

AZ CORP COMMISSION
FOR THE STATE OF AZ
FILED

ARTICLES OF INCORPORATION

MAR 26 4 31 PM '87

OF

APPR *Joseph H. ...*
DATE *APR 11* FILED
TERM _____
DATE _____ TIME _____

THE SHORES CONDOMINIUM ASSOCIATION

194172-9

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a 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 this corporation (hereinafter "Association") is THE SHORES CONDOMINIUM ASSOCIATION. Association, as defined herein, shall mean and refer to the "Council of Co-Owners" as defined in A.R.S. § 33-551(5) governing horizontal property regimes, and in Article III of the Declaration (as hereinafter defined).

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 in Maricopa County, Arizona.

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

Gwynne Schwartz
The Shores
7401 North Scottsdale Road
Scottsdale, Arizona 85253

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

6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits or dividends to its members and 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 Elements and Association property within that certain tract of property situated in Maricopa County, Arizona, which is more particularly described in that certain Declaration of Horizontal Property Regime recorded on the 18th day of August, 1975, in Docket 11293, pages 374-404 inclusive, which instrument was recorded in the official records of the Maricopa County Recorder (the "Declaration"), and the Bylaws of the Council of Co-Owners.

of The Shores (the "Bylaws") 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, as set forth in the Declaration, the Bylaws, and herein, this 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 and fines as set forth in the Declaration;

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 property owned by the Association (not including the Common Elements);

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 (but Common Elements are owned by Owners as provided in the Declaration);

e. Borrow money and, only with the assent (by vote or written consent) of two-thirds (2/3) of the members of the Association, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property (not including Common Elements owned by Owners) as security for money borrowed or debts incurred;

f. Grant easements over the Common Elements to any public agency, authority or utility company as provided in the Declaration;

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 of by vote or written consent of two-thirds (2/3) of the members of the Association; and

h. Have and exercise any and all powers, rights and privileges which the Association may exercise under the Declaration or which a corporation organized under the Arizona Nonprofit Corporation Act by law may now or hereafter have or exercise.

i. Have and exercise any and all powers, rights and privileges which a corporation organized for the benefit of

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condominium Unit Owners may exercise under A.R.S. § 33-551 et seq. governing horizontal property regimes or the Arizona Condominium Act, A.R.S. § 33-1201 et seq. to the extent applicable.

7. Membership Voting Rights. The number and qualifications of members of the Association, 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 Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors (the exact number of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the members or by the Board of Directors), each of whom shall be a member of the Association. The number of Directors may be changed by amendment to the Bylaws of the Association. The initial Board of Directors, the members of which shall serve until their successors are elected according to the Bylaws, is as follows:

Gene Cable
1834 South Noland Road
Independence, Missouri 64058

Jack Aweida
7487 Panorama Drive
Boulder, Colorado 80303

Peter J. Peters
P. O. Box 938
Council Bluffs, Iowa 51501

T. Warren Thompson
9743 Nottingham Drive
Omaha, Nebraska 68127

J. C. Sparkman
2530 S. Dudley
Denver, Colorado 80227

9. Dissolution. In the event of the dissolution, liquidation or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or persons in charge of the liquidation shall divide the remaining assets among the members in accordance with their respective rights therein (according to their Common Interests), except as otherwise required by law.

10. Amendments. These Articles may be amended by the vote or written assent of members representing seventy-five percent (75%) of the total voting power of 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. The Bylaws may be amended by the members as provided in the Bylaws.

11. Incorporators. The Incorporators and their names and addresses are:

David W. Kreutzberg, Esq.
Storey & Ross
Court One - Fourth Floor
4742 North 24th Street
Phoenix, Arizona 85016

Phyllis H. Parise, Esq.
Storey & Ross
Court One - Fourth Floor
4742 North 24th Street
Phoenix, Arizona 85016

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 25th day of March, 1987.

By 
DAVID W. KREUTZBERG
Incorporator

By 
PHYLLIS H. PARISE
Incorporator

193001 0035

March 23, 1987

HAND DELIVERED

ARIZONA CORPORATION COMMISSION
Incorporating Division
1200 West Washington Street
Phoenix, Arizona 85007

RE: THE SHORES CONDOMINIUM ASSOCIATION

I, GWYNNE SCHWARTZ, having been designated to act as Statutory Agent of THE SHORES CONDOMINIUM ASSOCIATION, hereby consent to act in such capacity until removal or resignation is submitted to the Arizona Corporation Commission in accordance with the Arizona Revised Statutes.



GWYNNE SCHWARTZ

7401 North Scottsdale Road
Scottsdale, Arizona 85253

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ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 412 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

THE SHORES CONDOMINIUM ASSOCIATION
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER TO:

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate
 - 3. Have 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 where 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

- B. For any person or persons who have been or are subject to one or more of the statements in Items A 1 through A.3 above, 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.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION
A.R.S. Sections 10-128.01 and 10-1083

- 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 ___ NO X

*NOTE: SEE ATTACHMENT TO CERTIFICATE OF DISCLOSURE ANNEXED HERETO
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 involved and the file or cause number of the case.

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

BY David W. Kreutzberg DATE 3-25-87
 TITLE David W. Kreutzberg, Incorporator

BY Phyllis H. Parise DATE 3-25-87
 TITLE Phyllis H. Parise, Incorporator

FISCAL DATE September 30

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APR 17 1987

ATTACHMENT TO CERTIFICATE OF DISCLOSURE OF

THE SHORES CONDOMINIUM ASSOCIATION
(EXACT CORPORATE NAME)

The undersigned are members of or employees of STOREY & ROSS, a law firm with offices at 4742 North 24th Street, Court One - Fourth Floor, Phoenix, Arizona 85016. It is possible that the undersigned may have acted as incorporators, officers or directors of one or more corporations at the request of and on behalf of clients of STOREY & ROSS. With respect to such activity, the undersigned were acting solely in connection with the representation of clients by STOREY & ROSS and did not have any beneficial interest in any such corporation nor did the undersigned have any duties or responsibilities with respect to such corporation except in connection with the representation of clients of the law office of STOREY & ROSS. It is possible that one or more of such corporations may have been placed in bankruptcy or receivership or had its charter revoked during the time the corporation was being represented by STOREY & ROSS or subsequent thereto. In connection with each such corporation, the undersigned would not have been a principal thereof, but would have at most acted as members or employees of STOREY & ROSS in connection with the legal representation thereof.

It is not possible to determine from the records of the office of STOREY & ROSS or from the records of the Arizona Corporation Commission a list of all clients at the office of STOREY & ROSS which were involved in bankruptcy or receivership proceedings or charter revocations during the period of time such clients were represented by STOREY & ROSS and, with respect to such corporations, to determine whether the undersigned had ever served as incorporators, officers or directors. It is similarly not possible to determine which corporations, if any which were once clients of STOREY & ROSS and which thereafter ceased to be clients of STOREY & ROSS were ever involved in bankruptcy whether the undersigned were incorporators, officers or directors of any such corporations.

The above information is applicable solely to the participation of the undersigned, if any, with respect to corporations as to which the undersigned's sole participation was in connection with the representation of a client of STOREY & ROSS. The above statement does not apply to the participation by the undersigned, if any, in any corporation in which the undersigned owned a proprietary, beneficial or membership interest greater than 20% or in which the undersigned served as directors,

officers, trustees or incorporators otherwise than in connection with representations of clients of STOREY & ROSS.

Dated: March 25, 1987.

David W. Kreutzberg
David W. Kreutzberg, Incorporator

Dated: March 25, 1987.

Phyllis H. Parise
Phyllis H. Parise, Incorporator