

ARTICLES OF INCORPORATION
OF

2001 FEB -1 P 4: 30

APPR _____
DATE APPR _____
TERM Wendy Barnes
DATE 2/5/01

DUNLAP CONDOMINIUMS, INC.

In compliance with the requirements of § 10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, states as follows:

ARTICLE I
NAME

The name of the Corporation is Dunlap Condominiums, Inc. (the "Corporation").
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ARTICLE II
DEFINED TERMS

Capitalized terms used in these Articles of Incorporation without definition shall have the meanings specified for such terms in the Condominium Declaration for Dunlap Condominiums recorded at Recorder's No. 2000-09529 12, records of Maricopa County, Arizona (the "Declaration").

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at Kinney Management Services, 6303 South Rural Road, Suite 3, Tempe, Arizona 85283.

ARTICLE IV
STATUTORY AGENT

Mariscal Weeks, McIntyre & Friedlander, P.A., whose address is 2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012, is hereby appointed and designated as the initial statutory agent for the Corporation.

ARTICLE V
PURPOSE

The object and purpose for which this Corporation is organized is to provide for the management, maintenance, and care of the Common Elements and other property owned by the Corporation or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Corporation by the Condominium Documents. In furtherance of, and in order to accomplish the foregoing object and purpose, the Corporation may transact any or all lawful business for which Corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Corporation intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Elements and to exercise and perform such other powers and duties as are imposed on or granted to the Corporation by the Condominium Documents.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

Membership in the Corporation shall be limited to Unit Owners and may only be transferred or terminated in conjunction with conveyance of such Unit Owner's Unit. Each Unit Owner shall have such rights, privileges and votes in the Corporation as are set forth in the Condominium Documents.

ARTICLE VIII
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 Corporation who shall serve until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Donald J. Sherwood	2723 West Northern Avenue Phoenix, Arizona 85051
Joyce A. Sherwood	2723 West Northern Avenue Phoenix, Arizona 85051

ARTICLE IX
OFFICERS

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

Donald J. Sherwood	President and Secretary
Joyce A. Sherwood	Vice President and Treasurer

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

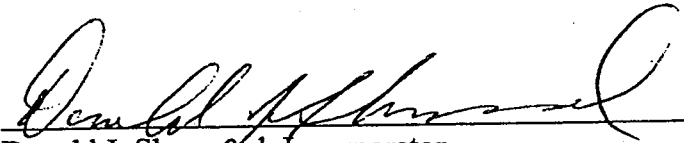
The personal liability of a director or officer of the Corporation to the Corporation or its Members for monetary damages for breach of his or her fiduciary duties as a director or officer is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time.

**ARTICLE XV
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Donald J. Sherwood	2723 West Northern Avenue Phoenix, Arizona 85051

Dated this 31st day of January, 2001.



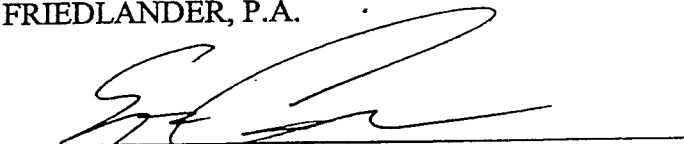
Donald J. Sherwood, Incorporator

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 31st day of January, 2001

MARISCAL, WEEKS, McINTYRE &
FRIEDLANDER, P.A.



Spencer W. Cashdan, Esq.
For the Firm