

**ARTICLES OF INCORPORATION
OF
THE COMMONS ON LEMON, INC.
(a Nonprofit Corporation)**

The undersigned incorporator, for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose does hereby adopt the following Articles of Incorporation ("Articles").

ARTICLE I

NAME OF THE ASSOCIATION

The name of the corporation shall be The Commons On Lemon, Inc. (the "Association").

ARTICLE II

NONPROFIT CORPORATION

The Association is organized as a nonprofit corporation pursuant to Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or any successor statutes. The Association shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its members, directors or officers. All income and earnings of the Association shall be used to further the purposes and objectives of the Association.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business is located at 1215 East Lemon Street Office, Tempe, Arizona 85281 but it may establish other places of business and other offices at such other places as the board of directors of the Association ("Board of Directors") may from time to time determine.

ARTICLE IV

DEFINED TERMS/CONFLICTING PROVISIONS

Unless the context otherwise requires, capitalized terms used in these Articles without definition shall have the meanings specified for such terms in that certain Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions, and Restrictions for The Commons on Lemon (the "Declaration"), recorded in the Office of the Recorder of Maricopa County, Arizona as Instrument No. 1985 85 501251, the terms and provisions of which are incorporated into these Articles by this reference as if set forth herein. In the event of any conflict or inconsistency between the Declaration and these Articles, the Declaration shall control.

**Articles of Incorporation
The Commons on Lemon, Inc.**

ARTICLE V

PURPOSE, POWERS AND DUTIES

The primary business and purpose of the Association is to serve as the "Association" as that term is defined and used in Arizona Revised Statutes § 33-1202, as the same may be amended, or any successor statute, and as the "Association" as that term is defined and used in 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 "Condominium Documents" (as defined in Arizona Revised Statutes § 33-1202, as the same may be amended, or any successor statute). 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 Associations by Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or any successor statute. The specific primary purpose for which this Association is formed is to provide for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the Property situated in the City of Tempe, County of Maricopa, State of Arizona and more particularly described in the Declaration, and to promote the health, safety and welfare of all members and Owners in connection with their respective use, occupancy and ownership of the Property. The Association shall have all legal powers necessary to carry out its obligations under the Declaration, these Articles and the Association's bylaws.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The Association will have members ("Members"). The membership in the Association shall consist exclusively of all of the Owners of separately owned Units within the Property. All Owners shall be mandatory Members and no Member shall have the right to resign as a Member. By acquiring fee title or otherwise becoming an Owner of a Unit, a Person consents to becoming a Member. The voting and other rights and privileges of Members, and their liability for assessments and other charges, shall be as set forth in the Condominium Documents.

ARTICLE VII

BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors. Each member of the Board of Directors (individually "Director") (other than the Directors appointed by Declarant) shall be a Member, or a spouse of a Member (or if a Member is a corporation, partnership, limited liability company or trust, a Director may be an officer, partner, member, trustee or beneficiary of such Member). The names and addresses of the initial Directors are as follows:

**Articles of Incorporation
The Commons on Lemon, Inc.**

<u>Name</u>	<u>Address</u>
Shannon Hellem	1215 East Lemon Street #222 Tempe, AZ 85281
Michael Pry	1215 East Lemon Street #127 Tempe, AZ 85281
Ralph Risoli	1215 East Lemon Street Office Tempe, AZ 85281

The Bylaws of the Association shall prescribe the terms of office and manner of election of Directors, and the number of Directors.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by officers elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members, or at other meetings called for such purpose. The officers shall consist of a President, Vice-President, Secretary and other officers as elected, each of which shall serve at the pleasure of the Board of Directors.

ARTICLE IX

LIMITATION ON LIABILITY OF DIRECTORS

A Director shall not be personally liable to the Association or its Members, if any, for monetary damages for any action taken or any failure to take any action as a Director, except for liability for any of the following: (i) the amount of a financial benefit received by a Director to which the Director is not entitled, (ii) an intentional infliction of harm on the Association or the Members, (iii) a violation of Arizona Revised Statutes §10-3833, as may be amended or any successor statute, or (iv) an intentional violation of criminal law. 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 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 existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION

The Association shall indemnify any past or present Director and/or Officer, committee member, employee or agent of the Association against expenses, including without limitation,

**Articles of Incorporation
The Commons on Lemon, Inc.**

attorneys' fees, judgments, fines and amounts reasonably 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 that such indemnification is in compliance with Arizona Revised Statutes §10-3851 through §10-3858, as same may be amended or any successor statutes.

ARTICLE XI

DISSOLUTION

No Person shall possess any property right in or to the property or assets of the Association. The Association may be dissolved with the consent given in writing signed by Members representing at least sixty-seven percent (67%) of the total votes of the Association.

ARTICLE XII

AMENDMENTS

These Articles may be amended as provided in Arizona Revised Statutes § 10-11001 through § 10-11009, as the same may be amended or any successor statutes. Where approval of the Members is required by statute and except as governed by statute, any amendment shall require the consent of Members representing at least fifty-one percent (51%) of the total votes of the Association. Any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant owns one or more Units.

ARTICLE XIII

STATUTORY AGENT

The Association hereby appoints Raul Abad, Gust Rosenfeld, P.L.C., 201 E. Washington Street, Suite 800, Phoenix, Arizona 85004. 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.

ARTICLE XIV

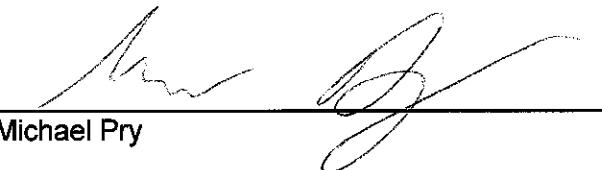
INCORPORATION

The name and address of the incorporator is Michael Pry, with an address of 1215 Lemon Street #127, Tempe, Arizona 85281. All powers, duties and responsibilities of the incorporator shall cease at the time of filing of these Articles with the Arizona Corporation Commission.

**Articles of Incorporation
The Commons on Lemon, Inc.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of May 2006.

INCORPORATOR:


Michael Pry

**Articles of Incorporation
The Commons on Lemon, Inc.**

CONSENT TO ACT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent of THE COMMONS ON LEMON, INC., hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated this ____ day of May, 2006.

Raul Abad

**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.**

THE COMMONS ON LEMON, INC.

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 antitrust 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 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 wherein 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?

Yes _____ No X

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 interest 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 X

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 and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is

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 John D. Clegg DATE 3/26/06
TITLE INCORPORATOR, DIRECTOR AND OFFICER

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST

IN THE INITIAL CERTIFICATE OF DISCLOSURE. (If r

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.

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ARTICLES OF INCORPORATION

OF

180283

THE COMMONS ON LEMON, INC.

The undersigned, for the purpose of forming a non-profit corporation under A.R.S. §10-1002, et seq., do hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be The Commons On Lemon, Inc.

ARTICLE II

The incorporators of the corporation are those persons who have executed these articles and their names and addresses are set forth immediately opposite their signatures.

ARTICLE III

The purpose for which the corporation is organized is to act as a tax-exempt homeowners' association ("the association") in accordance with Section 528 of the Internal Revenue Code of 1954, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501(c)(4) of the Internal Revenue Code, as the same may be amended from time to time, and as such, shall serve as a homeowners' association for the owners of condominium units under a horizontal property regime formed under and pursuant to Title 33, Chapter 4.1, Arizona Revised Statutes ("the Act"), known as The Commons On Lemon, as more fully

set forth in the Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions for The Commons On Lemon ("the Declaration"), recorded in the office of the County Recorder of Maricopa County, Arizona. In furtherance of, and in order to accomplish the foregoing purposes, the association may transact any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

The association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes, as the same may be amended from time to time, and all of those powers necessary or convenient to effect the corporation's purposes as set forth above, including but not limited to, the power to exercise all of the rights and privileges and perform all duties and obligations of the corporation, as set forth in the Declaration as the same may be amended from time to time as provided therein.

ARTICLE V

Every person or entity who is a record owner of any unit in Phase I of The Commons On Lemon, or in Phase II, if The Commons On Lemon is expanded to include such Phase in accordance with the Declaration, shall be a member of the association, subject to and in accordance with the Declaration. The foregoing is not intended to include

persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI

The corporation shall have two classes of voting membership:

CLASS A: Class A members shall be all unit owners in Phase I of The Commons On Lemon and in Phase II, if The Commons On Lemon is expanded to include such Phase, with the exception of Declarant as such term is defined in the Declaration, and each Class A member shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The voting for such unit shall be exercised as such persons among themselves determine, or, in the absence of such determination, as determined by the Board, but in no event shall more than one vote be cast with respect thereto. If any owner or owners cast a vote representing a certain unit, it will thereafter be conclusively presumed for all purposes that such owner or owners were acting with the authority and consent of all other owners of the same unit.

CLASS B: The Class B member shall, at the inception of incorporation, be Declarant, and shall be entitled to three (3) votes for each unit owned in Phase I of The Commons On Lemon and Phase II, if The Commons On Lemon is expanded to include such Phase. The total votes which Declarant shall be entitled to cast may be cast in such proportion on any matter as Declarant may determine. Each Class B membership

representing units owned by Declarant shall cease and be converted to Class A membership, without further act or deed, upon the happening of any of the following events:

- (a) Upon the conveyance by Declarant of any particular unit to an owner, other than in connection with an assignment by Declarant of all or substantially all of its rights under the Declaration (including a pledge or assignment by Declarant to any lender as security), with respect to the particular unit or units so sold or otherwise disposed of; or
- (b) With respect to all remaining Class B memberships, upon the first to occur of the following:

- (i) Upon the expiration of One Hundred Twenty (120) days following the first date when the total votes entitled to be cast by the Class A membership equal or exceed the total votes entitled to be cast by the Class B membership; or
- (ii) Five (5) years after the conveyance of the first unit to an owner other than Declarant.

If any lender to whom Declarant has assigned as security all or substantially all of its rights under the Declaration succeeds to the interest of Declarant by virtue of said assignment, the Class B memberships shall not be terminated thereby, and such lender shall hold the Class B memberships on the same terms as such were held by Declarant.

ARTICLE VII

The affairs of the corporation shall be conducted by a board of three (3) directors and such officers as the directors may elect and appoint. Each director shall be a member or the spouse of a member (or if a member is a corporation, partnership or trust, a director may be an officer, authorized agent, partner or beneficiary of such member). If a director shall cease to meet such qualifications during his term he will thereupon cease to be a director, and his place on the board shall be deemed vacant. The requirements of this Article shall not apply to directors elected as a result of any of the votes cast by the Class B member.

The initial board of directors of the corporation having been elected by the incorporators of the corporation during a meeting at 425 South Mill Avenue, Tempe, Arizona, at 2:00 P.M., on the 28 day of OCTOBER, 1985, who shall hold office until their successors have been duly elected and qualified and their addresses are as follows:

Donald Demko
425 South Mill Avenue
Tempe, Arizona 85281

Dean R. Dunphy
425 South Mill Avenue
Tempe, Arizona 85281

Jeffrey Platt
425 South Mill Avenue
Tempe, Arizona 85281

ARTICLE VIII

The private property of the members, directors and officers of the corporation shall be forever exempt from the corporation's debts and obligations, except as otherwise provided herein.

ARTICLE IX

Subject to the provisions of A.R.S § 10-1005(B), the Association shall indemnify and hold harmless each of its Directors and officers, each member of any committee appointed by the Board, the Board, and Declarant, against any and all liability arising out of any acts of the Directors, officers, committee members, Board, or Declarant (including any and all officers and directors of Declarant), or arising out of their status as Directors, officers, committee members, Board or Declarant, unless any such act is a result of gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses including, by way of illustration but not of limitation, attorneys' fees and costs, reasonably incurred in connection with the defense of any claim, action or proceeding, whether civil, criminal, administrative or other, in which any such Director, officer, committee member, Board, Declarant or director or officer of Declarant, may be involved by virtue of such person having the status of a Director, officer, committee member, Board, Declarant, Declarant's director or officer; provided, however, that such indemnity shall not be

operative with respect to any matters to which such person shall have been finally adjudged in such action or proceeding to be liable for gross negligence or criminal intent in the performance of his duties.

ARTICLE X

The name and address of the initial statutory agent of the corporation is:

Mohr, Hackett, Pederson,
Blakley,
Randolph & Haga, P.C.
3807 North 7th Street
Phoenix, Arizona 85014

ARTICLE XI

For the purpose of providing necessary funds for carrying out the purposes of the corporation, there shall be levied against each unit and the common elements appurtenant to each unit and each member, certain assessments, which shall be determined in accordance with, and shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

ARTICLE XII

Amendment of these articles shall require sixty-seven percent (67%) of the votes entitled to be cast at a meeting called for that purpose, provided, however, that so long as any Class B membership remains outstanding, the Veterans Administration shall have consented to any change, modification or amendment and provided further, that fifty-one percent (51%) of all Eligible Mortgage Holders (as such term is defined in the Declaration) shall have

consented to any change, modification or amendment which establishes, provides for, governs or regulates any of the following:

- (1) Voting;
- (2) Assessments, assessment liens or subordination of such liens;
- (3) Reserves for maintenance, repair and replacement of the common elements;
- (4) Responsibility for maintenance and repair of the common elements and the units;
- (5) Subject to the provisions of the Declaration, and the provisions of the Act, reallocation of interests in the common elements or rights to the use of the common elements;
- (6) Boundaries of any unit;
- (7) Convertibility of units into common elements or of common elements into units;
- (8) Subject to the provisions of the Declaration, and the provisions of the Act, expansion or contraction of The Commons On Lemon or the addition, annexation or withdrawal of property to or from The Commons On Lemon;
- (9) Insurance or fidelity bonds;
- (10) Leasing of units;
- (11) Imposition of any restrictions on the right of a unit owner to sell, transfer, or otherwise convey such owner's unit;

(12) Any decision by the Association to establish self management if professional management has been previously required by an Eligible Mortgage Holder;

(13) Restoration or repair of the Property after damage, destruction or condemnation in a manner other than as provided in the Declaration;

(14) Subject to the provisions of the Declaration and the provisions of the Act, any action to terminate the horizontal property regime created hereby after substantial destruction or condemnation occurs;

(15) Any provisions which are for the express benefit of Mortgage Holders, Eligible Mortgage Holders or Eligible Insurers or Guarantors of First Mortgages (as such terms are defined in the Declaration) on any unit.

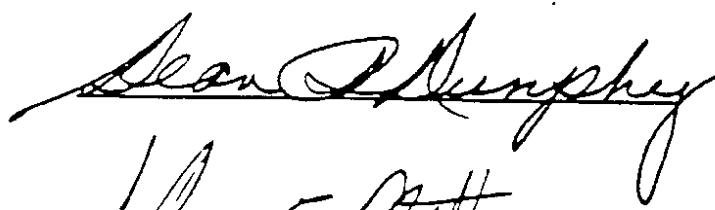
Power to amend, change or modify the bylaws of the association shall be reserved to the membership, subject to the provisions for amendment provided in the bylaws.

IN WITNESS WHEREOF, the undersigned have executed these articles of incorporation as of this 28 day of OCTOBER,

1985.



Name: Donald Demko
Address: 425 S. Mill Ave.
Tempe, AZ 85281



Name: Dean R. Dunphy
Address: 425 S. Mill Ave.
Tempe, AZ 85281



Name: Jeffrey Platt
Address: 425 S. Mill Ave.
Tempe, AZ 85281

STATE OF CALIFORNIA)
) ss.
County of SAN DIEGO)

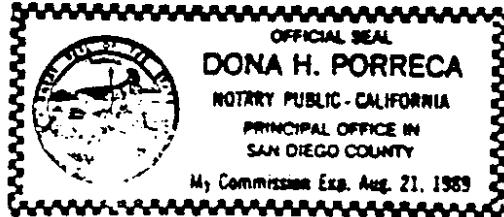
The foregoing instrument was acknowledged before me
this 28 day of October, 1985, by DONALD DEMKO, an
incorporator of THE COMMONS ON LEMON, INC., an Arizona
non-profit corporation.

Dona H. Porreca
Notary Public

My Commission Expires:

Aug. 21, 1989

STATE OF CALIFORNIA)
) ss.
County of SAN DIEGO)

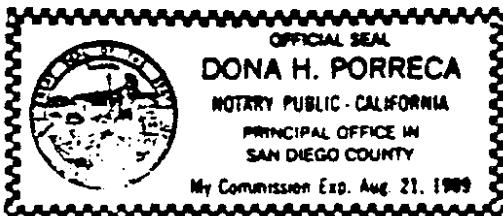


The foregoing instrument was acknowledged before me
this 28 day of October, 1985, by DEAN R. DUNPHY, an
incorporator of THE COMMONS ON LEMON, INC., an Arizona
non-profit corporation.

Dona H. Porreca
Notary Public

My Commission Expires:

Aug. 21, 1989



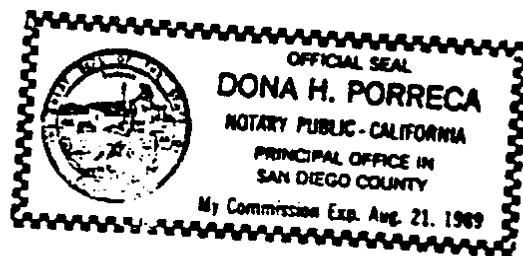
STATE OF CALIFORNIA)
County of SAN DIEGO) ss.

The foregoing instrument was acknowledged before me
this 28 day of October, 1985, by JEFFREY PLATT, an
incorporator of THE COMMONS ON LEMON, INC., an Arizona
non-profit corporation.

Dona H. Porreca
Notary Public

My Commission Expires:

Aug. 21, 1989





ARIZONA CORPORATION COMMISSION

11-15-85

THE COMMONS ON LEMON, INC.

The purpose of this letter is to notify you that your Articles of Incorporation have been approved.

Within sixty (60) days from the filing date you must have published in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications, a copy of the articles of incorporation. An Affidavit evidencing such publication must be delivered to the Commission for filing within ninety (90) days after filing the articles of incorporation.

All corporations are required to file an annual report. Since your Fiscal Year End is December 31, 1985, the annual report is due on that date and becomes delinquent after three (3) months and fifteen (15) days.

If you are in need of further information, you may contact us at (602) 255-3135.

Very truly yours,

Examiner Technician
Incorporating Division
Arizona Corporation Commission

PUBLICATION MUST BE IN
MARICOPA COUNTY