

AZ. CORP. COMMISSION
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ARTICLES OF INCORPORATION
OF
WILLETTA 9 CONDOMINIUMS HOMEOWNERS ASSOCIATION

When Filed, Return To:
Meagher & Geer, P.L.L.P.
8800 North Gainey Center Drive, Suite 261
Scottsdale, Arizona 85258
Attn. David J. Itzkowitz

**ARTICLES OF INCORPORATION OF
WILLETTA 9 CONDOMINIUMS HOMEOWNERS ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned has this day executed and adopted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Arizona.

1. Name. The name of this corporation (hereinafter "Association") is **Willetta 9 Condominiums Homeowners Association.** *OK*
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 130 N. Central Avenue, Suite 201, Phoenix, AZ 85004.
4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are: Allan R. Gutkin, 130 N. Central Avenue, Suite 201, Phoenix, AZ 85004.
5. Nonprofit Corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona.
6. Purpose and Powers. The purpose for which this Association is organized is the transaction of any and all lawful business for which nonprofit associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. This Association does not contemplate the distribution of gains, profits or dividends to its Members. The initial and specific primary purposes for which it is formed are to provide for the construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of all areas for which the Association has such responsibilities within that certain tract of property (the "Property") situated in the City of Phoenix, Maricopa County, Arizona, which is more particularly described in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") which will be recorded in the official records of the Maricopa County Recorder, 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, this Association shall have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the laws of the State of Arizona, Title 10, Arizona Revised Statutes may now or hereafter have or exercise.

7. Defined Terms; Conflicting Provisions. Capitalized terms used herein shall have the meanings specified for such terms in the Declaration, the terms and provisions of which are hereby incorporated herein as if set forth herein. In the event of any conflict or inconsistency between the Declaration and these Articles, the Declaration shall control.

8. 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.

9. Board of Directors; Officers. The affairs of this Association shall be conducted by the Board and such officers as the Board may elect or appoint in accordance with these Articles and the Bylaws of the Association. The initial Board and each Board thereafter for so long as there is a Class B Member shall be selected by the Class B Member and shall consist of one (1) Member or other person. Commencing with the first annual meeting of the Members when there is no longer a Class B Member, the Board shall consist of, and the voting Members shall elect, no less than 3 nor more than nine (9) Directors, all of whom must be Members (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members or by the Board of Directors). The number of Directors may be changed by amendment to the Bylaws.

The names and addresses of the initial Directors, who shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Allan R. Gutkin, 130 N. CENTRAL AVE. #201, PHOENIX, AZ 85004

The initial officers of the Association and their respective positions shall be:

President: Allan R. Gutkin
Secretary/Treasurer: Allan R. Gutkin

10. Elimination of Director Liability. To the fullest extent that Arizona law, as it exists on the date hereof or as it may hereinafter by amendment, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

11. 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 laws of the State of Arizona, Title 10, Arizona Revised Statutes.

12. 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 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.

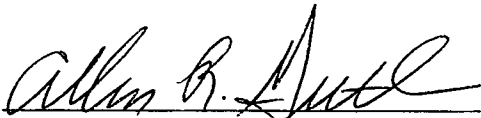
13. Incorporator. The name and address of the Incorporator are:

Allan R. Gutkin
130 N. Central Avenue, Suite 201
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, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 5th day of ~~March~~^{June}, 2004.

INCORPORATOR:


Allan R. Gutkin