

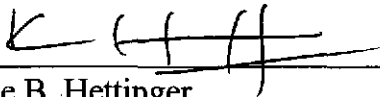
JAN 18 2007

FILE NO. L-13386 50-1

**ARTICLES OF ORGANIZATION
OF
BROOKFIELD COMMUNITIES AT VERDE VALLEY, L.L.C.
an Arizona Limited Liability Company**

1. Name. The name of the limited liability company shall be BROOKFIELD COMMUNITIES AT VERDE VALLEY, L.L.C. (the "Company").
2. Known Place of Business. The known place of business of the Company is c/o John Richard Hanson, 205 Goodrow Lane, Sedona, Arizona 86336.
3. Agent for Service of Process. The name and address of the agent for service of process for the Company is Kyle B. Hettinger, c/o Perkins Coie Brown & Bain P.A., 20th Floor, 2901 North Central Avenue, Phoenix, Arizona 85012.
4. Management. Management of the Company is reserved to the members.
5. Names and Addresses of Members. The names and addresses of the members of the Company are John Richard Hanson, 205 Goodrow Lane, Sedona, Arizona 86336; and Edward Lazano, 121A Lazano Lane, Jerome, Arizona 86331.

DATED: January 18, 2007.



Kyle B. Hettinger

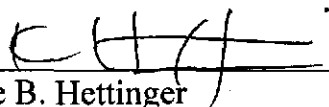
STATE OF ARIZONA
NOTICE OF ACCEPTANCE
OF APPOINTMENT OF STATUTORY AGENT
OF
BROOKFIELD COMMUNITIES AT VERDE VALLEY, L.L.C.

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:

BROOKFIELD COMMUNITIES AT VERDE VALLEY, L.L.C.

DATED: January 18, 2007.



Kyle B. Hettinger
c/o Perkins Coie Brown & Bain P.A.
20th Floor
2901 North Central Avenue
Phoenix, Arizona 85012

Karina Canedy
PHONE: (602) 351-8154
FAX: (602) 648-7068
EMAIL: KCanedy@perkinscoie.com

2901 N. Central Avenue, Suite 2000
Phoenix, AZ 85012-2788
PHONE: 602.351.8000
FAX: 602.648.7000
www.perkinscoie.com

January 18, 2007

HAND DELIVERED

Arizona Corporation Commission
Incorporating Division
1300 West Washington
Phoenix, Arizona 85007
Attention: *Expedited Filing*

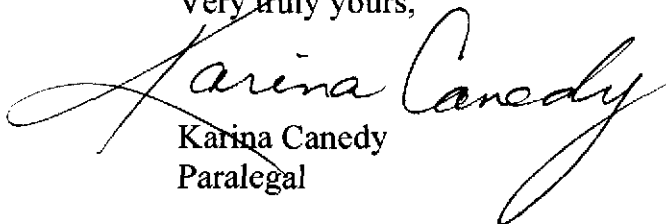
Re: Brookfield Communities at Verde Valley, L.L.C.

Ladies and Gentlemen:

Enclosed for **expedited** filing are the Articles of Organization of Brookfield Communities at Verde Valley, L.L.C., together with the Acceptance of Statutory Agent. You are authorized to charge the filing fee to our M.O.D. Account.

Please **call me directly at (602) 351-8154** when the Articles of Organization have been approved with the filing data affixed and I will have our messenger pick up the document. Also, please call me **immediately if you have any questions** regarding this filing.

Very truly yours,


Karina Canedy
Paralegal

KC:dh 50838-0004/LEGAL12970301.1

Enclosures

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET**



Important: USE A SEPARATE COVER sheet for each document.
Please Select AND Complete all the Appropriate Sections 1 through 10:

Regarding (Name/proposed name for Corp./LLC):

1. Type in Name: Brookfield Communities at Verde Valley, L.L.C.

2. Filing Type: (Select Only One)

- ☐ Articles of Domestication \$100.00
☐ Articles of Incorporation (P) \$ 60.00
☐ Articles of Incorporation (NP) \$ 40.00
☒ Articles of Organization \$ 50.00
☐ Application to Transact Business (B) \$175.00
☐ Application to Conduct Affairs (NP) \$175.00
☐ Application for New Authority \$175.00
☐ Application for Registration \$150.00
☐ Articles of Amendment \$ 25.00
☐ Articles of Amendment & Restatement ... \$ 25.00
☐ Articles of Correction \$ 25.00
☐ Articles of Merger/Share Exchange \$100.00
☐ Affidavit of Publication No Fee
☐ Other: _____

4. Processing Type (Select One)

- ☒ **Expedited (\$35.00)** (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at www.cc.state.az.us/corp
☐ **Regular** View current processing times at www.cc.state.az.us/corp

5. Select Payment type:

- ☐ Check Amt _____ Check # _____
☐ Cash Amt _____
☒ MOD Amt 85.00 MOD # 1249
☐ No fee required

- ☐ See attached distribution of funds instructions

3. Extras:

- ☐ Certified Copies () (Qty @ \$5 each for Corps)
☐ Certified Copies () (Qty @ \$10 each for LLC's)
☐ Good Standing Certificate () (Qty @ \$10 ea.)
☐ Expedite Good Standing (\$35 extra)
☐ Expedite Certified Copies (\$35 extra)

6. Total Payment Type Entered \$ 85.00

7. Other Special Instructions: Please call Karina Canedy at Perkins Coie Brown & Bain (602-351-8154)
AS SOON AS APPROVED. Thanks.

8. SELECT ONE RETURN DELIVERY OPTION :

☐ Mail ☒ Pick Up ☐ Fax # () _____

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

Name/Service Co: Karina Canedy Phone: (602) 351-8154

Pick-up by:

Date:

(FOR ACC USE ONLY. Do not fill in this box)

10. 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:

Firm Name: _____

Attn: _____

Address: _____

City, State, Zip: _____

RECEIVED
JAN 18 2007
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION