AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

AUG 18 2006

FILE NO. 1266322-0

ARTICLES OF INCORPORATION OF ANDARE CONDOMINIUM ASSOCIATION

ARTICLE I
NAME

The name of the corporation is Andare Condominium Association (the "**Association**").

ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles of Incorporation (these "**Articles**") without definition shall have the meanings specified for such terms in the Arizona Condominium Act, A.R.S. §33-1201, *et seq.*, and in the Condominium Declaration for Andare Condominium (the "**Declaration**") recorded August 15, 2006 in the official records of the County Recorder of Maricopa County, Arizona, as Instrument No. 2006-1088847, as amended from time to time.

ARTICLE III
KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 17851 North 85th Street, Suite 105, Scottsdale, Arizona 85255.

ARTICLE IV
STATUTORY AGENT

CT Corporation System, a Delaware corporation doing business in Arizona, whose address is 2394 East Camelback Road, Phoenix, Arizona 85016, is hereby appointed and designated the initial statutory agent for the Association.

ARTICLE V
CHARACTER OF BUSINESS

The Association is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act. The character of the business which the Association intends to conduct in Arizona is to (a) constitute the Association referred to in the Declaration; (b) provide for the management, maintenance and care of the Common Elements; and (c) exercise and perform such other powers and duties as are imposed upon or granted to the Association under the Condominium Act and the Condominium Documents.

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be Unit Owners. All Unit Owners shall be mandatory Members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Unit Owner of a Unit, a Person consents to becoming a member of the Association. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Condominium Documents. The provisions of the Condominium Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated in these Articles by reference.

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until their death, resignation or removal are as follows:

Name	Mailing Address
David Walls	17851 North 85th Street, Suite 105 Scottsdale, Arizona 85255
Todd Bowden	17851 North 85th Street, Suite 105 Scottsdale, Arizona 85255
Roger Zetah	17851 North 85th Street, Suite 300 Scottsdale, Arizona 85255

The number of directors may thereafter be changed from time to time by the Board of Directors provided always that the minimum number of directors shall be three (3) and the maximum number of directors shall be nine (9) and provided further that the number of directors must always be an odd number. Following the Period of Declarant Control, the majority of directors must be Unit Owners. The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that during the Period of Declarant Control, the Declarant, without the consent of any Unit Owner, may amend the Bylaws in order to: (a) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner; (b) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Unit Owner; or (c) comply with the regulations or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration.

ARTICLE VIII
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Name	Position
David Walls	President
Todd Bowden	Vice President
Roger Zetah	Secretary/Treasurer

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as amended from time to time. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the total votes in the Association. So long as the Declarant owns one or more Units, the Association may not be dissolved without the prior written approval of the Declarant.

ARTICLE XI
AMENDMENTS

These Articles may be amended by Members holding at least sixty-seven percent (67%) of the total votes in the Association, except that during the Period of Declarant Control the Declarant shall have the right to amend these Articles in order to: (a) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner; (b) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Unit Owner; or (c) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans

Administration. Notwithstanding the foregoing, any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant owns one or more Units.

ARTICLE XII
INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action brought by or instituted in the right of the Association, by reason of the fact that he/she is or was a Member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, if he/she acted, or failed to act, in good faith and he/she reasonably believed (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interest, (b) in all other cases, that the conduct was at least not opposed to its best interests, and (c) in the case of any criminal action or proceeding, that he/she had no reasonable cause to believe the conduct was unlawful. Any indemnification of the Members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XIII
DURATION

The Association shall exist perpetually.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of this Association is:

Name	Address
Lorence M. Zimtbaum	17851 North 85th Street, Suite 300 Scottsdale, Arizona 85255

Dated this 16th day of August, 2006.

Lorence M. Zimtbaum, Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned CT Corporation System, a Delaware corporation doing business in Arizona, whose address is 2394 East Camelback Road, Phoenix, Arizona 85016, hereby acknowledges and accepts the appointment as statutory agent of Andare Condominium Association and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 11th day of August, 2006.

CT CORPORATION SYSTEM, a
Delaware corporation

By: Maria Ozaeta
Name: Maria Ozaeta
Its: Vice President

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

ANDARE CONDOMINIUM ASSOCIATION
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 12/31.

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 _____ DATE 8-16-06
TITLE Lorenee M. Zirkbaum, Incorporator

BY _____ DATE 8/17/06
TITLE David Walls, President

BY _____ DATE 8/17/06
TITLE Todd Bowden, Vice President

BY _____ DATE 8/16/06
TITLE Roger Zetah, Secretary/Treasurer

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.

CF: 0001 - Non-Profit
Rev: 4/04

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

Important: USE A SEPARATE COVER sheet for each document.

Are you filing: ☑ New Entity ☐ Change to existing Entity ☐ Re submission/Correction

Please Select AND Complete all the Appropriate Sections 1 through 10:

Regarding (Name/Proposed name for Corp/LLC):

1. Type in Name: ANDARE CONDOMINIUM ASSOCIATION

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 For Authority (Business)	$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: _____	

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 ($35.00 extra)
   - ☐ Expedite Certified Copies ($35.00 extra)

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.azcc.gov/corp
   - ☐ *Regular* View current processing times at www.azcc.gov/corp

5. Select Payment type:
   - ☐ Check Amt _____ Check #_____
   - ☐ Cash Amt _____
   - ☑ MOD Amt 75.00 MOD # 1786
   - ☐ No fee required
   - ☐ See attached distribution of funds instructions

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CORPORATIONS DIVISION

6. Total Payment Type: $ 75.00

7. Other Special Instructions: _____

8. SELECT ONE RETURN DELIVERY OPTION :
   ☐ Mail ☐ Pick Up ☑ Fax # 480.375.2916

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

Pick-up by: _____ **Date:** _____
(FOR ACC USE ONLY. Do not fill in this box)

Name/Service Co. _____ Phone: _____

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: _____