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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

**ARTICLES OF INCORPORATION
OF
CONTESSA BELLA CONDOMINIUM ASSOCIATION**

Pursuant to Title 10, Chapters 24-40 of the Arizona Revised Statutes, the undersigned hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CONTESSA BELLA CONDOMINIUM ASSOCIATION (hereinafter referred to as the "Association").

ARTICLE II - NONPROFIT CORPORATION

The Association is organized as a nonprofit Association pursuant to Title 10, Chapters 24-40, of the Arizona Revised 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. Nothing contained herein, however, shall prohibit payments by the Association to members, directors or officers as reasonable compensation or reimbursement for services rendered to the Association.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Association's principal place of business is located at 207 N. Gilbert Road, Suite 208, Gilbert, AZ 85234, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV - PURPOSE, POWERS AND DUTIES

The primary business and purpose of the Association is to serve as the "Unit Owners Association" as those terms are defined and used in the Act (Title 33, Chapter 9 of the Arizona Revised Statutes, A.R.S. § 33-1201 *et seq.*) and as the "Association" as that term is defined and used in the Declaration of Condominium recorded at 2008-0202303, Official Records of the Maricopa County. 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 Declaration, the Bylaws and the Act. 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 revised.

ARTICLE V - 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 Association, of all former Unit Owners entitled to distributions of proceeds under A.R.S. § 33-1228, 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.

ARTICLE VI - BOARD OF DIRECTORS

The control and management of the affairs of the Association shall be vested in a Board of Directors, members of which shall be considered as the Board of Directors under the Declaration, consisting of not fewer than three (3) nor more than nine (9) directors. The names and addresses of the initial Directors are as follows:

1. Jeromy T. Sjolseth
207 N. Gilbert Rd.
Suite 209
Gilbert, AZ 85234
2. Theodore Lifgren
207 N. Gilbert Rd.
Suite 209
Gilbert, AZ 85234
3. Cheryl R. Sjolseth
207 N. Gilbert Rd.
Suite 209
Gilbert, AZ 85234

The Bylaws of the Association shall prescribe the terms of office and manner of election of directors, and the number of directors which shall be no less than the number of Directors required by the Declaration.

ARTICLE VII - 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 of the Association, or at other meeting called for such purpose. The officers shall consist of a President, Vice-President, Secretary, Treasurer and other officers as required, each of which shall serve at the pleasure of the Board of Directors.

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators are:

1. Jeromy T. Sjolseth - President
207 N. Gilbert Road, Suite 209
Gilbert, AZ 85234
2. Theodore Lifgren – Vice President
207 N. Gilbert Road, Suite 209
Gilbert, AZ 85234
3. Cheryl R. Sjolseth – Secretary/Treasurer
207 N. Gilbert Road, Suite 209
Gilbert, AZ 85234

ARTICLE IX - NO PERSONAL LIABILITY

The directors, officers and members of the Association shall not be individually liable for the Association's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the Association shall not be personally liable to the Association or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Association or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Arizona nonprofit corporation act as it may be amended from time to time, or (iv) for any transaction from which the director derived any improper personal benefit. 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 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 adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE X - INDEMNIFICATION

The Association shall indemnify any past or present director, officer, committee member, employee or agent against expenses, including without limitation, attorneys' fees, judgments, fines and amounts 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 in good faith that such did not act, fail to act, or refuse to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matters involved in this action.

ARTICLE XI - DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. Upon termination of the Corporation in accordance with the Association's Bylaws and applicable law, 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 Association's Bylaws and applicable law.

ARTICLE XII - FISCAL YEAR END

The Association shall have its fiscal year end on the last day of December.

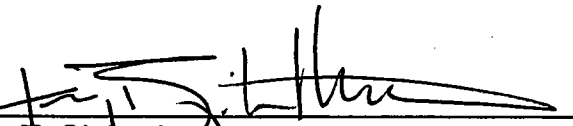
ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended as provided in A.R.S. Sections 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.

ARTICLE XIV - STATUTORY AGENT

This Association hereby appoints Harper, Christian, Dichter & Graif, P.C., 2700 North Central Avenue, Suite 1200, Phoenix, AZ 85004 as its 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 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.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 3rd day of March, 2008.

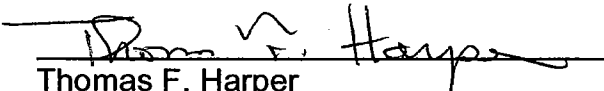


Jeremy T. Sjolseth
Incorporator

CONSENT OF STATUTORY AGENT

The undersigned hereby certifies that consent is given to act as statutory agent for this Association.

Harper, Christian, Dichter & Graif, P.C.

By: 
Thomas F. Harper