

AZ Corp. Commission



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AZ CORPORATION COMMISSION
FILED

JUN 8 7 2007

**ARTICLES OF INCORPORATION
OF
SL 12 LOFTS ASSOCIATION**

FILE NO. 13758-6

**ARTICLE I
NAME AND DURATION**

The name of the corporation is SL 12 Lofts Association. The corporation shall exist perpetually.

**ARTICLE II
DEFINED TERMS**

Each capitalized but undefined term used in these Articles of Incorporation (the "Articles") shall have the meaning specified for such term in the Arizona Condominium Act, Arizona Revised Statutes ("A.R.S.") §33-1201, et seq. (the "Condominium Act"), and the Condominium Declaration for SL 12 Lofts Condominiums recorded in the official records of the County Recorder of Maricopa County, Arizona, as amended from time to time (the "Declaration").

**ARTICLE III
KNOWN PLACE OF BUSINESS**

The address of the known place of business of the Association is:

7628 East Indian Bend Road
Scottsdale, Arizona 85250

**ARTICLE IV
STATUTORY AGENT**

The name and address of the initial statutory agent of the Association is:

Margaret L. Steiner
Dodge, Anderson, Mableson, Steiner, Jones & Horowitz, Ltd.
3003 North Central Avenue, Suite 1800
Phoenix, Arizona 85012

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**ARTICLE V
CHARACTER OF AFFAIRS**

The Association is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act, as set forth in Title 10 of the A.R.S. 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; and (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
CAPITAL STOCK**

The Association shall have no capital stock. No dividends or pecuniary profits shall be declared or paid to the Members or to any other private individual, and all of the Association's earnings shall be used to further the purposes of the Association.

**ARTICLE VII
MEMBERS AND VOTING RIGHTS**

The Members of the Association shall be the Owners of the Units. Each Unit Owner shall be a mandatory Member 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 Owner of a Unit, a Person consents to becoming a Member of the Association. Each Member shall have such rights, privileges and votes in the Association as are set forth in the Declaration. The provisions of the Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated in these Articles by this reference.

**ARTICLE VIII
BOARD OF DIRECTORS**

The number, qualifications and term of each of the Directors shall be as provided in the Bylaws. During the Period of Declarant Control, the number of Directors constituting the Initial Board of Directors shall be one (1). The name and address of the Initial Director of the Association who shall serve until his death, resignation or removal is as follows:

Name	Address
Joshua Barion	7029 East Indian Bend Road Scottsdale, Arizona 85250

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Subsequent to the Period of Declarant Control, the number of Directors shall be 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.

ARTICLE IX OFFICERS

The following person shall be the Initial Officer of the Association and shall hold the positions opposite his name until the first annual meeting of the Association and until his successors have been elected and qualified:

Joshua Barton	-	President
Joshua Barton	-	Vice President
Joshua Barton	-	Secretary
Joshua Barton	-	Treasurer

ARTICLE X LIABILITY

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 Title 10 of the A.R.S., 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 XI INDEMNIFICATION

The Association may indemnify any person against liability and expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee,

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employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by A.R.S. §§10-3851 and 10-3856, as such provisions may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code. Any indemnification hereunder shall be made by the Association only as authorized by the Board of Directors pursuant to A.R.S. §10-3855, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or was serving at the request of the Association as a director or officer, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such whether or not the Association would have had the power to indemnify such person against such liability under this Article.

The indemnification set forth herein shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled to by law, including mandatory indemnification under A.R.S. §10-3862.

ARTICLE XII 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 effect the rights of any Unit Owner; (B) correct any error or inconsistency in the Bylaws if the amendments does not adversely effect 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. So long as the Declarant owns any Unit, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE XIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than eighty percent (80%) of the authorized votes of the membership. So long as the Declarant owns one (1) or more Units, the Association may not be dissolved without the prior written approval of the Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the Board of Directors shall distribute the assets of the Association to an organization

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qualified as a charitable or social welfare organization under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code.

**ARTICLE XIV
INCORPORATOR**

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

Name	Address
Joshua Barton	7629 East Indian Bend Road Scottsdale, Arizona 85250

All powers, duties and responsibilities of the incorporator, as incorporator, shall cease at the time of filing of these Articles of Incorporation with the Arizona Corporation Commission.

**ARTICLE XV
CONFLICTS**

In the case of any conflict between the terms hereof and the Declaration, the Declaration shall control, and in the case of a conflict with the Bylaws, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 24th day of June, 2007.



JOSHUA BARTON

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CONSENT OF STATUTORY AGENT

Margaret L. Steiner, having been designated to act as Statutory Agent for SL 12
Lofts Association hereby consents to act in that capacity until removal or resignation is
submitted in accordance with the Arizona Revised Statutes.


MARGARET L. STEINER
Dodge, Anderson, Matheson, Steiner, Jones &
Horowitz, Ltd.
3003 North Central Avenue, Suite 1800
Phoenix, Arizona 85012-2809

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ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1500 West Washington
Phoenix, Arizona, 85007-0229

Tucson Address: 480 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. § 10-326.13

SI 12166b Application

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 violation in securities, consumer fraud or consumer 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 violation of trade or commerce in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or was 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 in which such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of financial 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 consumer or real estate practices of that jurisdiction?

Yes _____ No X

Q.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. Federal addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and the or cause number of case.

- C. Has any person serving 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 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 names, including office and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated
 - (b) Has documented business
4. Date 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.

D. The fiscal year end adopted by the corporation is 12/31

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

BY: [Signature] DATE 10/20/2007 BY: _____ DATE _____
 TITLE President/Secretary/Treasurer TITLE _____
 BY: _____ DATE _____ BY: _____ DATE _____
 TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than two incorporators, please attach remaining signatures on 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 trustees have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CR-9001 - Non-Profit
Rev. 9/80

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