

AZ CONP COMMISSION
FOR THE STATE OF AZ

OK 3/10/04

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EXPEDITED

2004 MAR 12 P 3 34

APPR. *Taish Davidson*

DATE APP. 3.12.04

FEES

DATE

ARTICLES OF INCORPORATION

OF

THE VILLAGE AT MARKET STREET CONDOMINIUM ASSOCIATION

ARTICLE I

NAME

The name of the corporation is The Village at Market Street Condominium Association.

OK TO

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 The Village at Market Street Condominium recorded at Recording No. 2004-0247776B, in the official 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 8603 E. Royal Palm Rd., Suite 210, Scottsdale, AZ 85258.

ARTICLE IV

STATUTORY AGENT

Donald E. Dyckman, 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.



PAID
75.00

md # 1276

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>
Chapin Bell	8603 E. Royal Palm Rd. Suite 210 Scottsdale, AZ 85258
Denise Bresnahan	8603 E. Royal Palm Rd. Suite 210 Scottsdale, AZ 85258

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 nine (9) 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:

Chapin Bell	-	President
Denise Brennan	-	Vice President
Denise Brennan	-	Secretary
Chapin Bell	-	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 X 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 amendments 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 XIII 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 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.

ARTICLE XIII

DURATION

The Corporation shall exist perpetually.

ARTICLE XIV

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Chapin Bell	8603 E. Royal Palm Rd. Suite 210 Scottsdale, AZ 85258

Dated this 12 day of March, 2004.

Chapin Bell
Chapin Bell

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

Done this 12th day of March 2004.



Donald L. Dyckman

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

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

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

THE VILLAGE AT MARKET STREET CONDOMINIUM ASSOCIATION
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or misfeasance 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, theft by 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 registration provisions of the securities laws of that jurisdiction?; or
 - (b) involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes No

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 nature and jurisdiction 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 the 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 administratively dissolved by any jurisdiction?

Yes No

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 alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted 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 cause number of the case.

DA The fiscal year end adopted by the corporation is December 31

Under penalties of law, the undersigned incorporators/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 [Signature] DATE 3/12/04 BY _____ DATE _____
 TITLE Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____
 TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE 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.

TIME IN:

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

2901 North Central, Suite 200

Phoenix, Arizona 85012-2705

Phone: (602) 285-5000

Fax: (602) 285-5100

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED BELOW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

RECEIVING PARTY	FIRM NAME	FAX NUMBER
EXPEDITED FILINGS	ARIZONA CORPORATION COMMISSION (TUCSON)	520-628-6614

CONFIRM NO.: 520-628-6580

FROM: MARK A. SHELTON 602-285-5067

NUMBER OF PAGES: 9 - INCLUDING COVER PAGE

RE: THE VILLAGE AT MARKET STREET CONDOMINIUM ASSOCIATION

Attached are copies of the Articles of Incorporation and Certificate of Disclosure for this non-profit corporation. Please file on an expedited basis, billing our MOD account #1276, and return the filed copy to me by fax at (602) 285-5100.

If you have any questions, please call me. Thank you.

CLIENT NAME: High Village Investors
DATE: March 12, 2004
REQUESTER/ATTORNEY: MAS

CLIENT NO: 11975-2
USER NO: 5067

cc: Donald E. Dyekman, Esq.