

DATE FILED

JUN 07 2002

DATE APPR 6-7-02  
TERM 1033582-1  
BY Margaret Costa

ARTICLES OF INCORPORATION  
OF  
EATON FREEWAY INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION

The undersigned hereby sets forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopts these Articles of Incorporation (the "Articles").

ARTICLE I  
NAME

The name of the corporation is Eaton Freeway Industrial Park Property Owners Association, <sup>SIOA</sup> hereinafter called the "Association".

ARTICLE II  
DEFINITIONS

Unless otherwise specifically provided herein, capitalized terms and phrases used herein shall have the meanings given those terms in that certain "Declaration of Restrictions for Eaton Freeway Industrial Park," as amended from time to time (the "Declaration"), which was first recorded in the records of the County Recorder of Maricopa County, Arizona on April 17, 1974, at Docket 10609, page 912.

ARTICLE III  
DURATION

The duration of the Association shall be perpetual.

ARTICLE IV  
PURPOSES AND POWERS

The Association is not organized for the purpose of gaining pecuniary profit. No part of the net earnings of the Association, if any, shall inure to the benefit of or be distributable to any Member, director or officer nor to any other Person other than by acquiring, constructing or providing management, maintenance and care of the property of this Association or by a rebate of excess membership dues, fees or assessments. Notwithstanding the foregoing, upon dissolution of the Association and liquidation of its assets (other than incident to a merger or consolidation), the Association shall discharge all corporate liabilities, and the Members shall be entitled to share in the distribution of any remaining assets, or the proceeds thereof (except to the extent the distribution represents net income or profit of the Association), in accordance with the Declaration, these Articles, the Bylaws and Arizona law. The Association is formed and exists to serve as the governing body for all of the Owners and the Members of the Association, for the protection, improvement, alteration, maintenance, ownership, repair, replacement, and/or administration of the

Common Area, for the assessment of expenses, for the payment of losses, for the disposition of insurance proceeds, and for other matters as provided in the Declaration, these Articles, the Bylaws or the Association Rules.

**ARTICLE V**  
**INITIAL BUSINESS**

The character of business which the Association initially intends to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers, privileges and prerogatives under the Declaration.

**ARTICLE VI**  
**STATUTORY AGENT**

Hannay Investment Properties, Inc., an Arizona Corporation, whose address is 4651 E. Palomino Road, Phoenix, Arizona 85018, is hereby appointed statutory agent of the Association upon whom all notices and process, including summons, may be served. The Board may revoke the appointment of the agent at any time and shall have the power to fill any vacancy.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors which shall possess all of the rights, powers, privileges, duties and obligations assigned to the Board in the Declaration. The initial Board of Directors shall consist of nine individuals. The names and addresses of the individuals who are to serve as directors until the annual election of directors or until their successors are elected and qualified are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                                  | <u>TERM</u> |
|-----------------|-------------------------------------------------|-------------|
| R. Craig Hannay | 4651 E. Palomino Road<br>Phoenix, Arizona 85018 | to 3/31/05  |



|                    |                                                       |            |
|--------------------|-------------------------------------------------------|------------|
| Henry Baldenegro   | 4636 E. Elwood St., Suite 1<br>Phoenix, Arizona 85040 | to 3/31/05 |
| Carol Ann Marusiak | 2905 S. Potter Drive<br>Tempe, Arizona 85282          | to 3/31/04 |
| Randy Pollock      | 2900 S. Diablo<br>Tempe, Arizona 85282                | to 3/31/03 |
| Brian Dommer       | 2300 W. Huntington Drive<br>Tempe, Arizona 85282      | to 3/31/03 |

#### **ARTICLE VIII** **INCORPORATOR**

The names of the incorporators are Craig Hannay, Henry Baldenegro, Carol Ann Marusiak, and Brian Dommer, and their addresses are as stated above. All powers, duties and responsibilities of the incorporator shall cease upon the filing of these Articles of Incorporation by the Arizona Corporation Commission.

#### **ARTICLE IX** **NO PERSONAL LIABILITY; INDEMNITY**

To the fullest extent permitted under Arizona law, including, but not limited to, Arizona Revised Statutes Section 10-3202, as may be amended from time to time, every director and officer of the Association shall be exempt from personal liability to the Association (or to any other person or entity) for monetary damages for breach of fiduciary duty as a director or officer. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director or officer of the Association occurring prior to such repeal, amendment or modification. To the fullest extent permitted by law, the Association shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she is or was an officer, director, employee or agent of the Association. The foregoing indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

#### **ARTICLE X** **MEMBERSHIP AND VOTING RIGHTS**

The Members of the Association and their voting rights shall be as provided in the Declaration. It is hereby acknowledged that the Declaration may be amended from time to time to

change the qualifications and requirements of Members and their respective voting rights.

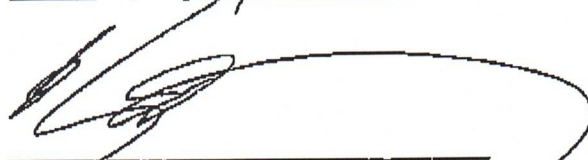
**ARTICLE XI**  
**CONFLICT WITH DECLARATION**

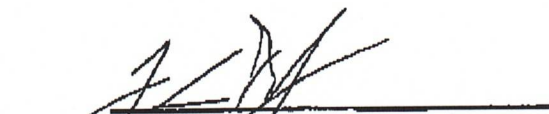
The Association is formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Declaration. In the event of any inconsistency between the terms of the Declaration, as amended from time to time, and the terms of these Articles, as amended from time to time, the terms of the Declaration shall control.

**ARTICLE XII**  
**AMENDMENTS**

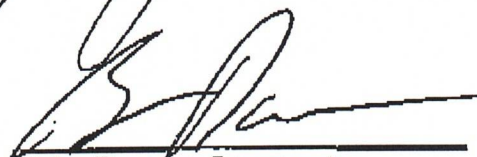
These Articles may be amended in the same manner as the Declaration may be amended, as described in the Declaration.

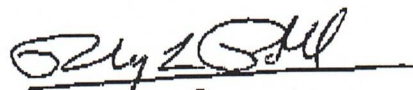
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles this  
16<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
R. Craig Hannay, Incorporator

  
\_\_\_\_\_  
Henry Baldenegro, Incorporator

  
\_\_\_\_\_  
Carol Ann Marusiak, Incorporator

  
\_\_\_\_\_  
Brian Dommier, Incorporator

  
\_\_\_\_\_  
Randy L. Pollack



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 10-2505

Eaton Freeway Industrial Park Property Owners 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 antitrust 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 X

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 description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in 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?

Yes X 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.

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

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 5/16/02 BY [Signature] DATE 23 MAY 02  
TITLE Incorporator/Director TITLE OFFICER  
BY [Signature] DATE 5/17/02 BY [Signature] DATE 5/29/02  
TITLE Director TITLE Director

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.) [Signature] 5/29/02

When initial officers have been elected, an AMENDED Certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers or directors.

FOREIGN CORPORATIONS: Must be executed by any two executive officers or directors.

ATTACHMENT TO  
NONPROFIT  
CERTIFICATE OF DISCLOSURE  
FOR  
EATON FREEWAY INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION

Eaton Freeway Industrial Park Property Owners Association, an Arizona nonprofit corporation, whose address was 2905 S. Potter Drive, Tempe, Arizona 85282, and which was incorporated on December 31, 1980, was administratively dissolved by the Arizona Corporation Commission on October 10, 1989 for failure to file its 1988 annual report (the "Dissolved Corporation").

The following directors and officers of Eaton Freeway Industrial Park Property Owners Association were also directors and officers of the Dissolved Corporation:

Directors

R. Craig Hannay  
4651 E. Palomino Road  
Phoenix, Arizona 85018

Carol Ann Marusiak  
2905 S. Potter Drive  
Tempe, Arizona 85282

Henry Baldenegro  
4636 E. Elwood Street  
Suite 1  
Phoenix, Arizona 85040

Randy Pollock  
2900 S. Diablo  
Tempe, Arizona 85282

Brian Dommer  
2300 W. Huntington Drive  
Tempe, Arizona 85282

Officers

R. Craig Hannay, President and Treasurer

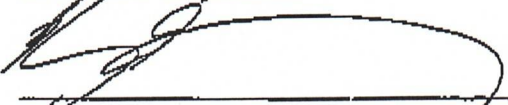
Carol Ann Marusiak, V.P. and Secretary

**CONSENT OF STATUTORY AGENT  
OF  
EATON FREEWAY INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION**

The undersigned, having been named in the Articles of Incorporation of Eaton Freeway Industrial Park Property Owners Association as its statutory agent for the State of Arizona, hereby confirms notification and acceptance of such appointment.

DATED: May 29, 2002.

Hannay Investment Properties, Inc.,  
an Arizona Corporation

  
By: R. Craig Hannay, President

PHX/CSARICH/1288514.1/43245.020



**WILLIAM A. MUNDELL**  
CHAIRMAN

**JIM IRVIN**  
COMMISSIONER

**MARC SPITZER**  
COMMISSIONER



**ARIZONA CORPORATION COMMISSION**

**BRIAN C. MCNEEL**  
EXECUTIVE SECRETARY

**JOANNE C. MACDONNELL**  
DIRECTOR, CORPORATIONS DIVISION

**FENNEMORE CRAIG**  
3003 N CENTRAL AVE, STE 2600  
PHOENIX, AZ 85012-2913

**RE: EATON FREEWAY INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION**  
**File Number: -1033582-1**

We are pleased to notify you that your Articles of Incorporation were filed on June 7, 2002.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the File Date. Make sure the newspaper published the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) contains information specific to each corporation of record and is a good general source of information.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,  
**MARGARET COTA**  
Examiner  
Corporations Division

CF:04, Rev:10/2001





ARIZONA CORPORATION COMMISSION  
TRANSMITTAL FOR FAX FILING

TO: ARIZONA CORPORATION COMMISSION DATED: 6/7/02  
Corporations Division  
1200 West Washington  
Phoenix, Arizona 85007 FAX NUMBER: 542-4100

FROM: FENNEMORE CRAIG CLIENT NO. 43245.020-7473  
(Account Holder)

Advance Account Number 1254 Fax Number 916-5906  
Contact Person: Charlene Sarich  
Telephone Number: 916-5706  
Corporation Name: Eaton Freeway Industrial Park Property Owners Association  
Document Type: Incorporation

Number of pages (including Transmittal) 9

XXXX PLEASE EXPEDITE THIS FILING AND CHARGE THE APPLICABLE FEE  
OF \$35.00 (PER FILING) TO MY ACCOUNT

\*\*\*\*\*

RECEIVED The Corporation Commission hereby acknowledges receipt of  
the document type described herein.\*

JUN 07 2002

ARIZONA CORP COMMISSION  
CORPORATIONS DIVISION

(Date Stamp)

Filing fee(s) charged to your account in the amount of \$ 75.00  
1033582-1

There is a problem with your transmittal. Please call the  
undersigned at your earliest convenience. Thank you.

Examiner [Signature]  
Telephone: [Signature]

\* All documents are subject to review before filing.