



AZ CORPORATION COMMISSION
FILED

ARTICLES OF INCORPORATION
OF
PINNACLE PEAK OFFICE PARK ASSOCIATION

JUN 15 2005

FILE NO. - 1208657.3

Article I.
Name

The name of the corporation shall be PINNACLE PEAK OFFICE PARK ASSOCIATION (the "Association").

Article II.
Definitions

Unless defined herein, the terms used herein shall be deemed to have the same definitions and meanings as in the Declaration of Covenants, Conditions and Restrictions for Pinnacle Peak Office Park Condominium, which has been or will be recorded in the office of the County Recorder of Maricopa County, Arizona, as it may thereafter be amended or supplemented from time to time (the "Declaration"), and the terms of which are incorporated herein by reference.

Article III.
Duration

The Association shall exist perpetually, subject to the right of Members to dissolve the Association pursuant to the Declaration.

Article IV.
Purposes and Powers

The Association is not organized and shall not be operated 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 the Association and by a rebate of excess membership dues, fees or assessments. Notwithstanding the foregoing, upon dissolution of the Association and liquidation of its assets, Unit Owners shall be entitled to share in this distribution of the assets, or the proceeds thereof, in accordance with the Declaration, the Articles, the Bylaws and Arizona law. The Association was formed and exists to serve as the governing body for all of the Unit Owners and the Members of the Association, for the protection, improvement, alteration, maintenance, ownership, repair, replacement, administration and operation of the Common Elements for the assessment of expenses, for the payment of losses, for the disposition of casualty insurance proceeds, and for other matters as provided in the Declaration, the Articles, or the Bylaws. Without limiting the generality of the foregoing, to the extent authorized by the Board, and in accordance with the provisions of this Declaration, the Association shall be empowered (but not obligated by the Articles):

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(g) To lend or invest its working capital and reserves with or without security, including, but not limited to, investing in annuities for any purpose, including, but not limited to providing funds for the payment of assessments against the Property;

(h) To act as surety or guarantor, agent, trustee, broker or in any other capacity when appropriate to the fulfillment and the furtherance of its objects and purposes;

(i) To pledge the right to exercise its assessment powers as security for any obligation, as provided in the Declaration;

(j) In general, to do and perform such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary and required; and

(k) To transact any and all lawful business not prohibited by the Declaration or the Articles for which corporations may be incorporated under the laws of the State of Arizona.

Article V.
Character of 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 and prerogatives under the Declaration.

Article VI.
Membership; Classes of Members; Voting Rights

The Members of the Association and their respective classes of Membership shall be as provided in the Declaration. Other than its Members, the Association shall have no shareholders, and no capital stock shall be authorized or issued. The voting rights of the Members shall be as provided in the Declaration and the Bylaws.

Article VII.
Statutory Agent

Nearhood Agency Services, Inc., 7537 East McDonald Drive, Scottsdale, Arizona 85250-6062, is appointed as the statutory agent of the Association for the State of Arizona.

Article VIII.
Board of Directors and Officers

The business, property and affairs of the Association shall be managed, controlled and conducted by a Board of Directors. The number of directors, who shall serve without compensation, shall not be less than one nor more than seven, as shall be specified in the Bylaws. The initial Board shall consist of one director. The name and address of the person who is appointed to serve as the initial director is:

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(a) To accept such properties, improvements, rights, and interests as may be conveyed, leased, assigned, or transferred to the Association; to assume such obligations and duties as may be contained in any lease, assignment or transferal to the Association; to maintain, operate, and otherwise manage buildings, structures, improvements, landscaping, parking areas, walks, common elements, common areas and facilities now or hereafter constructed on the property as provided in the Declaration; to pay all taxes and assessments, if any, which may properly be levied against properties of the Association; to repair, rehabilitate and restore buildings, structures and improvements on the property; to purchase and maintain insurance as required or provided by the Declaration; to make assignments and assessments for maintenance and operating charges as the Board shall determine in accordance with the Declaration and the Bylaws and to enforce the collection of such assessments; to impose liens against individual Unit Owners to secure the payment of obligations due from the Unit Owners, and to collect, sue, foreclose or otherwise enforce, compromise, release, satisfy and discharge such demands and liens in accordance with the Declaration; to pay all maintenance, operating and other costs and to do all things and acts which in the discretion of the Board, as provided in the Declaration, shall be deemed to be in the best interests of the Unit Owners and the Members of the Association or for the peace, comfort, safety or general welfare of the Unit Owners and the Members of the Association, all in accordance with the Declaration; to make and amend rules and regulations respecting the use of the property and any other matters relating to the Association and its Members; and, to do all things necessary or appropriate to carry out and to enforce the terms and provisions of the Declaration;

(b) To purchase or otherwise acquire title to portions of the Property and Common Elements, and to hold and exercise options to purchase the same, and to sell or lease such portions of the Property and Common Elements, if leased, in the Association's name as lessee and to sell and lease or to grant options to lease and purchase the same; and, if the Association becomes the Owner or lessee of the same, to perform all of the obligations of the Association as an Owner or lessee thereof and to assume and agree to pay any Mortgage constituting a lien thereon;

(c) To develop, construct, purchase, lease, own, improve, maintain, operate and hold real and personal property of every kind and description; to sell, convey, and lease such property; and to mortgage, assign and pledge or otherwise encumber such property;

(d) To borrow money, and to issue notes, bonds, and other evidences of indebtedness in furtherance of any or all of the objects and purposes of the Association, and to secure the same by mortgage, trust deed, pledge or other lien on or security interest in property of the Association;

(e) To enter into, perform, and carry out leases and contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the objects and purposes of the Association;

(f) To make refunds of excess payments from Unit Owners or Members as provided in the Declaration, the Articles or the Bylaws;

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| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Edward J. Pospisil | P.O. Box 25428 Scottsdale, Arizona 85255 |

The Board shall have the power to adopt the initial Bylaws, provided, however, that the Bylaws may be amended as provided therein.

The principal officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board. The officers of the Association shall have those powers, duties and responsibilities provided in the Declaration and the Bylaws.

Article IX.
Incorporator

The name and address of the incorporator is: Edward J. Pospisil, P.O. Box 25428, Scottsdale, Arizona 85255.

Article X.
Private Property

Declarant and the Members, directors, officers, committees and committee members of this Association shall not be individually or personally liable for the debts or other liabilities of this Association and the private property of Declarant and the Members, directors, officers, committees and committee members of its Association shall be forever exempt from corporate debts or liabilities of any kind whatsoever.

Article XI.
Interdealing

Subject to any restrictions set forth in the Declaration, no transaction, contract or act of this Association shall be either void or voidable or in any other way affected or invalidated by reason of the fact that Declarant, any Owner, or any officer, director, committee member or Member of this Association, or any other corporation or other entity of which it or he may be an officer, director, member or shareholder, is in any way interested in such transaction, contract or act, provided the interest of Declarant, Owner, officer, director, committee member or Member is disclosed in accordance with the requirements of A.R.S. § 33-1243(c), as amended, to the members of the Board or such Members or directors as shall be present at any meeting at which action is taken upon any such transaction, contract or act. Nor shall Declarant, or any Owner, officer, director, committee member or Member be accountable or otherwise responsible to this Association for or in connection with any such action, contract or transaction or for any gains or profits realized by him by reason of the fact that he, or any other corporation or other entity of which it or he is an officer, director, member or shareholder is interested in any such transaction, contract or act. To the fullest extent permitted under Arizona law, Declarant or any Owner, officer, director, committee member or Member, if he is a director, after making full disclosure of his interest, may be counted in

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determining the existence of a quorum at any meeting of the Board which shall authorize or take action upon any such transaction, contract or act, and he may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, or any other corporation or other entity of which he is an officer, director, member or shareholder, were not interested in such transaction, contract or act.

Article XII.
Limitation of Liability

To the fullest extent permitted under Arizona law, every director and officer of the Association shall be exempt from personal liability to the Association, its Members, every Owner and every other person for monetary damages for breach of fiduciary duty as a director or officer.

Article XIII.
Indemnification

To the fullest extent permitted by Arizona law, every director and every officer of the Association shall be indemnified by the Association, and every other person serving as an employee or direct agent of the Association, or on behalf of the Association as a member of a committee or otherwise, or at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may, in the discretion of the Board, be indemnified by the Association, against all expenses and liabilities, including, but not limited to, attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having served in such capacity on behalf of the Association, or any settlement thereof, whether or not he is a director or officer, or serving in such other specified capacity at the time such expenses are incurred, provided that the Board shall determine, in good faith, that the person to be indemnified hereunder did not act, fail to act, or refuse to act with gross negligence or fraudulent or criminal intent in the performance of his duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such persons may be entitled at law or otherwise.

Article XIV.
Amendments

The Articles may be amended in accordance with the following procedures:

- (a) The amendment of the Articles shall require:
 - (1) the affirmative vote of two-thirds (2/3) of the Board, and
 - (2) the affirmative vote of two-thirds (2/3) of all of the Members.

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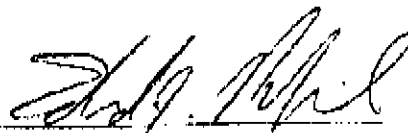
(b) Further, notwithstanding the foregoing provisions of this Article XIV, the percentage of a quorum or of the voting power of the Members necessary to amend a specific clause or provision in the Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

(c) Further, notwithstanding the foregoing provisions of this Article XIV, the Articles shall not be amended or modified to contain any provisions that would be contrary to or inconsistent with the Declaration, and any provision of or purported amendment or modification to the Articles which is contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency.

Article XV.
Inconsistency; Priority

The Association was formed and continues to 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 the Articles, as amended from time to time, the terms of the Declaration shall control.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature this 14th day of June, 2005.



Edward J. Pyspasil
Incorporator

NEARHOOD AGENCY SERVICES, INC.

7537 East McDonald Drive
Scottsdale, Arizona 85250-6062
Telephone (480) 998-3525
Facsimile (480) 998-0820

June 14, 2005

Arizona Corporation Commission
Incorporating Division
1300 West Washington Street
Phoenix, AZ 85007

Re: Pinnacle Peak Office Park Association — / 209 651. 3

Dear Sir/Madam:

The undersigned, Nearhood Agency Services, Inc., having been designated to act as Statutory Agent, hereby consents to act in that capacity until resignation or removal as Statutory Agent in accordance with Arizona law.

NEARHOOD AGENCY SERVICES, INC.



By: James R. Nearhood
Its: President

JRN/jg

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.

1208651.3
PINNACLE PEAK OFFICE PARK 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 embezzlement 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 held 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?;
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?;
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes No

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 either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such position 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

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. 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 December

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 6/14/05
TITLE DONALD J. POSSISKI, INCORPORATOR

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

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

STATE OF ARIZONA

Department of State



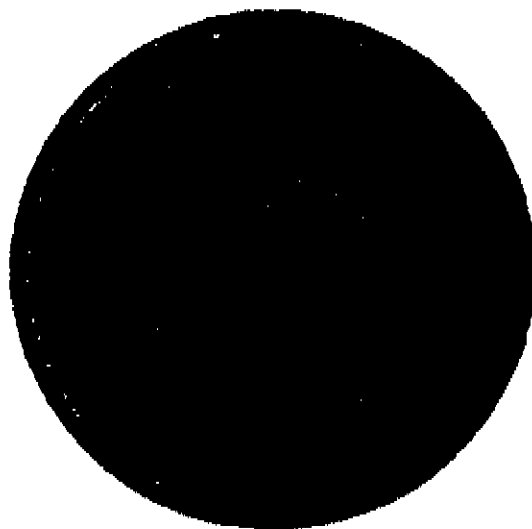
TRADE NAME CERTIFICATION

PINNACLE PEAK OFFICE PARK — / 208651.3

I, Janice K. Brewer, Secretary of State, do hereby certify that in accordance with the Trade Name Certification filed in this Office, the Trade Name herein certified has been duly registered pursuant to Section 44-1460, Arizona Revised Statutes, in behalf of:

EDWARD J. POSPISIL
8707 E. VISTA BONITA DR.
STE 230
SCOTTSDALE AZ 85255-

6/16/03 Application



Registration Date: 06/16/2003

Expiration Date: 6/16/08

Date First Used: 6/9/03

Trade Name No.: 296131

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Arizona. Done at Phoenix, the capital, this 2 day of July, 2003.

A handwritten signature in cursive script that reads "Janice K. Brewer".

JANICE K. BREWER



**Fidelity National Title
INSURANCE COMPANY**

8707 E. Vista Bonita Dr. Suite 7150 • Scottsdale, AZ 85256
(480) 515-4585 • FAX (480) 515-4579

Attn: Jodi
Nearhood Associates
7537 E. McDonald Dr.
Scottsdale, AZ 85250

DATE: June 14, 2005
ESCROW NO: 22006995-LCB
ESCROW NO: 22008997-LCB
7450 E. Pinnacle Peak Rd., Scottsdale, AZ
85255 (Unit 254 & 256)

RE: Pinnacle Peak Office Park Association

To Whom It May Concern:

1208651-3

Please be aware that we have two units within Pinnacle Peak Office Park Association (unit 254 and 256) that are scheduled to close on Friday June 17, 2005. It is our understanding that the Pinnacle Peak Office Park Association has not been incorporated/ filed with the Arizona Corporation Commission and needs to be in order to close these two files.

Should you require any further information, please do not hesitate to contact our office.

Sincerely,
Fidelity National Title Insurance Company

[Signature]
Sandy Johnson for
Lisa Carrington Boyle
Branch Manager, Escrow Officer
(480) 515-4585

SJ

enclosure(s)

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JUN 15 2005

TRANSMITTAL FOR FAX FILING

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

TO: ARIZONA CORPORATION COMMISSION
Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
Fax: (602) 542-4100 0900

Attn. Christina

Please see attached
closing date: 6/17/05

FROM: NEARHOOD LAW OFFICES, PLC
(Our Client No. 2447.015)

DATE: ~~6/15/05~~ 6/15/05

Thanks!

Jody

Advance Account Number: 1543
Contact Person: Jody Genteman
Telephone Number: (480) 998-3525 Fax Number: (480) 998-0820

Corporation/LLC Name: Pinnacle Peak Office Park Association

Document Type: Articles of Incorporation, Close of Escrow Letter, Trade Name Certificate
Number of Pages (including transmittal) 12

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

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

(Date Stamp)

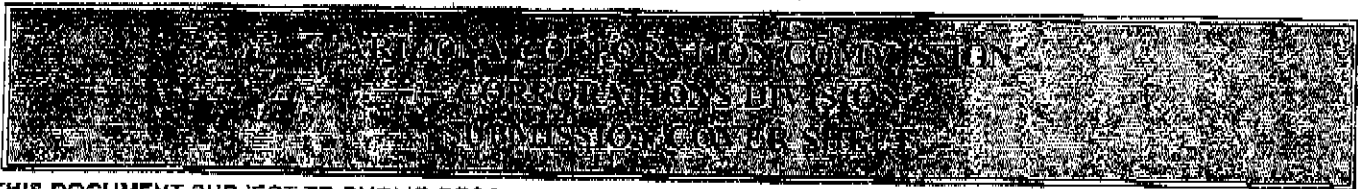
Filing fee(s) charged to your account in the amount of \$ _____

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

Examiner _____

Telephone: _____

* All documents are subject to review before filing.



THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): Pinnacle Peak Office Park Association 6/15/05

Please Check or Complete the Appropriate Sections:

-1208651.3 Date: ~~6/15/05~~

- A. 1. NEW Entity Filing CHANGE to Existing Entity Resubmission/Corrected Document
- 2. Domestic (from Arizona) Foreign (organized in another state or country)
- 3. Profit/Business Corporation (B) Nonprofit Corporation (NP) LLC Trust Other
- 4. Payment Check # _____ Cash MOD account # 1543
Amount: \$ 15.00 No fee required See attached distribution of funds instructions
- 5. Processing Expedited (usually 1-3 day turn-around, \$35 Additional Fee Per Document)
 Regular (usually 4-7 week turn-around)

B. Filing Type: (Check one only)

- Articles of Domestication
- Articles of Incorporation
- Articles of Organization
- Application to Transact Business (B)
- Application to Conduct Affairs (NP)
- Application for New Authority
- Application for Registration
- Articles of Amendment
- Articles of Amendment & Restatement

RECEIVED
JUN 15 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

- Publication of _____
- Articles of Correction
- Merger of (name): _____
- Info: _____
- Other: _____

C. Special Instructions: _____

D. Extras:

- Certified Copies- _____ (Qty. @ \$5 ea. for corp. or \$10 ea. for LLCs)
- Good Standing Certificate- _____ (Qty. @ \$10 ea.)
- Expedite Certified Copies (\$35 extra)
- Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: Mail or Pick Up or Fax # 480, 998-0820

The following individual should be called to pick up completed documents:

Name: _____ Phone: () _____

Pick-up by: _____ Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: _____ Firm: _____

Address: NEARHOOD LAW OFFICES, PLC
7537 E. McDONALD DRIVE

City, State, Zip: SCOTTSDALE, ARIZONA 85250-8062

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