

**ARTICLES OF INCORPORATION
OF
PHOENIX/NORTHERN ARIZONA CHAPTER
OF THE
NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS**

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Jan 7 2005
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KNOW ALL MEN BY THESE PRESENTS:

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7-26-05

That the undersigned incorporators, whose mailing addresses appear beneath their respective names, have this day associated themselves for the purpose of forming a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be Phoenix/Northern Arizona Chapter of the National Association of Residential Property Managers (hereinafter "Chapter" or "Corporation").

ARTICLE II

The known place of business of this Corporation shall initially be 101 E. First Avenue, #105, Mesa, Arizona 85210, but it may establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

ARTICLE III

This Corporation is organized and shall be operated as a business league or association within the meaning of Section 501(c)(6) of the Internal Revenue Code in the residential property management industry in the Phoenix/Northern Arizona geographical area. This corporation shall focus on the education of its members and shall not be operated for profit and no part of its net earning shall inure to the benefit of any private individual or member.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this Corporation shall have all the powers specified in Section 10-1005A of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that, if the Corporation has applied for and received a federal tax exemption, the Corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter

Adopted:

ARTICLE IV

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

ARTICLE VI

This Corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the Corporation shall be used to further the purposes and objects of the corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the Corporation to directors, officers or employees as reasonable compensation for services rendered to the corporation.

ARTICLE VII

Subject to the provisions of the corporation's bylaws, the personal liability of any director or officer of this corporation to the corporation or to other persons for monetary damages for breach of fiduciary duties as a director or officer is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, and person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the corporation. Subject to the provisions of the corporation's bylaws this indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE VIII

The control and management of the affairs of the corporation shall be vested in a Board of Directors consisting of at least two (2) persons. The names and addresses of those selected to serve as directors, beginning with the incorporation of this corporation and until the first annual meeting of the corporation or until their successors shall be elected and qualify, are:

Patricia A. Bonomo
1075 Hwy 260
Cottonwood, AZ 86326

Anne B. McCawley
1622 N. Gaylord Cir.
Mesa, AZ 85213

The Bylaws of the Corporation shall prescribe the terms of office and manner of election of directors.

ARTICLE IX

This Corporation shall have members as provided in the Bylaws of the Corporation. The Bylaws of the Corporation shall prescribe the qualifications of the members, their manner of selection, the classes of membership, if any, and the rights, duties and voting privileges of each class.

ARTICLE X

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

ARTICLE XI

These Articles of Incorporation may be amended as provided in the Bylaws of the corporation.

ARTICLE XII

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall be One Hundred Thousand and 00/100 Dollars (\$100,000.00) or such additional amount or amounts as may be authorized by three-fourths (3/4) of the votes cast with respect thereto at a lawfully held meeting of the directors of the corporation; provided that, in no event, shall that amount exceed any limit provided by law.

ARTICLE XIII**Merger, Consolidation, or Sale of Assets**

This corporation may be merged, consolidated, or otherwise acquired by another entity, and all or substantially all of the corporation's assets may be sold, exchanged, leased, mortgaged, pledged, or otherwise disposed of, provided, however, that no such transaction shall be consummated except by a vote in favor thereof by at least 75 percent of the directors on the corporation's board of directors at an annual or special meeting of the board of directors.

ARTICLE XIV**Amendments**

These Articles of Incorporation may be amended in any lawful respect; provided, however, that the provisions set forth in Article XIV and this Article may not be amended except by a vote in favor thereof by at least 75 percent of the director on the corporation's board of directors at an annual or special meeting of the board of directors.

ARTICLE XV

This corporation hereby appoints Otto S. Shill, III, Esq. as its initial 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 Corporation. 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., 40 N Center St, Suite 200, Mesa, Az 85201.

IN WITNESS WHEREOF, the undersigned incorporators, hereunto sign names this 18th day of June, 1999.

Patricia A. Bonomo
Patricia A. Bonomo, Incorporator
1075 Hwy 260, Cottonwood, AZ 86326

Anne B. McCawley
Anne B. McCawley, Incorporator
1622 N Gaylord Cir, Mesa, AZ 85213

I, Otto S. Shill, III, Esq. having been designated to act as Statutory Agent of Phoenix/Northern Arizona Chapter of the National Association of Residential Property Managers, hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the Arizona Revised Statutes.

DATED this 28 day of June, 1999.



Otto S. Shill, III, Esq.

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ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISIONPhoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.Phoenix / Northern Arizona
Chapter of the National
Association of Residential
Property Managers

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 XX

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 corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No XX

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 12/31.

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 Patricia A. Brown DATE June 8, 1999 BY Anna B. McCawley DATE June 8, 1999
TITLE Incorporator TITLE IncorporatorBY _____ DATE _____ BY _____ DATE _____
TITLE _____ 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.)

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 executed by any two executive officers or directors.

F: 0001 - Non-Profit
Rev: 1/99