

COMMISSIONERS
JEFF HATCH-BELLER - Chairman
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**ARIZONA CORPORATION COMMISSION**

BRIAN C. MCNEIL
Executive Director

DAVID FABER
Director, Corporations Division

October 4, 2005

CT CORPORATION SYSTEM
3225 N CENTRAL AVE #1601
PHOENIX, AZ 85012

RE: BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION,
File Number: -1222982-5

We are pleased to notify you that your Articles of Incorporation were filed on September 23, 2005.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona (as filed with the Commission) for three (3) consecutive publications. A list of newspapers is available on the Commission web site. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing within NINETY (90) DAYS from the date of this letter. Make sure the newspaper publishes the corporation documents using the exact name filed with the Commission.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report form will be mailed to the corporation's known place of business approximately two months prior to the due date of the report. Should the report fail to arrive, contact the Commission. It is imperative that corporations notify the Commission immediately (in writing) if they change their corporate address, statutory agent or agent address. Address change orders must be executed (signed) by a corporate officer. Postal forwarding orders are not sufficient.

The Commission strongly recommends that you periodically check Commission records regarding the corporation. The Commission web site www.cc.state.az.us/corp contains information specific to each corporation of record and is a good general source of information.

If you have questions or need of further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,

Claudia Rodriguez
Examiner
Corporations Division

CF:04
REV. 01/2004

1500 WEST WASHINGTON, PHOENIX, ARIZONA 85007-2529 / 600 WEST GURDENUS STREET, TUCSON, ARIZONA 0701-1547
www.cc.state.az.us - 602-542-3135

AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission



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SEP 23 2005

ARTICLES OF INCORPORATION
OF

FILE NO.

-12229825

BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION, INC.

Pursuant to Article 10, Chapters 24-40 of the Arizona Revised Statutes, the undersigned hereby adopts the following Articles of Incorporation:

1. Name: The name of the corporation shall be Bridgeview at Hayden Ferry Lakeside Condominium Association, Inc. (the "Association").

2. Purpose: The Association is organized and shall be operated as a nonprofit corporation, for purposes of conducting any or all lawful affairs for which corporations may be incorporated under the Arizona Nonprofit Corporation Act, as in effect on the date these Articles are filed, and any amendments thereof or successor statutes thereto, and for the purposes of acting as the "unit owner's association" as that term is defined and used in the Condominium Act (Title 33, Chapter 9, A.R.S. §33-1201 et. seq.) and for the purpose of performing or exercising all duties, obligations, responsibilities and rights imposed upon or granted to the Association in the Declaration of Condominium for Bridgeview at Hayden Ferry Lakeside, a Condominium (the "Declaration") recorded on September 22, 2005, in Instrument No. 20051401136, in the official records of the Maricopa County Recorder, Arizona. (References in these Articles to specific statutes shall be deemed to refer to such statutes as amended and to successor statutes thereto.)

3. Initial Activity: As its initial activity (which shall not limit the character of affair which the Association ultimately conducts), the Association intends to act as a property owners association, to own, care for, manage and maintain common area and common facilities, to adopt budgets, to collect assessments, and to take such other actions and engage in such other actions and activities as may be required of, or permitted for, the Association under the Declaration.

4. Statutory Agent: The name and address of the Association's initial statutory agent is CT Corporation System, 3225 North Central Avenue, Suite 1601, Phoenix, Arizona 85012.

5. Board of Directors: The board of directors (the "Board") shall initially consist of three members, subject to increase as provided in the Association's bylaws (the "Bylaws"). The initial directors and their addresses are:

James R. Adair
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

Randall Levin
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

Sheryl Wiken
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

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**ARTICLES OF INCORPORATION
OF
BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION, INC.**

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80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

Randall Levin
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

Sheryl Wirken
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

6. Incorporator: The name and address of the incorporator of the Association is:

Bradley E. Wright, Esq.
80 E. Rio Salado Parkway, Suite 410
Tempe, Arizona 85281

7. Members: The members of the Association (the "Members") and their voting rights shall be determined as provided in the Declaration.

8. Net Earnings; Transfer of Assets on Dissolution: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its purposes. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a nonprofit corporation, trust or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. Use of funds for acquisition, construction, management or maintenance of association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

9. Amendments: These Articles of Incorporation may be amended as provided in A.R.S. §§10-11001 through 11004, as the same may be amended or revised. Except where approval of the members is required by statute, amendment shall require assent of members representing at least 51% of the total votes of the Association. All amendments shall be approved by Declarant, as such term is defined in the Declaration.

10. Indemnification: The Association shall indemnify each "director" and "officer" of the Association (as those terms are defined in A.R.S. §10-3850) to the fullest extent permissible: (a) under the provisions of the Arizona Nonprofit Corporation Act, including, without limitation, Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes; (b) under indemnification provisions of successor or amended statutes; (c) as provided in the Declaration or by Bylaws; or (d) by an agreement adopted pursuant to the provisions of Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes.

11. Director Liability: 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. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e), inclusive, of Section 10-3202 (b)(1), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, 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 increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

12. Conflicts: In the event of any conflict between the Declaration and these Articles, the Declaration shall control. In the event of any conflict between these Articles and the Bylaws, these Articles shall control.

13. Dissolution: No person shall possess any property right in or to the property or assets of the Association. Upon termination of the condominium in accordance with provisions of the Condominium Act, the Association may be dissolved as provided in the Bylaws. Upon dissolution, all assets remaining after payment of any outstanding liabilities shall be distributed as provided in the Condominium Act.

14. Membership and Voting Rights: The Corporation shall have members. The membership of the Association shall consist exclusively of all of the owners of units or, following termination of the condominium, of all former unit owners entitled to distributions of proceeds under Section 33-1228, Arizona Revised Statutes, 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 Condominium Act.

EXECUTED this 23rd day of September, 2005.



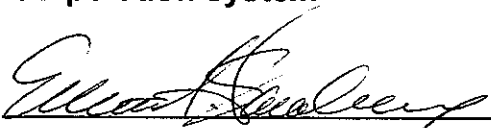
Bradley E. Wright
Incorporator

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

CT Corporation System hereby accepts the appointment as Resident Agent for
Bridgeview At Hayden Ferry Lakeside Condominium Association, Inc. (AZ) in Arizona.

CT Corporation System

By


Wade Holloway, Gen. Sec.

Date 09/20/2005

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. Bridgeview At Hayden Ferry
Lakeside Condominium Association, 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. | 6. Social Security number. |
| 2. Full birth name. | 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. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- 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. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 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. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is December 31,

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 [Signature] DATE 09-23-05
TITLE Incorporator

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

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.

COMMISSIONERS
JEFF HATCH-MILLER - Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES

**ARIZONA CORPORATION COMMISSION**

BRIAN C. MCNEIL
Executive Director

DAVID RABER
Director, Corporations Division

**BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION,
SUSAN PARKER
225 PEACHTREE ST, NE, STE 1200**

ATLANTA GA 30303-

**Effective Date: 08/18/2005
File No: N-1222982-5**

You have reserved the name of:

BRIDGEVIEW AT HAYDEN FERRY LAKESIDE CONDOMINIUM ASSOCIATION,

Name Reservation is granted for a period not to exceed one hundred and twenty(120) days.

This name reservation was received on 08/18/2005 and will expire on 12/17/2005 (A.R.S. SECTION 10-402).

The reservation number referenced above may not be the same as the file number you will receive upon approval of your articles/application. We advise that this number not be used for any purposes before your articles/application are approved by the Corporation Commission.

IMPORTANT: Include a copy of this reservation confirmation letter when filing articles/application for a corporation or Limited Liability Company.

AMOUNT RECEIVED \$10.00

RECEIPT No. 63542