

APR 05 2005

FILE NO. L119324-8

ARTICLES OF ORGANIZATION
OF
LOT 65 ESTANCIA, LLC

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a limited liability company pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Organization:

1. The name of the limited liability company is LOT 65 ESTANCIA, LLC.
2. The company shall commence to exist on the date these Articles are delivered to the Arizona Corporation Commission for filing, and it shall survive until December 31, 2054.
3. The address of the company's registered office is 29416 N. 46th Place, Cave Creek, AZ 85331.
4. The name and address of the limited liability company's agent for service of process is Don Stevens, 3636 North Central Avenue, Suite 1200, Phoenix, AZ 85012. The acceptance by the statutory agent is attached hereto.
5. There are and will be two or more members of the company at the time the limited liability company is formed.
6. Management of the limited liability company is vested in its Manager.
7. The name and address of the manager of the company is Matt Renberg, whose address is 2544 West Muirfield Road, Anthem, AZ 85086. Michael Majewski is the only member who owns a 20% or greater interest in the capital or profits of the limited liability company. Mr. Majewski's address is 29416 N. 46th Place, Cave Creek, AZ 85331.
8. To the fullest extent permitted by applicable law, the personal liability of the members of the limited liability company for monetary damages for breach of fiduciary duty is eliminated.

Dated this 4th day of April, 2005

By Matt Renberg
Matt Renberg, Manager

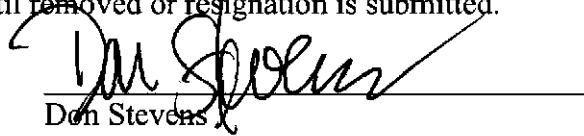
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L1193241-8

CONSENT OF STATUTORY AGENT

Don Stevens, having been designated as Statutory Agent for Lot 65 Estancia, LLC, hereby consents to act in that capacity until removed or resignation is submitted.

A handwritten signature in black ink, appearing to read "Don Stevens", is written over a horizontal line.

Don Stevens
3636 N. Central Ave, Suite 1200
Phoenix, AZ 85012

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Hawkins and Campbell
Incorporated
10 W. Madison
Phoenix, AZ 85003
Phone: (602) 452-1800
Fax: (602) 271-4517

**CLIENT FILING ONLY INSTRUCTION SHEET**

Date Record Created 4/5/2005 2:28:38 PM
Phone # (602) 650-2000
Client Account 3
Firm SHUGHART THOMSON & KILROY, P.C.
Address 3636 N. Central Ave., Suite 1200
City/State/Zip Phoenix, AZ 85012
Attorney DON C. STEVENS, JR.
Secretary Susan Lord
Case #
Court Not Available
County Not Available
Plaintiff
Defendant
Atty file # DEL029-109508
File By Date/Time 4/5/2005 PM

RECEIVED
APR 05 2005
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Documents:

Profit Certificate of Disclosure (Lot 65 Estancia, LLC)

Filing Fee - 0 Please Advance

Courier Instructions

File an original and one copy with Arizona Corporation Commission, Corporations Division Return a conformed copy.
Thank you.

Address1

Address2

Description Age Height Weight Hair Eyes Race Gender
ft. in.

Check # _____ Amount \$ _____

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): Lot 65 ESTANCIA, LLC

Please Check or Complete the Appropriate Sections:

A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document

2. ☐ Domestic (from Arizona) ☐ Foreign (organized in another state or country)

3. ☒ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☐ LLC ☐ Trust ☐ Other

4. Payment ☒ Check # 603944 ☐ Cash ☐ MOD account # _____
Amount: \$ 88.00 ☐ No fee required ☐ See attached distribution of funds instructions

5. Processing ☐ Expedited (Priority service, \$35 Additional Fee Per Document)
☐ Regular (usually 2-4 months)

B. Filing Type: (Check one only)

- ☐ Articles of Domestication
☐ Articles of Incorporation
☒ Articles of Organization
☐ Application to Transact Business(B)
☐ Application to Conduct Affairs (NP)
☐ Application for New Authority
☐ Application for Registration
☐ Articles of Amendment
☐ Articles of Amendment & Restatement

- ☐ Publication of _____
☐ Articles of Correction
☐ Merger of _____

Into: _____

☐ Other: _____

C. Special Instructions: _____

D. Extras:

- ☐ Certified Copies- _____ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) ☐ Expedite Certified Copies (\$35 extra)
☐ Good Standing Certificate- _____ (Qty. @ \$10 ea.) ☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☐ Mail or ☒ Pick Up or ☐ Fax # (_____) _____

The following individual should be called to pick up completed documents:

Name: Hankins / EZ Phone: (_____) _____

Pick-up by: _____ Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: 5450N 650-2000 Firm: _____

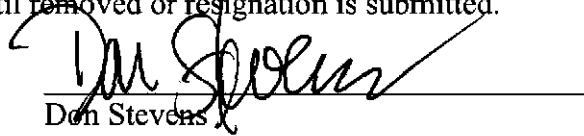
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City, State, Zip: _____

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