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THE RECORD REPORTER

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SHEILA SAWYER
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8355 E HARTFORD DR #200
SCOTTSDALE, AZ - 85255

RECEIVED

MAR 04 2015

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

RR# 2722460

ARTICLES OF INCORPORATION
OF
INSPIRE ON EARLL
CONDOMINIUMS HOMEOWNERS'
ASSOCIATION

In compliance with the requirements of § 10-3101, et seq., Arizona Revised Statutes, the undersigned certify:

ARTICLE I
NAME

The name of the corporation is Inspire on Earll Condominiums Homeowners' Association (the "Association").

ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles of Incorporation but not defined herein shall have the meanings specified for such terms in Declaration of Condominium and Covenants, Conditions, and Restrictions for Inspire on Earll Condominiums, as recorded in the official records of Maricopa County, Arizona, as the same may be amended from time to time (the "Declaration").

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association shall be located at 7300 E. Earll Drive, Scottsdale, Arizona 85251.

ARTICLE IV
STATUTORY AGENT

Jason F. Wood, Titus Brueckner & Levine PLC, whose address is 8355 E. Hartford Drive, Suite 200, Scottsdale, Arizona 85255, and who is a bona fide resident of the State of Arizona, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The object and purpose for which the Association is organized is to provide for the management, maintenance and care of the Common Elements and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration, these Articles and the Bylaws of the Association. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as the may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Elements, to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Declaration, these Articles and the Bylaws of the Association, and to act in furtherance of the common good and general welfare of the Inspire on Earll Condominiums community.

ARTICLE VII
MEMBERSHIP AND VOTING
RIGHTS

Membership in the Association shall be limited to Unit Owners that are subject to assessment. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration, these Articles and the Bylaws of the Association.

ARTICLE VIII
BOARD OF DIRECTORS

During the Period of Declarant Control, the Declarant shall have the sole and exclusive right to appoint and remove the members of the Board of Directors and the officers of the Association, which appointees do not have to be Unit Owners. Upon the termination of the Period of Declarant Control, the Unit Owners shall elect the Board of Directors, which must consist of at least three (3) but no more than nine (9) members, all of whom must be Unit Owners. The Board of Directors elected by the Unit Owners shall then elect the officers of the Association. Declarant may voluntarily surrender its right to appoint and remove the members of the Board of Directors and the officers of the Association before termination of the Period of Declarant Control, and in that event the Declarant may require, for the duration of the Period of Declarant Control, that specified actions of the Association or the Board of Directors, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the initial directors of the Association, who shall serve until the first annual meeting of the Members or until their successors are elected and qualified, are as follows:

- Name Mailing Address
Robert A. Lyles
8135 E. Indian Bend Road, Suite 101
Scottsdale, AZ 85250
Paulette A. Watts
8135 E. Indian Bend Road, Suite 101
Scottsdale, AZ 85250

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 the Declarant, so long as the Declarant is the Owner of any Unit, and thereafter the Board, without a vote of the Members, shall have the right to amend the Bylaws in order to comply with the requirements or guidelines in effect from time to time of any Agency, including, without limitation, any governmental or quasi-governmental entity or federal corporation guarantying or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, Fannie Mae, the Federal Home Loan Mortgage Corporation ("FHLMC"), the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"), whose approval of the Condominium Documents or the Declaration is requested by the Declarant or the Association. So long as the Declarant

AFFIDAVIT OF PUBLICATION

Reference #: 2571.2

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: INSPIRE ON EARLL CONDOMINIUMS HOMEOWNERS' ASSOCIATION 19808729

I, Heather Clayton, 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 (also publishing for Pima County), State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

03/04/2015, 03/06/2015, 03/09/2015

Handwritten signature of Heather Clayton

State Of Arizona)
)ss.
County Of Maricopa)

Subscribed and sworn to before me on the 4th day of March, 2015

Handwritten signature of Cathy L Fisher



CATHY L FISHER
Notary Public - Arizona
Maricopa County
Expires 07/31/2016



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is the Owner of any Unit, any amendment of the Bylaws must be approved in writing by the Declarant.

ARTICLE IX 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:

Robert A. Lyles President
Patricia A. Watts Secretary/Treasurer

ARTICLE X INCORPORATOR

The incorporator of the Association is:
Robert A. Lyles
8135 E. Indian Bend Road, Suite 101
Scottsdale, AZ 85250

ARTICLE XI LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent allowable under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 et seq., as may be amended from time to time), each director of the Association shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said director was acting in good faith and within the scope of his or her official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is formed) unless such damage or injury was caused by willful or grossly negligent conduct of such director. The intent of this provision is to give all directors the full extent of immunity available under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 et seq., as may be amended from time to time).

ARTICLE XII INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS

The Association shall indemnify any person who incurs expenses or liability by reason of the fact that he or she is or was an officer, director, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its choosing, to defend him or her in the action.

ARTICLE XIII AMENDMENT

These Articles may be amended by Members representing at least sixty-seven percent (67%) of the votes in the Association; provided, however, that the Declarant, so long as the Declarant is the Owner of any Unit, and thereafter the Board, without a Vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of any Agency, including, without limitation, Fannie Mae, the FHLMC, the FHA, the VA or any

federal, state or local governmental agency whose approval of the Inspire on Earth Condominiums, the Declaration, the Bylaws or these Articles is required by law or requested by the Declarant or the Association. During the Period of Declarant Control, any amendment to these Articles must be approved in writing by the Declarant in order to be effective.

ARTICLE XIV DISSOLUTION

Upon dissolution or liquidation of the Association, other than incident to a merger or consolidation, the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 et seq., as may be amended from time to time), and the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Association was created. Dated this 26 day of January, 2015.

By: /s/Robert A. Lyles
Title: Incorporator

3/4, 3/6, 3/9/15

RR-2722460#