

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALAMEDA PARK CONDOMINIUM ASSOCIATION**

WHEREAS, Alameda Park Condominium Association (the "Association") was re-incorporated as a nonprofit corporation in the State of Arizona on or about June 29, 1998; and

WHEREAS, the Articles of Incorporation of Alameda Park Condominium Association were executed on June 29, 1998 (the "Original Articles"); and

WHEREAS, the Original Articles may be amended by a majority vote of the Board of Directors pursuant to Arizona Revised Statutes Section 10-11001 through 10-11004; and

WHEREAS, the Association wishes to amend and restate the Original Articles through the execution of this Amended and Restated Articles of Alameda Park Condominium Association (the "Amended and Restated Articles"); and

WHEREAS, this Amended and Restated Articles have been approved, at a regular or special meeting of the Board of Directors, by a vote of a majority of the Board of Directors Pursuant to A.R.S. Section 10-11001 through 10-11004; and

NOW THEREFORE, pursuant to Title 10, Chapters 24 through 40 of the Arizona Revised Statutes (the "Nonprofit Corporation Act"), as the same may be amended or revised, the undersigned hereby adopt the following Amended and Restated Articles of Incorporation (the "Articles").

ARTICLE I - NAME

The name of the corporation shall be Alameda Park Condominium Association, Inc. (herein referred to as the "Association").

ARTICLE II - NONPROFIT CORPORATION

The Association is organized as a nonprofit corporation pursuant to the Nonprofit Corporation Act. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its Members. All income and earnings of the Association shall be used to further the purposes and objectives of the Association as set forth in ARTICLE IV. The corporation shall be tax-exempt as permitted by the Internal Revenue Code. Nothing contained herein, however, shall prohibit the Association from reimbursing Directors, Officers and Members for his or her actual expenses incurred in the performance of his or her duties. Directors are precluded from receiving any compensation from the Association for any action voluntarily taken on behalf of the Association outside of reimbursement for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business is located at PO Box 62073, Phoenix, Arizona 85082-2073, but it may establish other places of business and other offices, within Maricopa County, as the Board of Directors may from time to time determine.

ARTICLE IV - PURPOSE, POWERS AND DUTIES

The primary business and purpose of the Association is to serve as an "Association" as that term is defined and used in the Planned Communities Act and as the "Association" as that term is defined and used in the Declaration of Horizontal Property Regime for Alameda Park Unit One Condominium recorded at Docket 12912, Page 1083, records of Maricopa County, (the "Declaration"). In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by the Declaration and the Bylaws. In addition, subject to the provisions of the Declaration, the Association shall have and may exercise any and all of the powers, rights and privileges now or hereafter granted to nonprofit corporations by the Nonprofit Corporation Act.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

The Association shall have members. The membership of the Association shall consist exclusively of all of the Owners of record of Residences, as those terms are defined in the Declaration, or their heirs, successors or assigns. The property, voting and other rights and privileges of Members, and their liability for assessments and other charges, shall be as set forth in the Declaration, the Bylaws and the Nonprofit Corporation Act.

ARTICLE VI - BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors of not less than 3 nor more than 9 persons, each of whom shall be a Member. The Bylaws of the Association shall prescribe the terms of office and manner of election of Directors.

ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by officers elected pursuant to the provisions of the Bylaws. The officers shall consist of a President, Vice-President, Secretary, and Treasurer, each of which shall serve at the pleasure of the Board of Directors, and each of whom shall be Directors.

ARTICLE VIII - INCORPORATOR

The incorporator of the Association shall be Augustus H. Shaw IV, Esq., whose office is located at 1400 E. Southern Ave., Suite 405, Tempe, AZ 85282.

ARTICLE IX - NO PERSONAL LIABILITY

The Directors, officers and Members of the Association shall not be individually liable for the Association's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Association or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 10-11631 or Section 10-11632 of the Arizona Revised Statutes, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

ARTICLE X - INDEMNIFICATION

The Association shall indemnify any past or present Director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts incurred while acting within the scope of his or her authority as a Director, officer, committee member, employee or agent of the Association; provided that the Board of Directors shall determine in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in this action.

ARTICLE XI - DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. Upon termination of the Declaration in accordance with its provisions, the Association may be dissolved as provided in the Bylaws or Arizona law. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided by Arizona law.

ARTICLE XII - FISCAL YEAR END

The Association shall have its fiscal year end on December 31st.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended as provided in Arizona Revised Statutes Sections 10-11001 through 10-11004, as the same may be amended or revised.

ARTICLE XIV - STATUTORY AGENT

This Association hereby appoints Carpenter Hazlewood, PLC 1400 E. Southern Ave., Suite 405, Tempe, Arizona 85282, as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this Association. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, have executed these Amended and Restated Articles of Incorporation this 19th day of August, 2003.

ALAMEDA PARK CONDOMINIUM ASSOCIATION

Charles R. Flake
President

SECRETARY'S CERTIFICATE

I, Miriam Gantant, the duly appointed secretary of the Association, hereby certify that this Amended and Restated Articles was approved by the affirmative vote of a majority of the members of the Board of Directors.

Miriam Gantant
Secretary of the Association

8/14/23
Date

CONSENT OF STATUTORY AGENT AND INCOPORATOR

The undersigned hereby certifies that consent is given to act as statutory agent and in coporator for this Association.

CARPENTER HAZLEWOOD, PLC

By: _____
Augustus H. Shaw IV, Esq.

