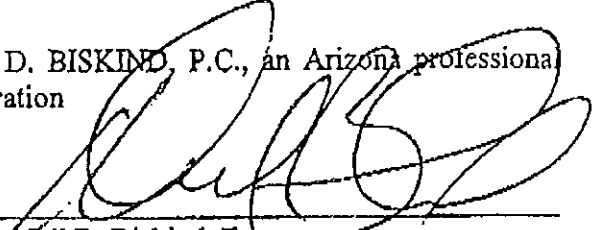
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of October, 2002.


John Bradley
Incorporator

ACCEPTANCE OF STATUTORY AGENT

Neil D. Biskind, P.C., having been appointed to serve as statutory agent for Verrado Assembly, hereby accepts said appointment and agrees to serve in that capacity until replaced by the Assembly in accordance with A.R.S. §10-3502, or successor provision thereto, or until the effective date of any resignation submitted by the undersigned in accordance with A.R.S. §10-3503 or successor provision thereto.

NEIL D. BISKIND, P.C., an Arizona professional corporation


By: Neil D. Biskind, Esq.
Its: President