AZ CORPORATION COMMISSION
FILED

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AZ Corp. Commission
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ARTICLES OF INCORPORATION
OF
THE UPLANDS AT LAMBERT LANE HOMEOWNERS ASSOCIATION

FILE NO. -1523742

In compliance with the requirements of A.R.S. §10-3201 et. seq. and that certain Declaration of Covenants, Conditions, Restrictions and Easements for The Uplands at Lambert Lane recorded in Docket 12358, at Page 122 as Instrument No. 20050990026 in the office of the County Recorder of Pima County, Arizona, on May 23, 2005, as amended by that certain Certificate of First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for The Uplands at Lambert Lane recorded in Docket 12752, at Page 4046 as Instrument No. 20060410901 in the office of the County Recorder of Pima County, Arizona, on March 2, 2006 ("Declaration"), the undersigned have this day formed a nonprofit corporation under and pursuant to the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is The Uplands at Lambert Lane Homeowners Association ("Association").

ARTICLE II
Principal Place of Business

The initial principal place of business of the Association is located at 7608 North La Cholla Blvd., Tucson, Arizona 85741.

ARTICLE III
Initial Business

The character of business that the Association initially plans to conduct is the administration of the requirements of the Declaration and to act as an owner's association.

ARTICLE IV
Statutory Agent

David A. McEvoy, Esq., whose address is 4560 East Camp Lowell Drive, Tucson, Arizona 85712, is hereby appointed and designated as the initial statutory agent of the Association.

ARTICLE V
Purposes and Powers

Section 1. Purposes. The purpose for which the Association is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as the same may be amended or succeeded from time to time, and for the purpose of performing or exercising all duties, obligations, responsibilities and rights imposed upon or granted to the Association under the Declaration, including, but not limited to, initially:

A. Encouraging and facilitating social and recreational activities for the owners, lessees and residents of the Property subject to the Declaration ("Property").

B. Providing for the orderly development, maintenance, preservation and architectural control of the Property, as provided in the Declaration.

C. Promoting the health, safety and welfare of the owners, lessees and residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

D. To comply with the requirements and provisions of the Declaration.

Section 2. Powers. In the conduct of its business, the Association, to the extent authorized by the Board (hereinafter defined) and the Declaration, but subject to the terms and conditions set forth in the Declaration and any amendments thereto, shall be empowered to do all things that a private person or individual might do under the laws of the State of Arizona. Without limiting the foregoing in any manner, the Association shall possess the right to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Arizona Revised Statutes Section 10-3201 et seq. may by law now or hereafter exercise including, but not limited to, those powers set forth in Arizona Revised Statutes Section 10-3302.

ARTICLE VI
Memberships and Voting

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

ARTICLE VII
Tax Exempt Status

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial

part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of United States (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VIII
Incorporator

The names and addresses of the incorporators are as follows:

Names	Addresses
Charles Cardinal	7608 North La Cholla Blvd. Tucson, Arizona 85741

ARTICLE IX
Board of Directors and Officers

The affairs of the Association will be managed by a board of directors ("Board"). The initial Board will consist of at least one (1) director, but is subject to an increase as provided in the Association Bylaws ("Bylaws"). The initial Board will consist of the following three (3) individuals, who shall also serve as the initial officers of the Association in the capacities indicated below:

Names	Addresses
Charles Cardinal President	7608 North La Cholla Blvd. Tucson, AZ 85741
Penny Cardinal Vice President	7608 North La Cholla Blvd. Tucson, Arizona 85741
April Leonard Secretary/Treasurer	7608 North La Cholla Blvd. Tucson, Arizona 85741

ARTICLE X
Amendments

These Articles may initially be amended, altered or repealed by the affirmative vote of at least seventy five percent (75%) of Members present in person or by absentee ballot and entitled to vote at any duly constituted and convened regular or special meeting of Members.

Anything in these Articles to the contrary notwithstanding, the declarant under the Declaration ("Declarant") or the Board shall have the right to amend all or any part of these Articles to the extent required to correct clerical errors and to such an extent and with such language as may be requested by, or necessary to comply with the requirements of, the Federal Housing Administration or the Veterans Administration and to further amend the Articles to the extent requested by any other federal, state, municipal or local governmental authority which requests such an amendment as a condition precedent to such agency's approval of the Articles or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any portion of the Property subject to the Declaration. In the event of such an amendment, articles of amendment shall be executed, filed and published as provided under Arizona law. It is the desire of the Declarant to retain control of the Association and its activities through the Board during the anticipated period of planning and development of the Property and any other property which becomes subject to the Declaration until Declarant's Class B Membership under the Declaration ("Class B Membership") terminates pursuant to the Declaration. If any amendment requested pursuant to the provisions of this Section delete, diminishes or alters such control, the Declarant or Board shall have the right to prepare, provide for and adopt, as an amendment hereto, other and different control provisions.

ARTICLE XI
Interpretation

If any part or provision of these Articles are in conflict or inconsistent with the Declaration, the terms and provisions of the Declaration will prevail and supersede such conflicting or inconsistent provisions hereof except as may otherwise be required by applicable law. If any part or provision of these Articles is in conflict or inconsistent with the Bylaws, the terms and provisions of these Articles will prevail and supersede such conflicting or inconsistent provisions hereof except as may otherwise be required by applicable law. Any provision contained in these Articles to the contrary notwithstanding, neither the Association, the Board nor any agent or employee of the Association will be authorized or empowered to take any action inconsistent with the provisions of the Declaration.

ARTICLE XII
Indemnification

The Association shall indemnify any person against expenses including, without limitation, attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she was a director, officer, employee, or agent of the Association, or is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise in all circumstances in which, and to the maximum extent that, such indemnification is permitted and provided for by the laws of the State of Arizona as then in effect. The private property of the incorporators, directors, officers, employees and agents of the Association shall be forever exempt from corporate debts and liabilities. No director of the Association shall be personally liable to the Association or its

Members for monetary damages for breach of fiduciary duty as a director, or otherwise, to the maximum extent permitted by law.

ARTICLE XIII
Discrimination

The Association will not practice or permit discrimination on the basis of sex, age, race, national origin, religion or physical handicap or disability.

ARTICLE XIV
Dissolution

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, and refunding to Members all excess assessments and fees, dispose of all its assets exclusively for the purposes of the Association in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of the United States (or the corresponding provision of any future United States Internal Revenue Laws) as the Board shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Association is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 19th day of February, 2009.

Charles Cardital

The undersigned, designated herein as statutory agent, hereby consents to act as such until removal or resignation in accordance with the Arizona Revised Statutes.

David A. McEvoy, Esq.

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 Uplands at Lambert Lane Homeowners Association
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, common fraud or restraint 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 included 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 order, date and location, the court and public agency involved and file or cause number (if any).

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 which involuntarily 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 titles 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 December 31

Under penalties of law, the undersigned incorporator/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 PRIOR TO THE FILING DATE.

BY [signature] DATE 2/19/09
TITLE Incorporator / President

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.

CF: 0801 – Non-Profit
Rev: 4/04