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BERNARD KLOBERDANZ

AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

MAY 08 2014

ARTICLES OF INCORPORATION

FILE NO. 1904638-0

OF

AZ CORPORATION COMMISSION
FILED

CORONADO COMMONS HOMEOWNERS ASSOCIATION

FEB 19 2014

KNOW ALL MEN BY THESE PRESENTS

FILE NO. 1904638-0

That we, the undersigned, have this day associated ourselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation.

1. Name. The name of the corporation is "Coronado Commons Homeowners Association" (the "Association").

2. Duration. The period of duration of the Association shall be perpetual.

3. Principal Place of Business. The principal office for the transaction of business of the Association is located at 1427 N. 3rd St., Suite 200, Phoenix, AZ 85004 in Maricopa County, Arizona.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are:

Daniel Kloberdanz
BERNARD, KRZEM, KLOBERDANZ & BLONSTEIN, PLC
7047 E. Greenway Parkway, Suite 140
Scottsdale, Arizona 85254

AZ CORPORATION COMMISSION
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FEB 11 2014

FILE NO. 1904638-0

5. Nonprofit Corporation. The Association is organized as a nonprofit corporation under the laws of the State of Arizona.

6. Purpose and Powers. The Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Area, and all responsibilities within that certain tract of property situated in the City of Phoenix, Maricopa County, Arizona, which is more particularly described in that Final Plat for Coronado Commons, recorded at Book 1173 of Maps, Page 46, Official Records of Maricopa County, Arizona, and those certain Declaration of Covenants, Conditions and Restrictions for said subdivision to be recorded in the Official Records of Maricopa County, Arizona (the "Declarations"), and to promote the health, safety and welfare of all of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to the Declaration.

In furtherance of said purposes, the Association shall have the powers to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration;
- b. Fix, levy, collect and enforce assessments, charges and fines as set forth in the Declaration and Bylaws;
- c. Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Area;
- d. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- e. Grant non-exclusive easements over the Common Area to any person for purposes beneficial to the Members;
- f. Borrow money and, only with the assent (by vote or written consent) of two-thirds (2/3) of each class of Members, mortgage, pledge, lend or trust or hypothecate any or all of its personal or real property as security for money borrowed or debts incurred;
- g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote or written consent of two-thirds (2/3) of each class by Members; and
- h. Have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Non-profit Corporation Act A.R.S. § 10-3101 et seq. may now or hereafter have or exercise.

7. Membership Voting Rights. The number and qualifications of Members of the Association, the different classes of Membership, if any, the property, voting and other rights and privileges of Members, their liability for assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. **Board of Directors.** The affairs of this Association shall be managed by a Board of not less than one (1) nor more than five (5) Directors (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members or the Board of Directors). The number of Directors may be changed by amendment to the Bylaws. The initial Board of Directors and the addresses of the members, whom shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Benjamin Grifols
1427 N. 3rd St., Suite 200
Phoenix, AZ 85004

Allen H. Gaskin
1427 N. 3rd St., Suite 200
Phoenix, AZ 85004

9. **Elimination of Director Liability.** As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized), unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. Without limiting the foregoing, it is the intention of this paragraph to provide for the Directors the full benefits and immunities created by or available under the provision of the Arizona Revised Statutes, as the same may be expanded or modified in the future.

10. **Dissolution.** In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Non-Profit Corporation Act. The Directors or persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance, then such assets may be granted, transferred or conveyed to any non-profit corporation, association, trust or other organization devoted to similar purposes. If such acts are not feasible, said Directors or other persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. **Amendments.** These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total voting power of each class of Membership in the Association, provided however, that the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision. Notwithstanding the foregoing, the Declarant, without the vote or written consent of the Members, may amend these Articles in order to conform the Articles to the requirements or guidelines of the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency

Articles, Bylaws or other documents relative to the Association or the Property is required by law or requested by the Declarant or the Association.

12. **EHIA/YA Approval.** As long as the Declarant under the Declaration still owns any Units, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, if either of those agencies has approved the development plan of the Property: generation or additional property, mergers and consolidations, mortgaging of Common Area, definition of Common Area and dissolution and amendment of these Articles.

13. **incorporators.** The incorporators and their names and addresses are:

Benjamin Grudin
1427 N. 3rd St., Suite 200
Phoenix, AZ 85004

Allen R. Grudin
1427 N. 3rd St., Suite 200
Phoenix, AZ 85004

14. **Definitions.** All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

In WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of February, 2014.

INCORPORATORS:


Benjamin Grudin


Allen R. Grudin

CONSENT TO ACT AS STATUTORY AGENT

Daniel L. Klobertanz, having been designated to act as Statutory Agent for Commonweath Homeowners Association, Inc. hereby consents to act in that capacity until removed or until his resignation is submitted.



Daniel L. Klobertanz

DO NOT WRITE ABOVE THIS LINE, RESERVE FOR RECORD ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions CAREFULLY

1. **ENTITY NAME** - give the exact name of this corporation in Arizona:

Coronado Concrete Homeowners Association

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):

Read the A.C.C. File Number on the upper corner of filed documents OR on the middle of <http://www.azcc.com/Default2.aspx>

3. **Check only one of the following to indicate the type of Certificate:**

- Initial (incorporation or registration documents)
- Annual (credit unions and loan companies only)
- Supplemental to CDD filed _____ (supplements a previously filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete form CDD4.		

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Arizona Consumer Disclosure - Corporation Division
Page 1 of 2

W. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of that other corporation?

Yes No

5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of form CD05.

INSTRUCTIONS: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL CERTIFICATE providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

Domestic Corporations:	This Certificate must be signed by all incorporators. If listed space is needed, form CD05.
Foreign Corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Benjamin Gutkin
 1427 N. 3rd St
 Suite 200
 Phoenix, AZ 85004
 UNITED STATES

Allen R. Gutkin
 1427 N. 3rd St
 Suite 200
 Phoenix, AZ 85004
 UNITED STATES

SIGNATURE - see Instructions CD05:
 By typing or creating my name and checking the box marked "I ACCEPT" below, I intend to affix my electronic signature and for through my physical signature appearing below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

[Signature] I ACCEPT
 Benjamin Gutkin 5/5/14

SIGNATURE - see Instructions CD05:
 By typing or creating my name and checking the box marked "I ACCEPT" below, I intend to affix my electronic signature and for through my physical signature appearing below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

[Signature] I ACCEPT
 Allen R. Gutkin 5/5/14

- INCORPORATOR - check only one:**
- Incorporator - I am an incorporator of the corporation submitting this Certificate.
 - Officer - I am an officer of the corporation submitting this Certificate.
 - Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 - Director - I am a Director of the credit union or loan company submitting this Certificate.

- INCORPORATOR - check only one:**
- Incorporator - I am an incorporator of the corporation submitting this Certificate.
 - Officer - I am an officer of the corporation submitting this Certificate.
 - Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 - Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee Paid: All fees are non-refundable - see Instructions.
Mail: Arizona Corporation Commission - Corporate Filing Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 480-542-4180
 Hours by internet: 8:00 a.m. - 5:00 p.m. (Arizona Standard Time) - The above filing program cannot be used on the following dates:
 All services that with the Arizona Corporation Commission are publicly owned and are open for public inspection.
 If you have questions after making the transaction, please call 480-542-3000 or 1 (toll-free) 800-245-9049.
 Arizona Corporation Commission - Corporate Filing Section
 Page 7 of 8