

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VISTA DORADA HOMEOWNERS ASSOCIATION,  
an Arizona nonprofit corporation**

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 Vista Dorada Homeowners Association (the "Association").

**ARTICLE II  
DURATION**

The Association shall exist perpetually.

**ARTICLE III  
PURPOSE OF THE ASSOCIATION**

The object and purpose for which this Association is organized is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. In furtherance of and in order to accomplish the foregoing object and purpose, the Association may transact any or all-lawful business for which nonprofit corporations may be incorporated under federal and state law.

**ARTICLE IV  
CHARACTER OF BUSINESS**

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance, operation, replacement and repair of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

**ARTICLE V  
STATUTORY AGENT**

Lewis F. ("Buddy") Satterfield, whose address is 8800 North Gainey Center Drive, Suite 350, Scottsdale, Arizona 85258 and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE VI  
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial Directors of the Association who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Ken Peterson	8800 North Gainey Center Drive Suite 350 Scottsdale, AZ 85258
David Garcia	8800 North Gainey Center Drive Suite 350 Scottsdale, AZ 85258
Kim Junkin	8800 North Gainey Center Drive Suite 350 Scottsdale, AZ 85258

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator of the Association is Ken Peterson, 8800 North Gainey Center Drive, Suite 350, Scottsdale, AZ 85258.

ARTICLE VIII  
LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent allowable under federal and state law, no Director of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a Director, except liability for any of the following:

- (i) Any breach of the Director's duty of loyalty to the Association or its members;
- (ii) Acts or omissions which are not in good faith and which involve intentional misconduct or a knowing violation of law;
- (iii) A violation of state law prohibitions regarding issuance of shares of stock, payments of dividends, or distributions of income or profit;
- (iv) Any transaction from which the Director derived an improper personal benefit;
- (v) A violation of state laws regarding transactions with the Director that are void or voidable because of conflicts of interest.

ARTICLE IX  
KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 8800 North Gainey Center Drive Suite 350, Scottsdale Arizona 85258.

ARTICLE X  
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of a Lot.

ARTICLE XI  
BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal, the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant. So long as there is a Class B membership in the Association, any amendment of the Bylaws must be approved by the Veterans Administrations ("VA") or the United States Department of Housing and Urban Development ("HUD"). HUD or VA approval of an amendment to the Bylaws shall be deemed given if (a) application for approval is made in writing together with written certifications complying with HUD/VA guidelines stating that the Bylaws, as amended, will continue to comply with applicable HUD/VA requirements and (b) and/or VA does not remove the Property from its list of approved projects or otherwise object to the application within thirty days following such application.

ARTICLE XII  
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association or until their successors have been elected and qualified:

Ken Peterson  
David Garcia  
Kim Junkin

President  
Vice-President  
Secretary/Treasurer

ARTICLE XIII  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Owners representing not less than two-thirds (2/3) of the authorized votes of each class of the Association membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, as the Board of Directors shall determine. 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 as the Board of Directors shall determine.

ARTICLE XIV  
AMENDMENTS

These Articles may be amended only with the consent of Members owning not less than two thirds of the total Lots.

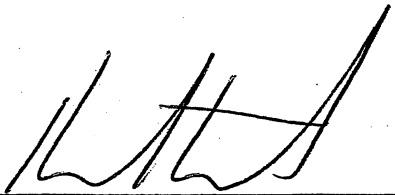
ARTICLE XV  
DEFINED TERMS

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 Vista Dorada Homeowners Association. In the event of a conflict or inconsistency between these Articles and the Declaration, the provisions of the Declaration shall control.

ARTICLE XVI  
FHA/VA APPROVAL

So long as there is a Class B membership, the following actions will require the prior approval of HUD or VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, and dissolution and amendment of the Articles. HUD or VA approval of an amendment to these Articles shall be deemed given if (a) application for approval is made in writing together with written certification complying with HUD/VA guidelines stating that the Articles, as amended, will continue to comply with applicable HUD/VA requirements and (b) HUD and/or VA does not remove the Property from its list of approved projects or otherwise object to the application within thirty days following such application.

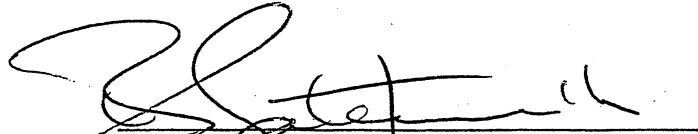
Dated this 4<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_  
Ken Peterson

**STATUTORY AGENT CONSENT**

The undersigned, having been designated to act as Statutory Agent for Vista Dorada Homeowners Association, hereby consents to act in that capacity until removed or resignation is submitted.

Date: March 4, 2003



Lewis F. (Buddy) Satterfield

MAR 12 2003

M. Gomez-Bastelo  
DATE 3.12.03

AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
VISTA DORADO HOMEOWNERS ASSOCIATION

- 1055 201-4

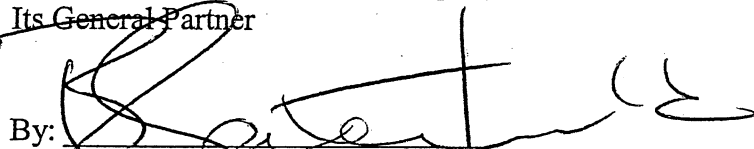
The undersigned, being all of the directors and officers and the sole member of Vista Dorado Homeowners Association, an Arizona non-profit corporation ("Association"), do hereby unanimously recommend, adopt and approve an amendment and restatement of the articles of incorporation of the Association so that the amended and restated articles of incorporation shall read as shown on Exhibit A attached hereto.

**ADOPTED:**  
Dated: March 4, 2003

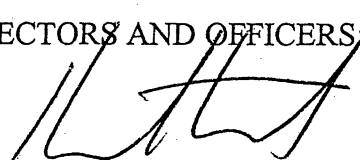
MEMBER:

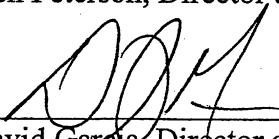
SHEA HOMES LIMITED PARTNERSHIP,  
a California limited partnership


By: J.F. SHEA LLC  
A Delaware limited liability company  
Its General Partner

By:   
Lewis F. (Buddy) Satterfield,  
Vice President

DIRECTORS AND OFFICERS:

  
Ken Peterson, Director and President

  
David Garcia, Director and Vice-President

  
Kim Junkin, Director and Secretary