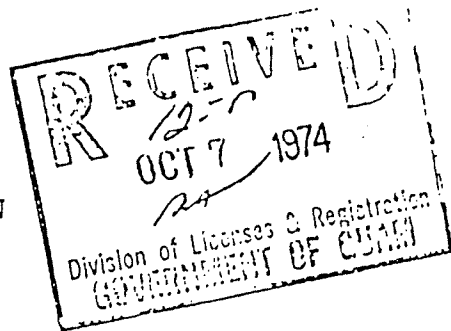


WITH AMENDMENTS POSTED

(1) JAN 21, 1975

(2) MAR 10, 1975



ARTICLES OF INCORPORATION

OF

PEREZ ACRES HOMEOWNERS ASSOCIATION

In compliance with the requirements of the General Corporation Law, §§227 et seq., Civil Code of Guam, the undersigned, all of whom are residents of the territory of Guam, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is PEREZ ACRES HOMEOWNERS ASSOCIATION, (the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located in the district of Tamuning, municipality of Dededo, territory of Guam.

ARTICLE III

~~PURPOSE AND POWERS OF THE ASSOCIATION~~

~~This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area (including the surface of the ponding area) within that certain~~

~~SEE AMENDMENT DATED: 01/27/75~~
~~SEE AMENDMENT DATED: 03/10/75~~

incorporation

~~tract of property described as Unit 1, Peres Aeres Subdivision of Tract No. 1043, municipality of Yigo, Guam, as shown on Drawing No. 3418-2, recorded at the office of the Recorder, territory of Guam, under Instrument No. 236566, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose~~
~~to:~~

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, (the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Recorder, territory of Guam, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell,

hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area or of the Association's surface rights in the ponding area, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the General Corporation Law of Guam by law may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE V

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership

shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1976.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
James W. Welch,	Tumon, Dededo, Guam,
John Hocking,	Tumon, Dededo, Guam,
Ben Dozier,	Dededo, Guam,
Paul Lacy,	Barrigada, Guam,
Corazon Soldevilla,	Dededo, Guam.

At the first annual meeting the members shall elect five (5) directors for a term of one year.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given

in writing and signed by not less than two-thirds (2/3rds) of each class of members. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist for fifty (50) years and as thereafter extended in the manner provided by law.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

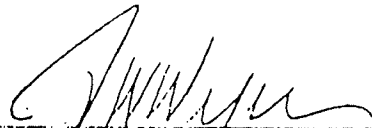
ARTICLE XI

FHA/VA APPROVAL

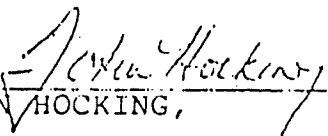
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this

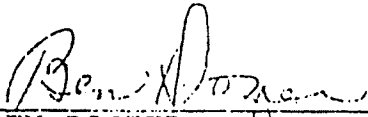
corporation under the laws of the territory of Guam, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30th day of August, 1974.



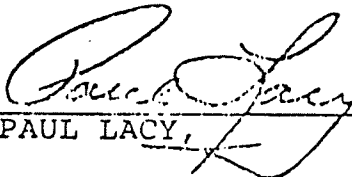
JAMES W. WELCH,



JOHN HOCKING,



BEN DOZIER,



PAUL LACY,



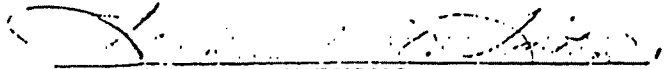
CORAZON SOLDEVILLA.

TERRITORY OF GUAM,) (ss:
City of Agana.)

On this 30th day of August, 1974, before me, FRANCES U. TAITANO, a Notary Public in and for the territory of Guam, personally appeared JAMES W. WELCH, JOHN HOCKING, BEN DOZIER, PAUL LACY and CORAZON SOLDEVILLA, known to me to be the persons whose names are subscribed to the within Articles of Incorporation,

and acknowledged to me that they executed the same.

WITNESS my hand and official seal.



FRANCES U. TAITANO,
Notary public in and for the
territory of Guam. My commission
expires May 14, 1978.

) SEAL (