

ARTICLES OF INCORPORATION
FOR
WHISPER VIEW HOMEOWNERS ASSOCIATION

RECEIVED
OCT 11 2007
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARTICLE I
Name

The name of the corporation is WHISPER VIEW 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 perform the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions for Whisper View, recorded in the office of the County Recorder of Maricopa County, Arizona (the "Declaration"). In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any and all lawful business for which nonprofit corporations may be incorporated under Chapter 22 of Title 10, Arizona Revised Statutes, as it may be amended from time to time (the "General Nonprofit Corporation 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 and care of the Common Areas and to fulfill the duties and obligations of the Association as set forth in the Declaration.

ARTICLE V
Statutory Agent

Jaron Engel, whose address is 3048 E. Baseline Rd. #102 Mesa AZ 85204 and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the initial statutory agent of the Association.

ARTICLE VI
Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the initial directors of the Association shall be:

<u>Name</u>	<u>Address</u>
Victor G. Petersen	3048 E. Baseline Rd. #102 Mesa, AZ 85204
Jean Jacques Mulleneaux	3048 E. Baseline Rd. #102 Mesa, AZ 85204
Warren Petersen	3048 E. Baseline Rd. #102 Mesa, AZ 85204

ARTICLE VII
Incorporator

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Mailing Address</u>
Victor G. Petersen	3048 E. Baseline Rd. #102 Mesa, AZ 85204

ARTICLE VIII
Officers

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

Jean Jacques Mulleneaux	President
Warren Petersen	Vice President
Victor G. Petersen	Secretary/Treasurer

ARTICLE IX
Limitation on Liability of Directors

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE X
Principal Office

The principal office of the Association shall be located at 3048 E. Baseline Road, #102, Mesa, AZ 85204.

ARTICLE XI
Membership and Voting Rights

The Association has Members. Every person or entity who is an Owner of any Lot is entitled to Membership in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration. The provisions of the Declaration pertaining to classes of Membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference.

ARTICLE XII
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 government agency whose approval of the Project, the Plat or the Declaration is required by law or requested by the Declarant.

ARTICLE XIII
FHA/VA APPROVAL

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles require prior approval of FHA or VA as long as there is a Class B membership.

ARTICLE XIV
Dissolution

The Association may be dissolved with the assent given in writing and signed by the Owners representing not less than two-thirds (2/3) of the authorized votes 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 XV

Duration

The corporation shall exist perpetually.

ARTICLE XVI

Assessment and Fees

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Declaration.

ARTICLE XVII

Indemnification


The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a Member, director, officer, employee or agent of the Association against expenses, including attorney's fees and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the Members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article XVI shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XVIII

Amendments

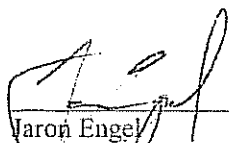
These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that the Board, without a vote of the Members, may amend these Articles in order to conform these Articles to the 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 Declaration is required by law or requested by the Declarant.

Dated this 11 day of October, 2007

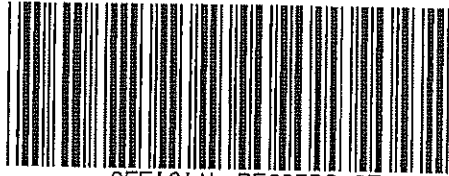

Incorporator

STATUTORY AGENT CONSENT

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the General Nonprofit Corporation Law.



Jaron Engel
3048 E. Baseline Rd #102
Mesa AZ 85204



OFFICIAL RECORDS OF
 MARICOPA COUNTY RECORDER
 HELEN PURCELL
 2007-1112912 10/11/07 12:13 PM
 1 OF 1

GASTELUMP

WHEN RECORDED RETURN TO:
 Warren Petersen
 VIP Homes
 3048 E. Baseline Road, Suite #102
 Mesa, AZ 85204

DECLARATION
 OF COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR
 WHISPER VIEW

THIS Declaration of Covenants, Conditions and Restrictions (hereinafter termed the "Declaration") is made on this 11th Day of October 2007 by VIP Whisper Mountain, LLC an Arizona Limited Liability Corporation, (hereinafter sometimes termed "Declarant").

WITNESSETH:

WHEREAS, the Declarant is the Owner of that certain property generally known as Whisper View situated in the City of Queen Creek, County of Maricopa, Arizona further described in Exhibit A attached hereto (the "Covered Property"). Declarant intends to subject the Covered Property to the provisions of this Declaration, as more particularly described herein, and shall be the Declarant and have Declarant's rights hereunder with regard to the Covered Property.

WHEREAS, Declarant is preparing the necessary documents for the incorporation and organization of the Association and may, without obligation, seek approval thereof by the Federal Housing Administration (hereinafter termed "FHA"), the Veterans Administration (hereinafter termed "VA") and by any other governmental agencies or financial institutions whose approval Declarant deems necessary or desirable.

NOW, THEREFORE, Declarant hereby declares that all of said real property (hereinafter sometimes referred to as Whisper View) shall be held, sold, and conveyed subject to the easements, restrictions, covenants, and conditions contained in this Declaration which are for the purpose of protecting the value and desirability of, and which shall run with said real property, and be binding on all parties having any right, title or interest in said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit of each Owner thereof.

IN WITNESS WHEREOF, VIP Whisper Mountain, LLC, an Arizona Limited Liability Company has hereunto caused its name to be signed by the signature of its duly authorized official as of the day and year first above.

Victor Peterson

BY:

ITS: Managing Member

STATE OF ARIZONA)

) ss

County of Maricopa)

The foregoing Declaration was acknowledged before me this 11 day of OCTOBER, 2007, by Victor Peterson, a duly authorized officer of VIP Whisper Mountain, LLC, an Arizona Limited Liability Company.

JJM
Notary Public

My Commission Expires:

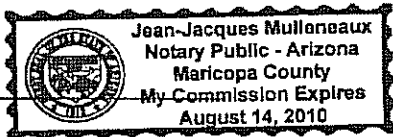


EXHIBIT A

Legal Description of Subdivision

Lots 1-33, inclusive, and Tracts A through E, inclusive, of WHISPER VIEW, according to the plat of record in the office of the County Recorder of Maricopa County, Arizona, recorded in Book 952 of Maps Page 5.