

MAY 05 2015

FILE NO. 20038243

**ARTICLES OF INCORPORATION
FOR
UPTOWN ROW COMMUNITY ASSOCIATION**

ARTICLE I: NAME

The name of the corporation is Uptown Row Community Association (the "Association").

ARTICLE II: DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified in the Declaration of Covenants, Conditions and Restrictions for Uptown Row, including any amendments thereto (the "Declaration").

ARTICLE III: DURATION

The Association shall exist perpetually.

ARTICLE IV: PURPOSE OF ASSOCIATION

The Association is organized as a non-profit corporation to perform the duties and obligations set forth in the Declaration. In furtherance of the foregoing, the Association may exercise any and all powers, rights and privileges for which a non-profit corporation may exercise under Arizona law.

The character of affairs that the Association initially intends to conduct is to act as a property owners association and to perform all things and exercise all the power and rights of a corporation that are lawful and consistent with the foregoing purposes and the nonprofit character of the Association. Without limiting the generality of the foregoing, the Association is organized to manage, maintain and administer the Common Area and common facilities, to collect and disburse assessments lawfully charged against the Owners of the Lots subject to assessment, and to perform or exercise all duties of, and to administer and enforce, the Declaration.

ARTICLE V: MEMBERSHIP

The Association shall have Members. The Members of the Association shall consist of the Owners of the Lots. Membership in the Association shall be specifically defined by the Declaration and/or the Bylaws. Membership is appurtenant to, and inseparable from, ownership of a Lot.

ARTICLE VI: PLACE OF BUSINESS

The known place of business of the Association, as may be amended from time to time, shall be located at 514 West Mariposa Street, Phoenix, Arizona 85013.

ARTICLE VII: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director of the Association to the Association or its Members for monetary damages is hereby eliminated to the fullest extent permitted by the Arizona Non-Profit Corporation Act, as it may be 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 VIII: INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than for an action by or in the right of the Association, by reason of the fact that he/she was a 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: (i) in the case of conduct in an official capacity with the Association, that the conduct was in the best interest of the Association; (ii) in all other cases, that the conduct was at least not opposed to the best interest of the Association; and (iii) 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 directors, officers, employees or agents of the Association shall be governed by and made in accordance with the Arizona Non-Profit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article 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 IX: BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The Declarant may increase the number of directors to three (3) during the Period of Declarant Control. The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualified are as follows:

Evan Boxwell
514 W. Mariposa Street
Phoenix, Arizona 85013

The directors shall elect the officers of the Association in accordance with the provisions of the Bylaws. After the Period of Declarant Control, the number of directors shall be set forth in the Bylaws.

ARTICLE X: STATUTORY AGENT

The name and address of the initial statutory agent of the Association is as follows:
Evan Boxwell, 514 West. Mariposa Street, Phoenix, Arizona 85013

ARTICLE XI: INCORPORATORS

The name and address of the incorporator of the Association is as follows:

Evan Boxwell
514 West Mariposa Street
Phoenix, Arizona 85013

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

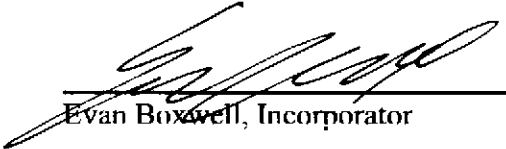
ARTICLE XII: DISSOLUTION

The Association may be dissolved by the affirmative vote or written consent, or any combination thereof, of Members holding at least seventy-five percent (75%) of the votes in the Association. Upon dissolution 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 Non-Profit Corporation Act, 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. During the Period of Declarant Control, any dissolution of the Association must also be approved in writing by the Declarant.

ARTICLE XIII: AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote or written consent, or any combination thereof, of Members holding at least seventy-five percent (75%) of the votes in the Association. During the Period of Declarant Control, any amendment to the Articles of Incorporation must also be approved in writing by the Declarant. Notwithstanding the foregoing, the Declarant may unilaterally amend the Articles of Incorporation without a vote of the Members during the Period of Declarant Control.

IN WITNESS HEREOF, the undersigned has set his hand hereunto this 1st day of MAY 2015.

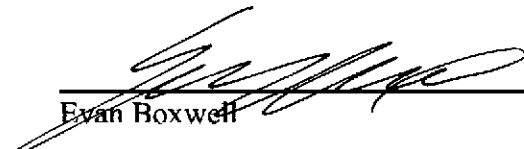


Evan Boxwell, Incorporator

ACCEPTANCE BY STATUTORY AGENT

I, Evan Boxwell, having been designated to act as statutory agent, hereby consent to act in that capacity until removed or a resignation is submitted in accordance with applicable law.

DATED this 1st day of May 2015.



Evan Boxwell

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** - give the exact name of the corporation in Arizona:

Uptown Row Community Association

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ): N/AFind the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. 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:

4.1	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
4.2	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
4.3	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
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form CU04.		

5. BANKRUPTCY QUESTION:

5.1 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

5.2 If the answer to number 5.1 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.

Evan Boxwell

Name

514 W. Mariposa Street

Address 1

Address 2

Phoenix

AZ

85013

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Evan Boxwell

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.

Name

Address 1

Address 2

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury 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 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
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.