

JUL 12 2006

ARTICLES OF INCORPORATION
OF

FILE NO. 1281918-4
DEVONSHIRE SQUARE CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby voluntarily sets forth the following statements for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for the purpose hereby adopts these Articles of incorporation.

ARTICLE I

NAME

The name of the corporation shall be Devonshire Square Condominiums, Inc. (the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the laws of the State of Arizona as the same may be amended from time to time, including but not limited to , providing a convenient means of administering that condominium known as Devonshire Square Condominium Association, Inc. (the "Condominium"), subject to a Condominium Declaration for Devonshire Square, a Condominium, recorded in the records of the County Recorder, Maricopa County, Arizona on March 25, 2006, at Document 2006-0546533, these Articles of Incorporation and the Bylaws of the Corporation.

As provided in, and pursuant to, the above described Declaration (hereinafter sometimes referred to as the "Declaration") this Corporation shall, to the extent permitted by applicable law, serve as a governing for all of the Owners of the Parcels for the maintenance, repair, replacement, administration and operation of the Common Elements and Limited Common Elements of the Condominium and the performance of such duties and functions, and the exercise of such rights, as are given and assigned to the Corporation by the Declaration as the same may hereafter be amended, and this Corporation shall not engage in any other business or activity.

ARTIVCLE III

INITIAL BUSINESS

The character of business that the Corporation initially intends to actually conduct in this state is the administration of the Condominium referred to above.

ARTICLE IV

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MEMBERSHIP

As more particularly provided in the Declaration, each person or entity who is a Unit Owner of any Unit and is in goods standing is entitled to membership and voting rights in the Corporation, and membership shall automatically be transferred to the new Unit Owner upon transfer of a Unit. Each Member shall be entitled to one (1) vote for each Unit it owns.

ARTICLE V

BOARD OF DIECTORS AND OFFICERS

The business property and affairs of the Corporation shall be managed, controlled and conducted by the Board. The number of Directors, who shall serve without compensation, shall be an odd number, not fewer than three (3) nor more than five (5), as shall be specified in the Bylaws; except that the initial Board (which shall serve until the termination of the Period of Declarant Control) shall consist two (2) directors, each of whom shall be appointed by the Declarant. Except for directors appointed by the Declarant, each director shall be Unit Owner. If a director shall cease to meet such qualifications during his or her term, they will thereupon cease to be a director and his place on the Board shall be deemed to be vacant. A director shall serve his term until he/she resigns or is removed and his/her successor is qualified and elected. All directors other than those serving on the initial Board shall serve two-year terms. The following individuals shall serve as directors until their successors are qualified and elected:

<u>Name</u>	<u>Address</u>
Robert Campbell	P.O. Box 1549 Scottsdale, Arizona 85252
Rebecca Campbell	P.O. Box 1549 Scottsdale, Arizona 85252

The Board shall have the power to adopt and amend the Bylaws. The Bylaws shall prescribe, among other things, the date of the annual meeting of the Members of the Corporation.

Unless otherwise required by these Articles, the Declaration or by applicable laws, the acts of the majority of the directors present at a meeting in person or by proxy at which a quorum is present shall constitute an act of the Board.

The principal officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board may desire. All officers of the Corporation shall be elected by the Board of Directors. The officers of the Corporation shall have those powers, duties and responsibilities provided in the Bylaws.

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ARTICLE VI

INDEMNIFICATION

To the fullest extent permitted by law, including but not limited to A.R.S. §10-3202, as amended, the Corporation shall indemnify each of its committee members, directors and officers, and former committee members, directors and officers, against any expenses incurred by them, including legal fees incurred by and judgments and penalties rendered or levied against, each such person in any legal actions brought against each such person for acts or omissions alleged to have been committed by such person while acting within the scope of such person's authority as a committee member, director or officer of this Corporation, or exercising the powers of the Board.

ARTICLE VII

LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty, provided however, that this Article VII shall not eliminate or limit the liability of a director to the extent provided by applicable law for the following:

1. The amount of a financial benefit received by a director to which the director is not entitled;
2. An intentional infliction of harm on the corporation or its members, if any;
3. A violation of A.R.S. §10-3833
4. An intentional violation of criminal law; or
5. Any other matter set out in A.R.S. § 10-3202, as amended, or otherwise in the law, as an act or omission for which liability of a director may not be limited or eliminated.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of this Corporation, whether resulting from voluntary action on the part of the Board of Directors, court orders, lapses of time, or otherwise, the remaining assets of the Corporation shall be applied for the purposes for which the Corporation is organized. The determination of the Directors with respect to all such distributions shall be final.

ARTICLE IX

AMENDMENT

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These Articles of Incorporation may be amended only with the approval of both (a) the Unit Owners of at least two-thirds of the Units, and (b) Declarant so long as the Corporation is in the period of Declarant Control except that Declarant, without approval of the Unit Owners, may amend these Articles of Incorporation as may be required by any governmental agency whose approval of the Condominium or certain aspects of the Condominium is required or requested or any governmental agency which requests such amendments as a condition of approving the Articles, or any federally chartered lending institution which requests such amendments as a condition to lending funds upon security of the Units, or as may be appropriate in the event of any such requested amendment to permit the Declarant to retain control of the Corporation and its activities until the Corporation is no longer in the Period of Declarant Control, or as may be necessary or appropriate to correct unintended errors.

ARTICLE X

STATUTORY AGENT

The name and address of the Corporation's initial statutory agent is:

Robert Campbell
7300 E. Evans
Scottsdale, Arizona 85260

ARTICLE XI

KNOWN PLACE OF BUSINESS

The address of the Corporation's known place of business is 7300 E. Evans, Scottsdale Arizona 85260.

ARTICLE XII

INCORPORATOR

The names and addresses of the incorporators are:

Devonshire Square Development, L.L.C.
7300 E. Evans
Scottsdale, Arizona 85260

The initial Bylaws of the Corporation shall be adopted by the incorporator; otherwise all powers, duties and responsibilities of the incorporator shall cease upon filing these Articles of Incorporation with the Arizona Corporation Commission.

ARTICLE XIII

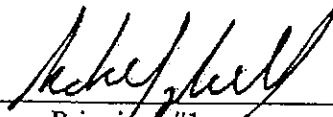
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CONFLICT WITH DECLARATION

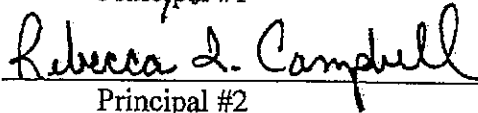
In the event of any conflict or inconsistency between the Declaration, as amended, and these Articles, as amended, the Declaration shall govern and control.

DATED JULY 10, 2006

Devonshire Square Development, L.L.C.



Principal #1



Principal #2