

MAY 24 2006

FILE NO. 1287319-8

ARTICLES OF INCORPORATION
OF
ZAHARA PROFESSIONAL OFFICES
OWNERS ASSOCIATION
an Arizona nonprofit corporation

1. **Name.** The name of the Corporation is ZAHARA PROFESSIONAL OFFICES OWNERS ASSOCIATION (the "Corporation").
2. **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. Section 33-1201, et seq., and the Condominium Declaration of Covenants, Conditions and Restrictions for Zahara Professional Offices, a Condominium, to be recorded in the official records of the County Recorder of Maricopa County, Arizona, as amended from time to time.
3. **Purpose.** The purpose for which the Corporation is organized is to provide for the management, maintenance and care of the property owned by the property owners association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the property owners association by the Condominium Declaration of Covenants, Conditions and Restrictions for Zahara Professional Offices, a Condominium. In furtherance of, and in order to accomplish the foregoing purpose, the Corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as amended from time to time, and may exercise all powers granted to the Corporation by the Condominium Documents or by the laws of the State of Arizona governing nonprofit corporations.
4. **Character of Affairs.** The character of affairs of the Corporation is to provide for the management, maintenance and care of the property owned by the property owners association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the property owners association, including but not limited to collecting any assessments required to be paid under the Condominium Declaration of Covenants, Conditions and Restrictions for Zahara Professional Offices, a Condominium.
5. **Board of Directors.** The initial board of directors shall consist of two directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member Corporation, or Board of Directors, if the Corporation has no members, or until their successors are elected and qualified are:

Philip Gelb
10105 East Via Linda, Suite 103-195
Scottsdale, Arizona 85258

Brendan Lundy
10105 East Via Linda, Suite 103-195
Scottsdale, Arizona 85258

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

6. **Known Place of Business.** The street address of the known place of business of the Corporation is 9318 E. 95th Way, Suite A-109, Scottsdale, Arizona 85258.

7. **Statutory Agent.** The name and address of the statutory agent of the Corporation is:

Philip Gelb

Mailing Address: 10105 East Via Linda, Suite 103-195
Scottsdale, Arizona 85258

Street Address: 9318 E. 95th Way, Suite A-109
Scottsdale, Arizona 85258

8. **Incorporator.** The name and address of the incorporator is:

Philip Gelb
10105 East Via Linda, Suite 103-195
Scottsdale, Arizona 85258
Telephone: (602) 510-1974

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

9. **Members.** The Corporation will have members.

10. **Indemnification of Officers, Directors, Employees and Agents.** The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

11. **Limitation of Liability.** To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or the members of the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a


director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 23rd day of May, 2006 by the incorporator.


Philip Gelb, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named Corporation effective this 23rd day of May, 2006.


Philip Gelb
Telephone: (602) 763-1124
Facsimile: (480) 767-3979

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.

ZANARA PROFESSIONAL OFFICES OWNERS
EXACT CORPORATE NAME ASSOCIATION

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. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

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 other 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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

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 5/23/06
TITLE President

BY _____ DATE _____
TITLE _____

BY [Signature] DATE 5/23/06
TITLE Officer

BY _____ DATE _____
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.