



05168182

RECEIVED

JUL 07 2015

THE RECORD REPORTER

~ SINCE 1914 ~

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION2025 N THIRD ST #160, PHOENIX, AZ 85004-1425
Telephone (602) 417-9900 / Fax (602) 417-9910Publishing for Maricopa
and Pima Counties

RECEIVED

MAY 27 2015

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISIONMELONY SCHIFFNER
STRATMAN LAW FIRM PLC
20860 N TATUM BLVD #380
PHOENIX, AZ - 85050

RR# 2755154

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: UPTOWN ROW COMMUNITY ASSOCIATION 20038243

I, Diane Hauel, 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:

05/27/2015, 05/29/2015, 06/01/2015

State Of Arizona)
ss.
County Of Maricopa)

Subscribed and sworn to before me on the 27th day of May, 2015



HEATHER CLAYTON
Notary Public—Arizona
Maricopa County
Expires 07/31/2016

ARTICLES OF INCORPORATION
FORUPTOWN 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 Maricopa 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 Board of Directors shall be one (1). The Declaration may increase the number of directors to three (3) during the Period of Declaration 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:

Even Bonwell
514 W. Maricopa 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 Declaration 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: Even Bonwell, 514 West Maricopa Street, Phoenix, Arizona 85013.

ARTICLE XI: INCORPORATORS

The name and address of the incorporator of the Association is as follows:
Even Bonwell
514 W. Maricopa 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



* A 0 0 0 0 0 3 7 7 2 7 7 4 *

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 XII: 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 WHEREOF, the undersigned has set his hand hereunto this 1st day of May, 2015.

/s/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.
/s/Evan Boxwell

5/27, 5/28, 6/1/15

RR-2755154#



HEATHER CLAYTON
Notary Public—Arizona
Maricopa County
Expires 07/31/2016