

**ARTICLES OF INCORPORATION
OF
CHANDLER AIRPARK GARAGE CONDO NORTH ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, does hereby adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation (hereinafter “**Association**”) is Chandler Airpark Garage Condo North Association.

2. **Duration.** The period of duration of the Association shall be perpetual.

3. **Principal Place of Business.** The initial known place of business and principal office for the transaction of business of the Association is located at 8585 E. Hartford Drive, Ste. 116, Scottsdale, Arizona 85255.

4. **Statutory Agent.** The name and address of the Association’s initial Statutory Agent, a duly organized domestic limited liability company, are:

Chandler TB III, L.L.C.
8585 E. Hartford Dr., Ste. 116
Scottsdale, Arizona 85255

5. **Nonprofit Corporation.** This Association is organized as a nonprofit corporation under the laws of the State of Arizona.

6. **Purpose and Powers.** This Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purpose for which it is formed are to provide for the management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Elements and all other areas for which the Association has such responsibility within that certain commercial/garage condominium project known as Garage Condos at Chandler Airpark North, a Condominium. The Condominium is depicted on that certain condominium Plat Recorded at Book 1747 of Maps, page 28, in the Official Records of the Maricopa County, Arizona Recorder and more particularly described in that certain Declaration of Commercial Condominium and of Covenants, Conditions and Restrictions for Recorded at Instrument No. 2023-0404147 on August 2, 2023 in the official records of the Maricopa County, Arizona Recorder (the “**Declaration**”).

In furtherance of said purposes, this Association shall have the powers to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration;
- b. Fix, levy, collect and enforce Assessments, late charges, monetary penalties, fines, fees and any other Collection Costs or charges due to the Association as set forth in the Declaration or as permitted under applicable law;
- c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including without limitation, all licenses, taxes or governmental charges levied or imposed against any property owned by the Association;
- d. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association (but Common Elements are owned by the Unit Owners as provided in the Declaration);
- e. Borrow money, and to issue notes, bonds and other evidences of indebtedness in furtherance of any or all of the objects and purposes of the Association, and to secure the same by mortgage, trust deed, pledge or other lien on or security interest in property of the Association;
- f. Grant easements over the Common Elements to any public agency, authority or utility company consistent with the provisions of Section 3.2 of the Declaration;
- g. Convey the Common Elements or subject the same to a mortgage or other security interest, further subject to the provisions and limitations of the Declaration and the Condominium Act;
- h. Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, provided that any merger or consolidation shall have the assent of Members as required by the Condominium Act;
- i. Perform all Association obligations under, and enforce for the benefit of the Members as determined by the Board, the provisions of that certain Reciprocal Access Easement and Shared Elements Use Agreement Recorded on May 5, 2022 at Instrument No. 2022-0395513 in the Official Records of the Maricopa County, Arizona Recorder (the “REMA”); and
- j. Have and exercise any and all powers, rights and privileges all powers necessary or desirable to perform the Association’s obligations and duties and which a corporation organized under the Arizona Nonprofit Corporation Act (A.R.S. §10-3101 et seq.) and the Condominium Act may now or hereafter have or exercise, including all of the common law and statutory powers conferred upon nonprofit corporations under Applicable Laws and, without limitation, those enumerated under A.R.S. §10-3302).

7. **Membership Voting Rights.** This Association will have Members. The number and qualifications of Members of the Association, the property, voting and other rights and privileges

of Members, their liability for Assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of Directors. The Board shall not consist of more than five (5) Directors at any time. Initially, the Board of Directors shall consist of two (2) directors, who shall serve until his successor is appointed by Declarant in accordance with the Declaration and Bylaws. The names and addresses of the initial directors appointed by Declarant are as follows:

Paul W. Phillips
8585 E. Hartford Dr., Ste. 116
Scottsdale, Arizona 85255

Jason W. Phillips
8585 E. Hartford Dr., Ste. 116
Scottsdale, Arizona 85255

At the first election of Directors held after the Period of Declarant Control expires or terminates, the number of directors serving on the Board shall automatically increase to no less than three (3) directors as further provided in the Bylaws. No director serving on the Board at any time shall be related by blood, adoption, or marriage to, or share ownership of or any interest in a Unit with, any other director serving on the Board at that same time. Directors elected by the Membership shall be Unit Owners; provided, further, however, that if a Unit Owner is other than a natural person, a director may be an officer, director, member, manager, partner, or trustee of such Unit Owner.

9. Elimination of Director Liability; Indemnification. The personal liability of a director of the Association to the Association or its Members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provisions of A.R.S. §§10-3202(B) and 10-3830(D), as the same may be expanded or modified in the future. To the fullest extent permitted by Applicable Laws, as the same may be expanded or modified in the future, the Association shall indemnify and advance expenses to any Person who incurs expenses or liabilities in any civil suit or criminal, administrative or investigative action, by reason of the fact that he was an officer or Director of the Association. The foregoing indemnification and advancement of expenses is mandatory in all circumstances that the indemnification and advancement of expenses to a Director or officer of a non-profit corporation are permitted by Applicable Laws. No repeal, amendment or modification of this Section 9, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

10. Dissolution. The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the total votes in the

Association. During the Period of Declarant Control, the Association may not be dissolved without the prior written consent of Declarant. In the event of dissolution, liquidation or winding up 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 and Arizona law.

11. Amendments. These Articles may be amended unilaterally by the Declarant during the Period of Declarant Control and by the vote or written assent of Members representing at least eighty percent (80%) of the total allocated votes of the Membership in the Association after the Period of Declarant Control has expired or terminated; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision. Without limiting the foregoing, Section 9 of these Articles may not be amended without the vote or written consent of Members representing at least ninety percent (90%) of the total allocated votes in the Membership.

12. Incorporator. The name and address of the incorporator of the Association are:

Chandler TB III, L.L.C.
8585 E. Hartford Dr., Ste. 116
Scottsdale, Arizona 85255

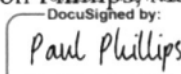
13. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration and/or the Condominium Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator this 8/8/2024 day of ~~June~~, 2024. *JHP*

INCORPORATOR:

Chandler TB III, L.L.C.
an Arizona limited liability company

By 
Jason Phillips, Manager

By 
Paul Phillips, Manager

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

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

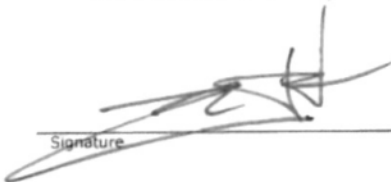
1. ENTITY NAME – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):
 Chandler Airpark Garage Condo North Association

2. STATUTORY AGENT NAME – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:
 Chandler TB III, L.L.C.

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Jason Phillips

08/08/2024

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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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.

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:

Chandler Airpark Garage Condo North Association

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 percent of the issued and outstanding common shares or ten percent 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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 percent of the issued and outstanding shares or ten percent 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.

Chandler TB III, L.L.C.

Name
8585 E. Hartford Dr., Ste. 116
Address 1

Address 2
Scottsdale AZ 85255
City State Zip
Country UNITED STATES

Name
Address 1
Address 2
City State Zip
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

Jason Phillips 08/08/2024
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.

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.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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