

**ARTICLES OF INCORPORATION
OF
OPTIMA KIERLAND CENTER 7180 CONDOMINIUM ASSOCIATION, INC.
(an Arizona Nonprofit Corporation)**

In compliance with the requirements of Section 10-3201, *et seq.* and Section 33-1201, *et seq.* Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

**ARTICLE I
Name**

The name of the corporation is Optima Kierland Center 7180 Condominium Association, Inc. ("Association"). The Association is formed as a nonprofit corporation under Arizona laws. The Association shall make no distributions of income to its Members, directors or officers.

**ARTICLE II
Definitions**

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the recorded Declaration of Condominium, Covenants, Conditions, Restrictions, and Reservation of Easements for Optima Kierland Center 7180 Condominium, as the same may be amended from time to time ("Declaration").

**ARTICLE III
Purposes and Powers of the Corporation**

The purposes for which the Association is organized, and the character of affairs which the Association initially intends to actually conduct in Arizona, are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association, as such Bylaws may be amended from time to time ("Bylaws"), and as provided by law;

(b) to serve as the governing body for all of the Owners of Units for the protection, improvement, alteration, maintenance, repair, replacement, administration, and operation of the Condominium, the assessment for the payment of expenses, payment of losses, disposition of casualty insurance proceeds, and other matters as provided in the Condominium Documents or otherwise necessary or appropriate to the proper functioning of the Association and the Condominium; and

(c) the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and

duties and to exercise the rights and powers set out in these Articles of Incorporation (the "Articles"), the Bylaws, or the Declaration.

The Association shall have the power to participate in mergers and consolidations with other corporations organized for the same purposes or annex additional property, streets, roadways, or alleys in accordance with A.R.S. § 33-1201 et seq. (the Arizona Condominium Act).

The Association shall not carry on any activities not permitted to be carried on by a property owners association exempt from Federal Income Tax under Section 528 of the Internal Revenue Code of 1986 (26 U.S.C. § 528) or the corresponding provisions of any future United States revenue law.

ARTICLE IV

Directors

A Board of Directors of the Association ("Board") shall conduct, manage, and control the Association. The initial Board shall consist of three directors. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

David C. Hovey, Jr.	7157 East Rancho Vista Drive Suite 109 Scottsdale, Arizona 85251
Mark Riehle	7157 East Rancho Vista Drive Suite 109 Scottsdale, Arizona 85251
Thaddeus Lenick	7157 East Rancho Vista Drive Suite 109 Scottsdale, Arizona 85251

Directors shall be elected to the Board pursuant to the procedures set forth in the Bylaws. The number and terms of the directors and the qualifications for and rights of the directors shall be as set forth in the Bylaws.

ARTICLE V

Statutory Agent

The Association hereby appoints David C. Hovey, Jr. whose address is 7157 East Rancho Vista Drive, Suite 109, Scottsdale, Arizona 85251, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE VI

Known Place of Business

The street address of the known place of business of the Association is 7157 East Rancho Vista Drive, Suite 109, Scottsdale, Arizona 85251.

ARTICLE VII
Incorporator

The name of the incorporator of the Association is Thaddeus Lenick and such incorporator's address is 7157 East Rancho Vista Drive, Suite 109, Scottsdale, Arizona 85251.

ARTICLE VIII
Members and Voting Rights

The provisions of the Declaration and the Bylaws pertaining to membership and voting rights of Members are incorporated in these Articles by reference. Without in any way limiting the foregoing statement, each Owner of a Unit within the Condominium shall be entitled to membership, membership shall be appurtenant to such ownership, and Members shall have one (1) vote for each Unit owned. Change of membership in the Association shall be established by recording a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated. The share of a Member in the privileges, rights, and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Unit.

ARTICLE IX
Dissolution

The Association may be dissolved only in accordance with the provisions of the Declaration and in accordance with Arizona law.

ARTICLE X
Indemnification; Insurance

The Association shall indemnify, to the maximum extent from time to time permitted by Arizona law, as the same exists or may hereafter be amended, any person who incurs liability or expense by reason of such person acting as an officer or director of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or was serving at the request of the Association as a director or officer, against any liability or expense asserted against or incurred by such person in any such capacity or arising out of such person's status as such whether or not the Association would have had the power to indemnify such person against such liability or expense under this Article.

ARTICLE XI
Limitation of Liability

To the fullest extent permitted by Arizona law, 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 amendment or repeal of the provisions of this Article that adversely affects the right of a director of the Association under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such person.

The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Association for any liability of a director which has not been eliminated by the provisions of this Article.

ARTICLE XII
Dispute Resolution

The Association and its Members are subject to the dispute resolution sections of the Declaration. The procedures prescribed in the Declaration are in addition to and shall not be construed to conflict with any requirements under the laws of the State of Arizona.

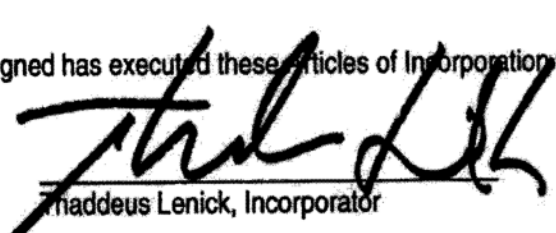
ARTICLE XIII
Amendments

These Articles may be amended by the vote of Unit Owners owning at least two-thirds (2/3) of the Units within the Condominium, but no amendment may conflict with the Declaration or affect any reserved rights or privileges or exemptions of Declarant, and amendments shall first be proposed by the Board of Directors to the extent required by law.

ARTICLE XIV
Conflicts

In the case of any conflict between the terms hereof and the Declaration, the Declaration shall always control, and in the case of a conflict with the Bylaws, these Articles of Incorporation shall control.

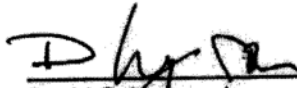
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21ST day of September 2018.


Thaddeus Lenick, Incorporator

CONSENT OF STATUTORY AGENT

David C. Hovey, Jr. having been designated to act as Statutory Agent for Optima Kierland Center 7180 Condominium Association, Inc. hereby consents to act in that capacity until removed or its resignation is submitted.

DATED: September 21, 2013



David C. Hovey, Jr.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003I***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Optima Kierland Center 7180 Condominium Association, Inc.**2. FELONY/JUDGMENT QUESTIONS :**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	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 signing of this certificate?	☐ Yes	☒ No
2.2	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 signing of this certificate?	☐ Yes	☒ No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes	☒ No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	☐ Yes	☒ No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Thaddeus Lenick

Name 7157 East Rancho Vista Drive, Suite 109		
Address 1		
Address 2 Scottsdale	State AZ	Zip 85251
City Country	UNITED STATES	

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Signature
Thaddeus Lenick
Printed Name

09/21/2018
Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name		
Address 1		
Address 2	State	Zip
City Country		

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None	Mail: Arizona Corporation Commission - Corporate Filings Section
All fees are nonrefundable - see Instructions.	1300 W. Washington St., Phoenix, Arizona 85007
	Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.