

OCT 29 2007 09:15 PM
AZ CORPORATION COMMISSION
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OCT 29 2007

ARTICLES OF INCORPORATION

FILE NO. 1404712-7

OF

FOOTHILLS PARKWAY OFFICE CONDOMINIUM ASSOCIATION

ARTICLE I

NAME

The name of the corporation is Foothills Parkway Office Condominium Association.

ARTICLE II

BUSINESS PURPOSE

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 Foothills Parkway Office Condominium recorded in the official records of the County Recorder of Maricopa County, Arizona, as amended from time to time. This corporation may be referred to these Articles of Incorporation as the "Corporation" or as the "Association."

ARTICLE III

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 7510 East Argus Drive, Scottsdale, Arizona 85251.

ARTICLE IV

STATUTORY AGENT

Don Hawkins, whose address is 7520 East Argus Drive, Scottsdale, AZ 85251, and who is a resident of the State of Arizona, is hereby appointed and designated as the initial statutory agent for the corporation.

City of Phoenix and Maricopa County Land Records Department Internet File # 1404712-7/001 of 1404712-7/001

**ACTION IN WRITING
OF THE
BOARD OF DIRECTORS
OF
FOOTHILLS PARKWAY OFFICE CONDOMINIUM ASSOCIATION**

The undersigned, being the members of the Board of Directors of Foothills Parkway Office Condominium Association, an Arizona nonprofit corporation (the "Corporation") hereby adopt the following resolutions in writing and without a meeting pursuant to Section 10-3821, Arizona Revised Statutes, which resolutions shall have the same force and effect as if they were adopted by the Board at a duly called meeting of the Board:

RESOLVED, that the Bylaws in the form submitted to the Board of Directors are hereby adopted as the Bylaws of this Corporation.

RESOLVED FURTHER, that the President or the Treasurer be and is hereby authorized and directed to open an account at a bank authorized to do business in the State of Arizona, which bank is authorized to honor checks drawn against such account signed by the President or by the Treasurer so long as there is a balance in favor of the Corporation.

RESOLVED FURTHER, that the President or the Treasurer is hereby authorized and directed to open a reserve account at a bank authorized to do business in the State of Arizona which will be an interest bearing account, which bank is hereby authorized to honor withdrawal requests executed by the President or by the Treasurer so long as there is a balance in favor of the Corporation.

RESOLVED FURTHER, that the Treasurer be and is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

RESOLVED FURTHER, that the Secretary procure the necessary books of account and corporate record books.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and empowered to purchase or acquire any and all supplies and property, real, personal or mixed, and to execute all contracts or other instruments necessary for the Corporation, and to perform all acts necessary or incidental to the operation of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to procure such property, fire, casualty and liability insurance as may be required by the Condominium Declaration for Foothills Parkway Office Condominium recorded in the official records of the County Recorder of Maricopa County, Arizona, and such other insurance as the President of the Corporation deems it advisable for the Corporation to carry.

RESOLVED FURTHER, that the officers of the Corporation are hereby instructed to take whatever action they deem appropriate to provide for the collection of the assessments and the enforcement of the obligations of the members to pay the assessments.

RESOLVED FURTHER, that the Secretary of the Corporation determine the names and addresses of all present members of the Association and that said officer compile and at all times keep a current list thereof.

RESOLVED FURTHER, that a lien fee of \$100 shall be charged to each Owner of a Unit against which the Association records notice of claim of lien for delinquent assessments in accordance with the provisions of the Declaration.

RESOLVED FURTHER, that any assessment, or any installment of an assessment, which is not paid within fifteen (15) days after the assessment first became due shall bear interest at the rate of fifteen percent (15%) per annum from the due date until paid in full.

RESOLVED FURTHER, that a transfer fee of \$100.00 shall be charged to each person who purchases a Unit from a person other than the Declarant.

RESOLVED FURTHER, that a late charge of \$25.00 shall be charged to any Owner who fails to pay any Assessment or other amount owed to the Association within fifteen (15) days after the due date.

Effective Date: _____, 2007.

Ben Hawkins

Joshua Bowie

ARTICLES OF INCORPORATION

OF

FOOTHILLS PARKWAY OFFICE CONDOMINIUM ASSOCIATION

ARTICLE I

NAME

The name of the corporation is Foothills Parkway Office Condominium 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 Foothills Parkway Office Condominium recorded in the official records of the County Recorder of Maricopa County, Arizona, as amended from time to time. This corporation may be referred in these Articles of Incorporation as the "Corporation" or as the "Association."

ARTICLE III

KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 7520 East Angus Drive, Scottsdale, Arizona 85251.

ARTICLE IV

STATUTORY AGENT

Ben Hawkins, whose address is 7520 East Angus Drive, Scottsdale, AZ 85251, and who is a resident of the State of Arizona, is hereby appointed and designated as 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>
Ben Hawkins	7520 East Angus Drive Scottsdale, AZ 85251
Joshua Bowie	7520 East Angus Drive Scottsdale, AZ 85251

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:

Ben Hawkins	-	President
Joshua Bowie	-	Vice President
Ben Hawkins	-	Secretary
Joshua Bowie	-	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 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. The intent of this Article XII is to require the Association to indemnify its directors and officers to the greatest extent permitted by 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 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:

Name

Address

Ben Hawkins

7520 East Angus Drive
Scottsdale, AZ 85251

Dated this ____ day of _____, 2007.

Ben Hawkins

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 ___ day of _____, 2007.

By: _____
Ben Hawkins