



When Filed Return To:
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Zwillinger & Georgelos P.C.
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AZ CORPORATION COMMISSION
FILED

APR 19 2005

FILE NO.

11916258-7

ARTICLES OF INCORPORATION
OF

PORTLAND PLACE CONDOMINIUM ASSOCIATION, INC.
an Arizona nonprofit corporation

ARTICLE I

NAME OF THE ASSOCIATION

The name of the association shall be PORTLAND PLACE CONDOMINIUM ASSOCIATION, INC. (the "Association").

ARTICLE II

DEFINED TERMS/CONFLICTING PROVISIONS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Condominium Declaration for Portland Place Condominiums, as the same may be amended from time to time in accordance with the terms thereof (the "Declaration"), the terms and provisions of which are incorporated into these Articles of Incorporation by this reference as if set forth herein. In the event of any conflict or inconsistency between the Declaration and these Articles, the Declaration shall control.

ARTICLE III

PURPOSE AND POWERS

The purpose for which the Association is organized is the transaction of any and all lawful business for which nonprofit associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association does not contemplate pecuniary profit, gain or private advantage for itself or its incorporators, members, directors, officers, and the specific primary purpose for which this Association is formed is to provide for the protection, improvement, alteration, maintenance, repair, replacement, administration and

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operation of that certain property situated in the County of Maricopa, State of Arizona, as more particularly described in the Declaration, the assessment of expenses, payment of losses, disposition of casualty insurance proceeds, and other matters as provided in the Declaration, and any other activities in connection therewith or relating thereto and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose. No part of the net earning of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on the Association as a result the provisions of the Internal Revenue Code pursuant to which the Association seeks to be exempt from Federal Income Tax.

ARTICLE IV

CHARACTER OF AFFAIRS

The character of affairs that the Association initially intends to conduct is the operation as an association governing residential condominiums as contemplated by the Declaration.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

The Association shall have Members. Membership in the Association, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Declaration and any rules promulgated thereunder, and the Bylaws of the Association.

ARTICLE VI

KNOWN PLACE OF BUSINESS

The Association's known place of business shall be 5555 E. Van Buren, Suite 250, Phoenix, Arizona 85008.

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ARTICLE VII

STATUTORY AGENT

The name and address of the initial Statutory Agent for the Association is ZG Law Agent Services, c/o Zwilling & Georgelos P.C., 2425 E. Camelback Road, Suite 600, Phoenix, Arizona 85016.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporators are:

John Hill
5555 E. Van Buren, Suite 250
Phoenix, Arizona 85008

Wm. Timothy Sprague
2425 E. Camelback Road, Suite 400
Phoenix, Arizona 85016

All powers, duties and responsibilities of the incorporators shall cease at the time of filing of these Articles of Incorporation with the Arizona Corporation Commission.

ARTICLE IX

BOARD OF DIRECTORS

The number of persons to serve on the Board of the Association will be fixed by the Bylaws of the Association. The initial Board of Directors of the Association shall consist of two (2) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members of the Association, or until their successors are elected and qualified are:

John Hill
5555 E. Van Buren, Suite 250
Phoenix, Arizona 85008

Wm. Timothy Sprague
2425 E. Camelback Road, Suite 400
Phoenix, Arizona 85016

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ARTICLE X

DISSOLUTION

The Association may be dissolved as provided for in the Bylaws of the Association. Upon any dissolution of the Association, other than incident to a merger or a consolidation, the assets of the Association shall be dedicated, granted, conveyed, or assigned to any nonprofit corporation, association, trust, or other organization designated by the Members approving the dissolution as being the entity that will thereafter perform the duties and obligations of the Association under the Declaration.

ARTICLE XI

AMENDMENTS

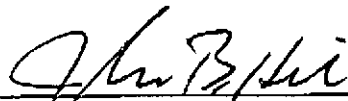
These Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of all Members of the Association then entitled to vote at any meeting called for such purpose.

ARTICLE XII

LIABILITY OF DIRECTORS

To the fullest extent permitted by the Arizona Revised Statutes (including A.R.S. § 10-3202(B) and A.R.S. §§ 10-3850 through 10-3858) as the same exists or may hereafter be amended, a Director of the Association shall not be liable to the Association or its members for monetary damages for any action taken or any failure to take any action as a Director. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a Director of the Association occurring prior to such repeal, amendment or modification.

INCORPORATORS:



John Hill

Wm. Timothy Sprague

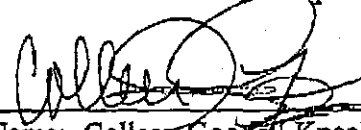
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CONSENT TO ACT AS STATUTORY AGENT

ZG Law Agent Services LLC, an Arizona limited liability company, having been designated to act as Statutory Agent of PORTLAND PLACE CONDOMINIUM ASSOCIATION, INC., an Arizona nonprofit corporation, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: April 19, 2005

ZG LAW AGENT SERVICES LLC,
an Arizona limited liability company

By: 

Print Name: Colleen Goodell Knecht

Its: Member

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISIONPhoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Portland Place Condominium Association, Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY John B. B. B. DATE 4/19/05
TITLE IncorporatorBY _____ DATE _____
TITLE _____BY [Signature] DATE 4/19/05
TITLE IncorporatorBY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

No. 3175 P. 1

Zwilling & Georgelos P.C.
2425 E. Camelback Road, Suite 600
Phoenix, AZ 85016
(602) 224-7888
Fax (602) 224-7889

TRANSMITTAL FOR FAX FILING

Date: April 19, 2005

TRANSMIT TO: Arizona Corporation Commission – Corporate Filings Section

FAX NO.: (602) 542-4990

ZG FILE NO: 802687-0002

FROM: Zwillinger & Georgelos P.C.
MOD Acct. NO. 1710
Fax No. 602-224-7889

Contact Person: Sandra Silvermale
Telephone: 602-224-7888

Name: **PORTLAND PLACE CONDOMINIUM ASSOCIATION, INC.**
Document type: Articles of Incorporation and Certificate of Disclosure

Number of Pages including Transmittal: 7

 X PLEASE EXPEDITE THIS FILING AND CHARGE THE APPLICABLE
FEE OF \$35.00 (PER FILING) TO MY ACCOUNT.

_____ The Corporation Commission hereby acknowledges receipt of the document type described herein. *

Filing fee(s) charged to your account in the amount of \$

_____ *There is a problem with your transmittal. Please call the undersigned at your earliest convenience. Thank you.*

Examiner: _____

Telephone: _____

***All documents are subject to review before filing.**

RECEIVED

APR 19 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION