



AZ CORPORATION COMMISSION
FILED

MAR 25 2016

ARTICLES OF INCORPORATION

FILE NO. 2019679.5

OF

ESTATES AT 32ND STREET COMMUNITY ASSOCIATION

1. Name. The name of this corporation (hereinafter "Association") is ESTATES AT 32ND STREET COMMUNITY ASSOCIATION.

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 at 3321 East Baseline Road, Gilbert, Arizona 85234 in Maricopa County, Arizona.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are ZG Law Agent Services LLC, 2425 E. Camelback Road, Suite 600, Phoenix, Arizona 85016.

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. 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 Area, Areas of Association Responsibility and all other areas for which the Association has such responsibility within the Community situated in Maricopa County, Arizona, which is more particularly described in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Estates at 32nd Street (the "Declaration") which will be recorded in the official records of the Maricopa County Recorder, as the same may be amended, and to perform the duties and exercise the rights of the Association under the Declaration and other Community Documents described therein.

In furtherance of said purposes, this Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (A.R.S. Section 10-3101 et seq.) by law may now or hereafter have or exercise, subject to the Community Documents.

7. Membership Voting Rights. There will be Members of the Association. 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.

8. Board of Directors. The affairs of this Association shall be managed by a Board of Directors (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members). The initial Board of Directors, the members of which shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Jeff Blandford
Lori Anderson
Sheri Villa
Paul Dugas
3321 East Baseline Road
Gilbert, Arizona 85234

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in compliance with A.R.S. 10-3830. The Directors shall have the full benefits and immunities created by or available under the provisions of A.R.S. 10-3830 and 10-3850 through 3858, as the same may be expanded or modified in the future.

10. Dissolution. The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-thirds (2/3) of the authorized votes in each class of Membership. 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 Arizona Nonprofit Corporation Act. The Directors or Persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance then such assets may be granted, transferred or conveyed to any nonprofit corporation, association, trust or other organization devoted to similar purposes. If such actions are not feasible, said Directors or other Persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. Amendments. These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total allocated votes in the Association; provided, however, that the Declarant, so long as the Declarant is a Member of the Association, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency and/or private agency whose approval of the Community or the Community Documents is required by law or requested by the Declarant or the Association in connection with financing for

Lots or Dwelling Units. So long as the Declarant is a Member of the Association, any amendment to these Articles must be approved in writing by the Declarant.

12. Incorporator. The Incorporator and his name and address are:

Jeff Blandford
3321 East Baseline Road
Gilbert, Arizona 85234

13. 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, being the Incorporator of this Association, has executed these Articles of Incorporation this 25th day of March, 2016.



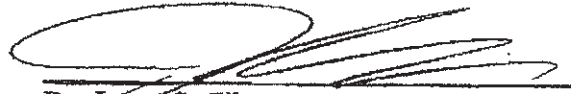
Jeff Blandford, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

ZG Law Agent Services LLC, an Arizona limited liability company, having been designated to act as Statutory Agent of Estates at 32nd Street Community Association, an Arizona non-profit corporation, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: March 25, 2016

ZG Law Agent Services LLC,
an Arizona limited liability company



By: James S. Gibson
Its: Member