



THE RECORD REPORTER

- SINCE 1914 -

1505 N CENTRAL AVE #200, PHOENIX, AZ 85004-1725  
Telephone (602) 417-9900 / Fax (602) 417-9910

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APR 20 2007

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

CRYSTAL HOLGATE  
BEUS GILBERT PLLC  
4800 N SCOTTSDALE RD #6000  
SCOTTSDALE, AZ - 85251

RR# 1118601

ARTICLES OF INCORPORATION  
OF  
THE ALLISON UNIT OWNERS  
ASSOCIATION, INC.

In compliance with the requirements of the Statutes of the State of Arizona pertaining to nonprofit corporations, A.R.S. §10-2301, et seq., the undersigned, who is of legal age, has this day voluntarily associated for the purpose of forming a nonprofit corporation and does hereby certify:

ARTICLE I  
NAME: The name of the corporation is THE ALLISON UNIT OWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II  
DURATION: The time of commencement of this corporation shall be the date upon which these Articles are filed with Arizona Corporation Commission and the duration shall be perpetual unless THE ALLISON UNIT OWNERS ASSOCIATION, INC. is dissolved.

ARTICLE III  
PURPOSE: The Association is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act. The object and purpose for which the Association is organized is to provide for the management, maintenance and care of the Common Elements including the Limited Common Elements and the preservation, architectural control and enforcement of covenants, conditions and restrictions on the real property described in the Declaration of Covenants, Conditions, Restrictions and Easements for Crystal Cave Condominiums, a condominium, recorded in the Records of the Maricopa County Recorder and to perform such other duties as are imposed upon the Association under the Condominium Documents, and to have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation statutes of the State of Arizona may now or hereafter have or exercise.

ARTICLE IV  
CHARACTER OF BUSINESS: The character of the business that the Association intends to conduct in Arizona is to provide for the management maintenance and care of the Common Elements including the Limited Common Elements and the preservation, architectural control and enforcement of covenants, conditions and restrictions on the real property described in the Declaration of Covenants, Conditions, Restrictions and Easements for The Allison, a Luxury Condominium, to be recorded in the Records of the Maricopa County Recorder and under the Arizona Condominium Act A.R.S. §33-1281 et seq., and other areas and to perform such other duties as are imposed upon the Association under the Condominium Documents.

ARTICLE V  
STATUTORY AGENT: The statutory agent is Michael Morrison, 14145 N. 92nd Street, Scottsdale, Arizona 85260, upon which all notices and

processes, including service of summons, may be served, the Board may revoke the appointment of such agent at any time, and shall have the power to fill any vacancy.

ARTICLE VI  
PLACE OF BUSINESS: The known office of business of the Association is 14145 N. 92nd Street, Scottsdale, AZ 85260.

ARTICLE VII  
MEMBERSHIP AND VOTING RIGHTS: The corporation shall be a non-stock corporation and shall be owned by all of its Members. Membership shall be limited to persons or entities who are record owners of fee or undivided fee interests in any Unit which is subject to the Declaration (including, but not limited to, an Owner who acquires title by means of a sheriff's deed as a result of a mortgage foreclosure, a trustee's deed as a result of a non-judicial foreclosure of a deed of trust, or a deed in lieu of foreclosure of any mortgage or deed of trust and including contract purchasers), including Declarant, shall be Members of the Association. A Member shall also be referred to herein as an "Owner." Membership shall be appurtenant to and may not be separated from ownership of any Unit, which is subject to assessment by the Association. An Owner's Membership in the corporation shall cease and terminate immediately upon the Owner's ceasing to be an Owner. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Condominium Declaration. The provisions of the Condominium Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated by reference.

ARTICLE VIII  
INCORPORATORS AND DIRECTORS: The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the incorporators and initial directors of the Association who shall serve as director until he or she resigns, is removed or his or her successor is elected and qualified are as follows:  
Michael Morrison  
14145 N. 92nd Street  
Scottsdale, AZ 85260

The number of directors may be changed from time to time by the Board of Directors, but the number of directors may not be less than one (1) nor more than five (5) and must be an odd number provided, however, that after the expiration of the Period of Declarant Control the number of directors shall not be less than three (3).

The Board of Directors shall conduct the affairs of the corporation. The Board 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 these Articles or the Bylaws in

AFFIDAVIT OF PUBLICATION

Reference #: 25116-001

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: THE ALLISON UNIT OWNERS ASSOCIATION, INC.

13473898

I, MARCIA NOHAVA, 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 will be/has been published on the following dates:

04/16/2007, 04/18/2007, 04/20/2007

*Signature of Marcia Nohava*

Subscribed and sworn to before me on the 20TH day of APRIL, 2007

*Signature of Annette R. Acosta*



ANNETTE R. ACOSTA  
Notary Public - Arizona  
Maricopa County  
Expires 10/15/2010

1347389-8

order to (i) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner, (ii) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Unit Owner, or (iii) as may be requested or required by FHLMC, FNMA, FHA, VA or any other governmental, quasi governmental agency or federal corporation guaranteeing or insuring any mortgage loans governing transactions involving mortgages securities.

**ARTICLE IX OFFICERS:** The Board of Directors may select officers from their membership from time to time, including a President, a Vice President, a Secretary and a Treasurer. The following person shall constitute the initial officers of the corporation:

Michael Montson, President  
14145 N. 92nd Street  
Scottsdale, AZ 85260  
Toby Bryant, Secretary  
14145 N. 92nd Street  
Scottsdale, AZ 85260

**ARTICLE X LIMITATION ON DIRECTOR LIABILITY:**

A director of this corporation shall not be personally liable to the corporation or its members for monetary damages for any action taken or any failure to take action as a director and such liability 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 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 XI SEVERABILITY:**

If any provision of these Articles or the Bylaws should be invalid for any reason, such invalidity shall in no way affect any other provisions, which shall remain in full force and effect.

**ARTICLE XII INDEMNIFICATION OF BOARD OF DIRECTORS AND OFFICERS:**

Subject to the limitations of the Arizona Nonprofit Corporation Act, the Association shall indemnify all of the existing and former directors, officers and committee members against all expenses incurred by them and each of them including, but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, actually and reasonably incurred by him or her in connection with such action, if he or she acted or failed to act, in good faith and reasonably believed (a) in the case of conduct in an official capacity with the Association, that his conduct was in his best interest; (b) in all other cases, that the conduct was at least not opposed to his best interests; and (c) in the case of any criminal action or proceeding, that he or 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. The corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its choosing, to defend him or her in the action.

**ARTICLE XIII DISSOLUTION:**

Subject to and in accordance with the restrictions imposed by the Declaration and by the Federal Home Loan Mortgage Corporation, FNMA, VA or the FHA (to the extent such organizations are involved in making, guaranteeing or insuring loans secured by Units in Crystal Cove Condominiums, a condominium), the Association may be dissolved with the exact terms in writing and signed by not less than three fourths (3/4) of each class of Members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the corporation shall be distributed exclusively to one or more other corporations or organizations having purposes substantially similar to those of the corporation.

**ARTICLE XIV CONFLICT WITH DECLARATION AND OTHER LIMITATIONS:**

Capitalized terms used in these Articles without definitions shall have the meanings specified for such terms in the Condominium Declaration, the Arizona Condominium Act (A.R.S. §33-12012 et seq.). To the extent that any part or provision of these Articles is contrary to or inconsistent with provisions of the Declaration, the terms and provisions of the Declaration shall prevail. As set forth in the Declaration, the corporation is subject to certain limitations. No amendment hereof, nor any action taken by the corporation pursuant hereto, shall be contrary to, or in conflict with, the limitations set forth in the Declaration, and any such amendment or action shall be void to the extent of such inconsistency.

**ARTICLE XV AMENDMENT:**

Subject to the provisions of Article XVI hereof, the Members may, at a duly noticed and convened regular or special meeting called for such purpose, amend, after or repeal any provision of these Articles by the affirmative vote of two thirds (2/3) of the vote then entitled to be cast. Any such amendment shall be effected by the Association filing with the Arizona Corporation Commission, in accordance with applicable law, a Certificate of Amendment. Notwithstanding anything herein to the contrary, during the Period of Declarant Control, the Declarant shall have the right to amend these Articles in order to: (1) comply with the Arizona 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 or Articles, 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. The Declarant shall approve any amendment of these Articles in writing so long as the Declarant owns one or more Units. Notwithstanding anything contained herein to the contrary, the number of directors, the known place of business and the statutory agent may be changed by amendment of the Bylaws of the Association.

**ARTICLE XVI FHAVA/FNMA APPROVAL:**

As long as there is a Class B membership, and provided such agencies are involved in making, insuring or guaranteeing any mortgage loans within the Property, the following actions will require the prior approval of the Federal Housing Administration (FHA), FANNIE MAE, or Freddie Mac or the Veterans Administration (VA) annexation of additional properties, mergers and consolidations, merging of Common Elements, dedication of Common Elements, acquisition and amendment of these Articles.

**IN WITNESS WHEREOF,**

for the purpose of forming this corporation under the laws of the State of Arizona, the undersigned, constituting the incorporator of this corporation, has executed these Articles of Incorporation on the 18th day of January 2007.

Incorporator  
Michael Montson

STATE OF ARIZONA  
County of Maricopa  
SUBSCRIBED AND SWORN TO  
before me by Michael Montson, this  
18 day of January 2007.

Toby James Alfonso  
Notary Public

My Commission Expires:  
THE UNDERSIGNED, having been designated to act as Statutory Agent for the above referenced corporation, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Michael Montson

4/16, 4/18, 4/20/07 RR-11188018

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**TRANSMITTAL FOR FAX FILING**

To: Corporations Division  
**ARIZONA CORPORATION COMMISSION**  
1300 West Washington Street  
Phoenix, Arizona 85007

Fax Number: (602) 542-4100

From: Chrystal Holgate  
**BEUS GILBERT PLLC**  
4800 N. Scottsdale Road, Suite 6000  
Scottsdale, Arizona 85251  
(480) 429-3078

Fax Number: (480) 429-3100  
Date: **4/24/07**  
User Number: **3326**  
Client Matter Number: **25116-001**  
Attorney: **FDJ**

Advance Account Number: **01537**

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Corporation Name: **The Allison Unit Owners Association, Inc.**

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Documents Attached: **Affidavit of Publication**

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CORPORATIONS DIVISION

Total Number of Pages: **4**

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

DATE STAMP

Filing fees in the amount of \$\_\_\_\_\_ were charged to your account.

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

Examiner: \_\_\_\_\_

Telephone: \_\_\_\_\_

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ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: Use a separate cover sheet for each document.

Regarding: The Allison Unit Owners Association, Inc.

Please Check or Complete the Appropriate Sections:

- A. 1.  New Entity Filing     Change to Existing Entity     Resubmission / Corrected Document
- 2.  Domestic     Foreign
- 3.  Profit / Business Corporation (B)     Nonprofit Corporation (NP)     LLC     Trust     Other
- 4. Payment     Check # \_\_\_\_\_     Cash     MOD Account # 01537  
     Amount \$ \_\_\_\_\_     No Fee Required     See Attached Distribution of Funds Instructions
- 5. Processing:     Expedited     Regular

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B. Filing Type: (Check One Only)

- Articles of Domestication
- Articles of Incorporation
- Articles of Organization
- Application to Transact Business (B)
- Application to Conduct Affairs (NP)
- Application for New Authority
- Application for Registration
- Articles of Amendment
- Articles of Amendment & Restatement
- Publication of Articles
- Articles of Correction
- Merger of \_\_\_\_\_  
     Into: \_\_\_\_\_
- Other: \_\_\_\_\_

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CORPORATIONS DIVISION

C. Special Instructions: \_\_\_\_\_

D. Extras:

- Certified Copies # \_\_\_\_\_     Expedite Certified Copies
- Good Standing Certificate # \_\_\_\_\_     Expedite Good Standing Certificate

E. RETURN DELIVERY VIA:  Mail or  Pick Up or  Fax (480) 429-3100

The following individual should be called to pick up completed documents when necessary:

Name: Chrystal Holgate

Phone: (480) 429-3078

Picked-up by: \_\_\_\_\_ Date: \_\_\_\_\_

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:

Chrystal Holgate  
Beus Gilbert PLLC  
4800 N. Scottsdale Road, Suite 6000  
Scottsdale, Arizona 85251