

**ARTICLES OF INCORPORATION**

**OF**

**UNION HILLS CONDOMINIUM  
UNIT OWNERS ASSOCIATION**

**ARTICLE I**

**NAME**

The name of the corporation is Union Hills Condominium Unit Owners Association.

**ARTICLE II**

**DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Arizona Condominium Act, A.R.S. §33-1201, et seq., and the Condominium Declaration for Union Hills Condominium to be recorded in the records of the County Recorder of Maricopa County, Arizona, as amended from time to time.

**ARTICLE III**

**KNOWN PLACE OF BUSINESS**

The known place of business of the Association shall be located at 2777 E. Camelback Road, Suite 150, Phoenix, AZ 85016.

**ARTICLE IV**

**STATUTORY AGENT**

Donald E. Dyeckman, whose address is 2901 North Central Avenue, Suite 200, Phoenix, Arizona 85012, and who is a resident of the State of Arizona, is hereby appointed and designated the initial statutory agent for the Corporation.

## ARTICLE V

### CHARACTER OF BUSINESS

The Association is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act. The character of the business which the Association intends to conduct in Arizona is to (a) constitute the Association referred to in the Declaration; (b) provide for the management, maintenance and care of the Common Elements; (c) exercise and perform such other powers and duties as are imposed upon or granted to the Association under the Condominium Act and the Condominium Documents.

## ARTICLE VI

### MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be Unit Owners. All Unit Owners shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming the Unit Owner of a Unit, a Person consents to becoming a member of the Association. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Condominium Documents. The provisions of the Condominium Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated in these Articles by reference.

## ARTICLE VII

### BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the initial directors of the Association who shall serve until their death, resignation or removal are as follows:

<u>Name</u>	<u>Mailing Address</u>
Kenneth Loech	2777 E Camelback Road Suite 110 Phoenix, AZ 85016
David C. Dewar	2777 E Camelback Road Suite 110 Phoenix, AZ 85016

The number of directors may be changed from time to time by the Board of Directors, but the number of directors may not be less than one (1) nor more than six (6) and must be an odd

number. After the expiration of the Period of Declarant Control, the number of directors must be at least three (3).

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that during the Period of Declarant Control, the Declarant, without the consent of any Unit Owner, may amend the Bylaws in order to: (a) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner; (b) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Unit Owner; or (c) comply with the regulations or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration.

## ARTICLE VIII

### OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Kenneth Losch	-	President
David C. Dewar	-	Vice President
David C. Dewar	-	Secretary
Kenneth Losch	-	Treasurer

## ARTICLE IX

### LIMITATION ON LIABILITY OF DIRECTORS

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 amended from time to time. Any repeal or modification of this Article IX 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 X

### 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. So long as the Declarant owns one or more Units, the Association may not be dissolved without the prior written approval of the Declarant.

## ARTICLE XI

### AMENDMENTS

These Articles may be amended by Members holding at least sixty-seven percent (67%) of the total votes in the Association, except that during the Period of Declarant Control the Declarant shall have the right to amend these Articles in order to: (a) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner; (b) correct any error or inconsistency in the Bylaws if the amendment does not adversely affect any Unit Owner; or (c) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration. Any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant owns one or more Units.

## ARTICLE XII

### INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, 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 in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interest; (b) in all other cases, that the conduct was at least not opposed to its best interests and (c) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XII 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 prospective only and shall not adversely

effect, 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 XIII**

**DURATION**

The Corporation shall exist perpetually.

**ARTICLE XIV**

**INCORPORATOR**

The name and address of the incorporator of this Association is:

Name

Address

Kenneth Losch

2777 E. Camelback Road  
Suite 150  
Phoenix, AZ 85016

Dated this 7 day of FEBRUARY, 2006.

Kenneth Losch

**ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT**

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 8<sup>th</sup> day of February, 2006.

Donald E. Dyakmas  
Donald E. Dyakmas

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2829

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

Union Bill Construction Unit Owners Association  
EIAIC CORPORATION NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in this corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or restraint, in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this certificate?
  2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, the use of false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this certificate?
  3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) involved the violation of fraud or misrepresentation provisions of the securities laws of that jurisdiction?;
    - (b) involved the violation of the consumer fraud laws of that jurisdiction?; or
    - (c) involved the violation of the restraint or restraint of trade laws of that jurisdiction?

Yes \_\_\_ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The name and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of this corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or involuntarily dissolved by any jurisdiction?

Yes \_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION

1. Name and address of the corporation.
2. Full name, including what and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has conducted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or case number of the case.

D. The fiscal year end adopted by the corporation is December 31

Under penalty of law, the undersigned incorporator/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Kenneth Lopez DATE 2/7/06  
 TITLE Incorporator  
 BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_

BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_  
 BY \_\_\_\_\_ DATE \_\_\_\_\_  
 TITLE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THIS INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.  
CP: 0001 - Non-Profit  
Rev. 9/08