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APPR. Michelle Ly
TERM _____
DATE 11-21-03

ARTICLES OF INCORPORATION
OF

THE VILLAGE AT ANTHEM CONDOMINIUM COUNCIL OF CO-OWNERS
- 1098441-8

In compliance with the requirements of § 10-3201, *et seq.*, Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

1. Name. The name of the corporation is The Village at Anthem Condominium Council of Co-Owners (the "Council of Co-Owners").

2. Defined Terms. Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Condominium and Declaration of Covenants, Conditions, Restrictions and Easements for The Village at Anthem Condominium recorded in the records of Maricopa County, Arizona, as amended from time to time.

3. Known Place of Business. The street address of the known place of business for the Council of Co-Owners is 3150 South 48th Street, Suite 100, Phoenix, Arizona 85040.

4. Statutory Agent. C. Timothy White, whose address is Greenberg Traurig, LLP, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016, is hereby appointed and designated as the initial statutory agent for the Council of Co-Owners.

5. Character of Business of the Council of Co-Owners. The character of business that the Council of Co-Owners initially intends to conduct is to provide for the ownership, management, maintenance and care of the Common Elements and other property in the Condominium to be managed and/or maintained by the Council of Co-Owners, and to exercise and perform such other powers and duties as are imposed on or granted to the Council of Co-Owners by the Constituent Documents. In furtherance of, and in order to accomplish the foregoing objects and purposes, the Council of Co-Owners may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

6. Membership and Voting Rights. The Council of Co-Owners will have members. Membership in the Council of Co-Owners shall be limited to Unit Owners. Each Unit Owner shall have such rights, privileges and votes in the Council of Co-Owners as are set forth in the Constituent Documents.

7. 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 Council of Co-Owners who shall serve until the first annual meeting of the members or until their successors are elected and qualified are as follows: Kip Gilleland, c/o Engle

Homes, 3150 South 48th Street, Suite 100, Phoenix, Arizona, Jennifer Ruby, c/o Engle Homes, 3150 South 48th Street, Suite 100, Phoenix, Arizona 85040, and Karen Murray, c/o Engle Homes, 3150 South 48th Street, Suite 100, Phoenix, Arizona 85040.

8. Limitation on Liability of Directors. The personal liability of a director of the Council of Co-Owners to the Council of Co-Owners 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 the Declaration and the Arizona Revised Statutes, as they may be amended from time to time.

9. Indemnification. To the extent it has the power to do so under the Arizona Revised Statutes, as they may be amended from time to time, the Council of Co-Owners 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 Council of Co-Owners, by reason of the fact that he or she is or was a Member, director, officer, employee or agent of the Council of Co-Owners or is or was serving at the request of the Council of Co-Owners 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 in good faith or failed to act and such 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 Council of Co-Owners 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.

10. Amendment of Articles and Bylaws.

(a) These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Council of Co-Owners; provided, however, that the Declarant, so long as the Declarant owns any Unit, and thereafter, the Board, without a vote of the Members and without the consent of any Mortgagee, may amend these Articles in order to conform these Articles to the requirements or guidelines of any applicable federal, state or local governmental agency. So long as the Declarant owns any Unit, any amendment to these Articles must be approved in writing by the Declarant.

(b) The Board shall adopt the initial Bylaws of the Council of Co-Owners. The Bylaws may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Council of Co-Owners; provided, however, that the Declarant, so

long as the Declarant owns any Unit, and thereafter, the Board, without a vote of the Members and without the consent of any Mortgagee, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of any applicable federal, state or local governmental agency. So long as the Declarant owns any Unit, any amendment to the Bylaws must be approved in writing by the Declarant.

11. Dissolution. The Council of Co-Owners may be dissolved with the assent given in writing and signed by Members representing not less than seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Council of Co-Owners. Upon dissolution of the Council of Co-Owners, other than incident to a merger or consolidation, the assets of the Council of Co-Owners shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Council of Co-Owners 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 are: Kip Gilleland, Engle Homes, 3150 South 48th Street, Suite 100, Phoenix, Arizona 85040.

Dated this 20 day of November, 2003.


Kip Gilleland

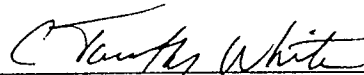
STATE OF ARIZONA
NOTICE OF ACCEPTANCE
OF APPOINTMENT OF STATUTORY AGENT
OF
THE VILLAGE AT ANTHEM CONDOMINIUM COUNCIL OF CO-OWNERS

TO: Arizona Corporation Commission
1300 West Washington Street
Phoenix, Arizona 85007

You are hereby notified that the undersigned has accepted the position of
Statutory Agent of;

THE VILLAGE AT ANTHEM CONDOMINIUM COUNCIL OF CO-OWNERS

DATED: November 20, 2003.



C. Timothy White
Greenberg Traurig, LLP
2375 East Camelback Road, Suite 700
Phoenix, Arizona 85016