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**ARTICLES OF INCORPORATION
OF
VILLAS OF ST. ANDREWS HOMES ASSOCIATION, INC.**

The undersigned incorporator hereby forms and establishes a corporation not-for-profit under the laws of the State of Kansas.

ARTICLE I

The name of the corporation is Villas of St. Andrews Homes Association, Inc.

ARTICLE II

The location of its registered office in the State of Kansas is 8101 College Blvd, Suite 170, Overland Park, Kansas 66210, and the resident agent at that address is Matt Adam.

ARTICLE III

The corporation is organized not-for-profit and the nature of its business or purposes to be conducted or promoted is to provide for the preservation, maintenance and control of the residential lots and common areas and structures thereon within the area known as Villas of St. Andrews, a subdivision in Johnson County, Kansas, and to promote the health, safety and welfare of the residents within Villas of St. Andrews and any additions thereto as may hereafter be brought within the jurisdiction of the association by annexation and to carry out the declaration of restrictions, covenants and homes association declaration of Villas of St. Andrews Homes Association as recorded with the Register of Deeds, Johnson County, Kansas, and to have and to exercise any and all powers, rights and privileges which a non-profit corporation under the laws of the State of Kansas may now or hereafter have or exercise.

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ARTICLE IV

This corporation shall not have authority to issue capital stock.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided interest in any lot within Villas of St. Andrews, which lot is subject to the Villas of St. Andrews Home Association Declaration, shall be a member of the association provided that such person or entity who holds such interest merely as a security for performance of an obligation shall not be a member.

ARTICLE VI

The name and mailing address of the incorporator is as follows:

Matt Adam
c/o Gibraltar Homes, L.C.
8101 College Blvd., Suite 170
Overland Park, KS 66210

ARTICLE VII

The incorporator shall manage the affairs of the corporation pursuant to K.S.A. 17-6007 and any amendments thereto until the first election of directors.

ARTICLE VIII

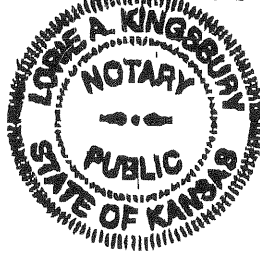
The term for which this corporation is to exist shall be perpetual and until dissolved as provided by law.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 4th
day of February, 2002.


Matt Adam

STATE OF KANSAS, COUNTY OF JOHNSON, SS:

The foregoing Articles of Incorporation were acknowledged before me this 4th
day of February, 2002, by Matt Adam.

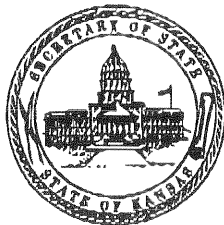


Lore A. Kingsbury
Notary Public

My Appointment Expires:

7-12-05

RON THORNBURGH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

January 10, 2003

JOAN SLEVIN
NORTON HUBBARD, RUZICKA & KREAMER LC
130 N. CHERRY
PO BOX 550
OLATHE KS 66051

Prepaid account#: 16241

ID#: 327-897-5
RE: VILLAS OF ST. ANDREWS HOMES ASSOCIATION, INC.

Enclosed please find:

XX Uncertified Articles of Incorporation (application)
or (agreement).

XX Fax Documents

The \$7.00 fee has been deducted from your prepaid account.
913 782 2012

mtb

130 North Cherry, P. O. Box 550
Olathe, Kansas 66051-0550
Telephone: (913) 782-2350
Facsimile: (913) 782-2012

**NORTON, HUBBARD,
RUZICKA & KREAMER L.C.**

Fax

To: Mary Jane From: Joan Slevin
Fax: 661-8550 Pages: 5
Phone: Date: January 13, 2003
Re: Villas of St. Andrews

Urgent For Review Please Comment Please Reply Please Recycle

The original will be sent by U.S. Mail. No original will be sent.

COMMENTS: Mary Jane: Attached are copies of the Articles of Incorporation of Villas of St. Andrews. Jim is back this morning and looking at the other documents I drafted last week. Thanks.

2882.00
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