

SEP 9 1997

ARTICLES OF INCORPORATION
DOBSON PLACE COMMUNITY ASSOCIATION

JUN 2 1997

The undersigned hereby adopts the following Articles of Incorporation,
effective as of April 1, 1997:

1. Name: The name of the corporation shall be DOBSON PLACE
COMMUNITY ASSOCIATION (the "Association").

2. Purpose: The Association is organized and shall be operated as a nonprofit
corporation for the purposes set forth for the "Association" in the Declaration of Covenants,
Conditions and Restrictions for Dobson Place (the "Declaration") recorded on April 18, 1997 at
Recorder's No. 97-0254447 in the office of the Maricopa County, Arizona Recorder, and for
conducting any or all lawful affairs for which corporations may be incorporated under Title 10,
Chapter 22, Arizona Revised Statutes. (Except as provided herein, capitalized terms shall have the
meanings given them in the Declaration.)

3. Initial Activity: As its initial activity, the Association intends to
perform all matters to be performed by it pursuant to the Declaration.

4. Statutory Agent: The name and address of the Association's initial
statutory agent is R&R Property Management LLC, 2850 East Camelback Rd, Suite 31 5, Phoenix,
Az. .

5. Board of Directors: The board of directors (the "Board") shall consist of three
members, subject to increase as provided in the Bylaws. The initial directors and their addresses are:

Robert M. Cross
6710 North Scottsdale Rd.
Scottsdale, Az 85253

Mark Hanson
6710 North Scottsdale Rd.
Scottsdale, Az 85253

Connie Foley
6710 North Scottsdale Rd.
Scottsdale, Az 85253

Association are: 6. Incorporator: The name and address of the incorporator of the

Robert M. Cross
UDC Homes, Inc.
6710 North Scottsdale Rd.
Scottsdale, Az 85253

7. Net Earnings; Transfer of Assets on Dissolution: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its purposes. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, 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 Association. 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 Association. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

8. Members: The Members of the Association and their voting rights shall be determined as provided in the Declaration.

9. Amendments: The Articles and Bylaws may only be amended by following the procedure prescribed by the Declaration.

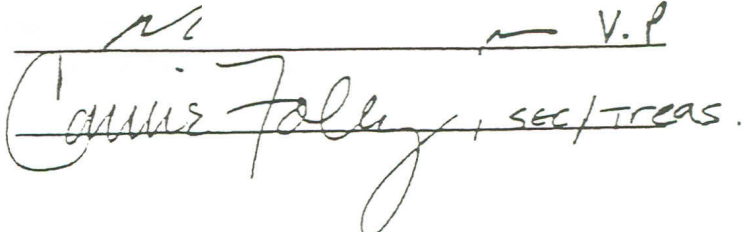
10. Indemnification: The Association shall indemnify each person identified in A.R.S. § 10-1305(C) to the fullest extent permissible: (a) under the provisions of A.R.S. § 10-2305(C); (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Declaration or the Bylaws; or (d) by any agreement adopted pursuant to the provisions of A.R.S. § 10-2305.

11. Director liability. A director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e), inclusive, of Section 10-1029(A)(8), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Association 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 director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

EXECUTED as of the date first set forth above.

Incorporator:

By:



Carrie Foley, sec/treas. V.P.