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Corporations Division

## ARIZONA CORPORATION COMMISSION

June 30, 2016

JAMES BASKA  
% TRESTLE MANAGEMENT GROUP, LL  
4025 S MCCLINTOCK DR #208  
TEMPE, AZ 85282

RE: GALLERY COMMUNITY ASSOCIATION  
File Number: 21035852

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity HAVE BEEN APPROVED.

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, <http://www.azcc.gov/Divisions/Corporations/Newspaper-list-for-publishing.pdf>.

Publication must be completed WITHIN 60 DAYS after June 30, 2016, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 06/27/2017, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can file it electronically through our website at <http://ecorp.azcc.gov>, or you can complete the form online, print it, and mail it in, or you can call the Annual Reports section at 602-542-3285.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at <http://ecorp.azcc.gov>. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix, or Toll Free (Arizona residents only) at 1-800-345-5819.

JUN 8 7 2016

ARTICLES OF INCORPORATION  
OF  
GALLERY COMMUNITY ASSOCIATION

FILE NO. 2103585-2

(an Arizona nonprofit corporation)

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The undersigned incorporator hereby adopts the following Articles of Incorporation (the "Articles"), for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, including A.R.S. Section 10-3101, *et seq.*, dealing with nonprofit corporations, as amended from time to time (the "Nonprofit Corporation Act").

1. Name. The name of the nonprofit corporation is GALLERY COMMUNITY ASSOCIATION (the "Association").

2. Character of Affairs. 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 of Covenants, Conditions, Restrictions and Easements for Gallery (the "Declaration"), to be recorded in the official records of Maricopa County, Arizona.

3. Board of Directors. The board of directors (the "Board") shall consist of three members, subject to increase as provided in the Association's bylaws (the "Bylaws"). The initial directors and their addresses are:

Chad Fuller  
20830 N. Tatum Boulevard, Suite 250  
Phoenix, Arizona 85050

George Cannon  
20830 N. Tatum Boulevard, Suite 250  
Phoenix, Arizona 85050

Jim Harvey  
20830 N. Tatum Boulevard, Suite 250  
Phoenix, Arizona 85050

4. Statutory Agent. The name and address of the Association's initial statutory agent are:

James Baska  
c/o Trestle Management Group, LLC.  
4025 S. McClintock Drive, #208  
Tempe, AZ 85282

5. Known Place of Business. The street address of the known place of business of the Association is the same as the address of the initial statutory agent.

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

Chad Fuller  
20830 N. Tatum Boulevard, Suite 250  
Phoenix, Arizona 85050

All powers, duties and responsibilities of the incorporators shall cease as of the date of delivery of these Articles to the Arizona Corporation Commission for filing.

7. Officers. The initial officers of the Association shall consist of a president, vice-president, secretary and treasurer. The Board shall appoint the officers of the Association.

8. Members. The Association shall have Members. The Members of the Association shall consist of the Owners of Lots that are subject to assessment. Member's rights and obligations of 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.

9. Liability of Directors. A director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (d) of A.R.S. Section 10-3202(B)(1). If the Nonprofit Corporation Act is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Act as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

10. Indemnification. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws. The Association shall indemnify each of its directors, officers, employees and agents to the fullest extent permissible: (a) under the provisions of the Arizona Nonprofit Corporation Act, including, without limitation, Title 10, Chapter 31, Article 5 of the Arizona Revised Statutes; (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Declaration and/or the Bylaws; or (d) by any agreement adopted pursuant to the provisions of Title 10, Chapter 31, Article 5 of the Arizona

Revised Statutes. The private property of the members, directors and officers of the Association shall be exempt from all Association debts, obligations and liabilities of whatsoever kind and nature.

11. Distribution of Income. No part of the income or profit of the Association shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation to its Members, Directors or Officers for services rendered and to make payments and distributions in furtherance of the purposes and business set forth in these Articles. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including, without limitation, the publishing or distribution of statements. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

12. Dissolution. Upon dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for payment in full of all debts and obligations of the Association of whatsoever kind and nature, dispose of all of the Association's assets exclusively for the purpose of the Association by dedicating such assets to a public body or conveying such assets to a nonprofit organization, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine in accordance with applicable law. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purpose or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purpose.

13. Conflict. If there is any conflict between these Articles or the Bylaws and the Declaration, the Declaration shall prevail and control. If there is any conflict between these Articles and the Bylaws, these Articles shall prevail and control. These Articles shall not be amended or otherwise changed or interpreted, for any reason, so as to be inconsistent with the Declaration.

14. Amendments. Subject to any additional limitations imposed by the Declaration, these Articles and the Bylaws may only be amended in the following manner. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either a regular or a special meeting, and if approved by (either personally or by absentee ballot): (a) in the case of an amendment to these Articles, two-thirds (2/3rds) of the Members in the Association, or (b) in the case of an amendment to the Bylaws, a majority of the voting power in the Association (including votes otherwise eligible to be cast but not represented personally or by absentee ballot at such meeting), such amendment shall have been adopted, provided, however, that a copy of any such proposed amendment or a summary of the changes to be effected shall have been given to each Member in good standing not fewer than fifteen (15) days, but no more than sixty (60) days, prior to said meeting of the Members. Any number of amendments may be submitted and voted upon at any one meeting. The Articles shall not be amended so as to change the Association from a nonprofit corporation dedicated to the

purposes above stated, and qualified for exemption under the above cited Internal Revenue laws and regulations, and the analogous laws of the State of Arizona.

15. Defined Terms. Except as otherwise defined in these Articles, all capitalized terms shall have the meanings given them in the Declaration.

DATED: June 3, 2016.

INCORPORATOR:

By:

Name:



Chad Fuller

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

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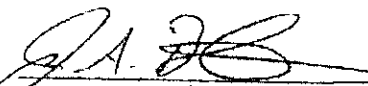
James Baska, having been designated to act as Statutory Agent for GALLERY COMMUNITY ASSOCIATION, an Arizona nonprofit corporation, hereby consents to act in that capacity until removed or his resignation is submitted in accordance with the Arizona Revised Statutes.

DATE:

June 6<sup>th</sup>, 2016

By:

Name:

  
James A. Baska

Address:

Trestle Management Group, LLC.  
4025 S. McClintock Drive, #208  
Tempe, AZ 85282

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:

GALLERY COMMUNITY ASSOCIATION

2. **A.C.C. FILE NUMBER** (If already incorporated or registered in AZ):

Find 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**5. BANKRUPTCY QUESTION:**

<p><b>5.1</b> 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 <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership of the <b>other corporation</b>?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p><b>5.2</b> If the answer to number 5.1 is <b>YES</b>, you <b>MUST</b> complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.</p>		

**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.

**CHAD FULLER**

Name: \_\_\_\_\_

Address 1: **20830 N. TATUM BLVD., SUITE 250**


Address 2: \_\_\_\_\_

City: **PHOENIX** State: **AZ** Zip: **85050**

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 perjury* that this document together with any attachments is submitted in compliance with Arizona law.

  I ACCEPT

Signature: \_\_\_\_\_

Printed Name: **CHAD FULLER** Date: **6/23/14**

**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: \_\_\_\_\_ 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 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  
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.