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THE RECORD REPORTER

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RECEIVED

OCT 19 2005

RR# 879975

ARTICLES OF INCORPORATION OF BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION, INC.

Pursuant to Article 10, Chapters 24-40 of the Arizona Revised Statutes, the undersigned hereby adopts the following Articles of Incorporation:

1. Name: The name of the corporation shall be Bridgeview at Hayden Ferry Lakeside Condominium Association, Inc. (the "Association").

2. Purpose: The Association is organized and shall be operated as a nonprofit corporation, for purposes of conducting any or all lawful affairs for which corporations may be incorporated under the Arizona Nonprofit Corporation Act, as in effect on the date these Articles are filed, and any amendments thereof or successor statutes thereto, and for the purposes of acting as the "unit owner's association" as that term is defined and used in the Condominium Act (Title 33, Chapter 9, A.R.S. §33-1201 et. seq.) and for the purpose of performing or exercising all duties, obligations, responsibilities and rights imposed upon or granted to the Association in the Declaration of Condominium for Bridgeview at Hayden Ferry Lakeside, a Condominium (the "Declaration") recorded on September 22, 2005, in Instrument No. 20051401136, in the official records of the Maricopa County Recorder, Arizona. (References in these Articles to specific statutes shall be deemed to refer to such statutes as amended and to successor statutes thereto.)

3. Initial Activity: As its initial activity (which shall not limit the character of affair which the Association ultimately conducts), the Association intends to act as a property owners association, to own, care for, manage and maintain common area and common facilities, to adopt budgets, to collect assessments, and to take such other actions and engage in such other actions and activities as may be required of, or permitted for, the Association under the Declaration.

4. Statutory Agent: The name and address of the Association's initial statutory agent is CT Corporation System, 3225 North Central Avenue, Suite 1601, Phoenix, Arizona 85012.

5. Board of Directors: The board of directors (the "Board") shall initially consist of three members, subject to increase as provided in the Association's bylaws (the "Bylaws"). The initial directors and their addresses are: James R. Adair, 80 E. Rio Salado Parkway, Suite 410, Tempe, Arizona 85281; Randall Levin, 80 E. Rio Salado Parkway, Suite 410, Tempe, Arizona 85281; Sheryl Wirken, 80 E. Rio Salado Parkway, Suite 410, Tempe, Arizona 85281.

6. Incorporator: The name and address of the incorporator of the Association is: Bradley E. Wright, Esq., 80 E. Rio Salado Parkway, Suite 410

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Association (the "Members") and their voting rights shall be determined as provided in the Declaration.

8. Net Earnings; Transfer of Assets on Dissolution: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its purposes. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

9. Amendments: These Articles of incorporation may be amended as provided in A.R.S. §§10-11001 through 11004, as the same may be amended or revised. Except where approval of the members is required by statute, amendment shall require assent of members representing at least 51% of the total votes of the Association. All amendments shall be approved by Declarant, as such term is defined in the Declaration.

10. Indemnification: The Association shall indemnify each "director" and "officer" of the Association (as those terms are defined in A.R.S. §10-3850) to the fullest extent permissible: (a) under the provisions of the Arizona Nonprofit Corporation Act, including, without limitation, Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes; (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Declaration or by Bylaws; or (d) by an agreement adopted pursuant to the provisions of Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes.

11. Director Liability: A director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e), inclusive, of Section 10-3202 (b)(1), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Association shall be

AFFIDAVIT OF PUBLICATION

Reference #: -1222982-5

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION, INC.

I, Wendy Cooper, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

10/14/2005, 10/17/2005, 10/19/2005

Handwritten signature of Wendy Cooper

Subscribed and sworn to before me on the 19th day of October, 2005

Handwritten signature of Notary Public Diane M. Heuel



eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

12. Conflicts: in the event of any conflict between the Declaration and these Articles, the Declaration shall control. In the event of any conflict between these Articles and the Bylaws, these Articles shall control.

13. Dissolution: No person shall possess any property right in or to the property or assets of the Association. Upon termination of the condominium in accordance with provisions of the Condominium Act, the Association may be dissolved as provided in the Bylaws. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided in the Condominium Act.

14. Membership and Voting Rights: The Corporation shall have members. The membership of the Association shall consist exclusively of all of the owners of units or, following termination of the condominium, of all former unit owners entitled to distributions of proceeds under Section 33-1228, Arizona Revised Statutes, or their heirs, successors or assigns. The property, voting and other rights and privileges of members, and their liability for assessments and other charges, shall be as set forth in the Declaration, the Bylaws and the Condominium Act.
EXECUTED this 23rd day of September, 2005.

/s/ Bradley E. Wright
Incorporator
10/14/2005, 10/17/2005, 10/19/2005
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