

NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3
Form DEF 14A
October 03, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement.
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to Section 240.14A-11(c) or Section 240.14a-12

NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NXE)

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
NOVEMBER 14, 2006

333 West Wacker Drive
Chicago, Illinois
60606
(800) 257-8787

OCTOBER 4, 2006

NUVEEN FLOATING RATE INCOME FUND (JFR)
NUVEEN FLOATING RATE INCOME OPPORTUNITY FUND (JRO)
NUVEEN TAX-ADVANTAGED FLOATING RATE FUND (JFP)
NUVEEN SENIOR INCOME FUND (NSL)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND (NFZ)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NKR)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NXE)
NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)
NUVEEN CALIFORNIA MUNICIPAL VALUE FUND, INC. (NCA)
NUVEEN CALIFORNIA PERFORMANCE PLUS MUNICIPAL FUND, INC. (NCP)
NUVEEN CALIFORNIA MUNICIPAL MARKET OPPORTUNITY FUND, INC. (NCO)
NUVEEN CALIFORNIA INVESTMENT QUALITY MUNICIPAL FUND, INC. (NQC)
NUVEEN CALIFORNIA SELECT QUALITY MUNICIPAL FUND, INC. (NVC)
NUVEEN CALIFORNIA QUALITY INCOME MUNICIPAL FUND, INC. (NUC)
NUVEEN INSURED CALIFORNIA PREMIUM INCOME MUNICIPAL FUND, INC. (NPC)
NUVEEN INSURED CALIFORNIA PREMIUM INCOME MUNICIPAL FUND 2, INC. (NCL)
NUVEEN CALIFORNIA PREMIUM INCOME MUNICIPAL FUND (NCU)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NAC)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NVX)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NZH)
NUVEEN INSURED CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NKL)
NUVEEN INSURED CALIFORNIA TAX-FREE ADVANTAGE MUNICIPAL FUND (NKX)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND (NFC)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NGK)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NGO)
NUVEEN CONNECTICUT PREMIUM INCOME MUNICIPAL FUND (NTC)
NUVEEN INSURED FLORIDA TAX-FREE ADVANTAGE MUNICIPAL FUND (NWF)
NUVEEN INSURED FLORIDA PREMIUM INCOME MUNICIPAL FUND (NFL)
NUVEEN FLORIDA INVESTMENT QUALITY MUNICIPAL FUND (NQF)
NUVEEN FLORIDA QUALITY INCOME MUNICIPAL FUND (NUF)

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NZX)
NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NKG)
NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND (NPG)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND (NFM)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NZR)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NWI)
NUVEEN MARYLAND PREMIUM INCOME MUNICIPAL FUND (NMY)
NUVEEN INSURED MASSACHUSETTS TAX-FREE ADVANTAGE MUNICIPAL FUND (NGX)
NUVEEN MASSACHUSETTS DIVIDEND ADVANTAGE MUNICIPAL FUND (NMB)
NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND (NMT)
NUVEEN MICHIGAN DIVIDEND ADVANTAGE MUNICIPAL FUND (NZW)
NUVEEN MICHIGAN PREMIUM INCOME MUNICIPAL FUND, INC. (NMP)
NUVEEN MICHIGAN QUALITY INCOME MUNICIPAL FUND, INC. (NUM)
NUVEEN MISSOURI PREMIUM INCOME MUNICIPAL FUND (NOM)

NUVEEN NEW JERSEY DIVIDEND ADVANTAGE MUNICIPAL FUND (NXJ)
NUVEEN NEW JERSEY DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NUJ)
NUVEEN NEW JERSEY INVESTMENT QUALITY MUNICIPAL FUND, INC. (NQJ)
NUVEEN NEW JERSEY PREMIUM INCOME MUNICIPAL FUND, INC. (NNJ)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND (NRB)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NNO)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NII)
NUVEEN NORTH CAROLINA PREMIUM INCOME MUNICIPAL FUND (NNC)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND (NXI)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NBJ)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NVJ)
NUVEEN OHIO QUALITY INCOME MUNICIPAL FUND, INC. (NUO)
NUVEEN PENNSYLVANIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NXM)
NUVEEN PENNSYLVANIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NVY)
NUVEEN PENNSYLVANIA PREMIUM INCOME MUNICIPAL FUND 2 (NPY)
NUVEEN PENNSYLVANIA INVESTMENT QUALITY MUNICIPAL FUND (NQP)
NUVEEN TEXAS QUALITY INCOME MUNICIPAL FUND (NTX)
NUVEEN VIRGINIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NGB)
NUVEEN VIRGINIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NNB)
NUVEEN VIRGINIA PREMIUM INCOME MUNICIPAL FUND (NPV)

TO THE SHAREHOLDERS OF THE ABOVE FUNDS:

Notice is hereby given that the Annual Meeting of Shareholders of each of Nuveen Floating Rate Income Fund ("Floating Rate"), Nuveen Floating Rate Income Opportunity Fund ("Floating Rate Opportunity"), Nuveen Tax-Advantaged Floating Rate Fund ("Tax-Advantaged Floating Rate"), Nuveen Senior Income Fund ("Senior Income"), Nuveen Arizona Dividend Advantage Municipal Fund, Nuveen Arizona Dividend Advantage Municipal Fund 2, Nuveen Arizona Dividend Advantage Municipal Fund 3, Nuveen California Premium Income Municipal Fund, Nuveen California Dividend Advantage Municipal Fund, Nuveen California Dividend Advantage Municipal Fund 2, Nuveen California Dividend Advantage Municipal Fund 3, Nuveen Insured California Dividend Advantage Municipal Fund, Nuveen Insured California Tax-Free Advantage Municipal Fund, Nuveen Connecticut Dividend Advantage Municipal Fund, Nuveen Connecticut Dividend Advantage Municipal Fund 2, Nuveen Connecticut Dividend Advantage Municipal Fund 3, Nuveen Connecticut Premium Income Municipal Fund, Nuveen Insured Florida Tax-Free Advantage Municipal Fund, Nuveen Insured Florida Premium Income Municipal Fund, Nuveen Florida Investment Quality Municipal Fund, Nuveen Florida Quality Income Municipal Fund, Nuveen Georgia Dividend Advantage Municipal Fund, Nuveen Georgia Dividend Advantage Municipal Fund 2, Nuveen Georgia Premium Income Municipal Fund, Nuveen Maryland Dividend Advantage Municipal Fund, Nuveen Maryland Dividend Advantage Municipal Fund 2, Nuveen Maryland Dividend Advantage Municipal Fund 3, Nuveen Maryland Premium Income Municipal Fund, Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund, Nuveen Massachusetts Dividend Advantage Municipal Fund, Nuveen Massachusetts Premium Income Municipal Fund, Nuveen Michigan Dividend Advantage

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Municipal Fund, Nuveen Missouri Premium Income Municipal Fund, Nuveen New Jersey Dividend Advantage Municipal Fund, Nuveen New Jersey Dividend Advantage Municipal Fund 2, Nuveen North Carolina Dividend Advantage Municipal Fund, Nuveen North Carolina Dividend Advantage Municipal Fund 2, Nuveen North Carolina Dividend Advantage Municipal Fund 3, Nuveen North Carolina Premium Income Municipal Fund, Nuveen Ohio

Dividend Advantage Municipal Fund, Nuveen Ohio Dividend Advantage Municipal Fund 2, Nuveen Ohio Dividend Advantage Municipal Fund 3, Nuveen Pennsylvania Dividend Advantage Municipal Fund, Nuveen Pennsylvania Dividend Advantage Municipal Fund 2, Nuveen Pennsylvania Premium Income Municipal Fund 2, Nuveen Pennsylvania Investment Quality Municipal Fund, Nuveen Texas Quality Income Municipal Fund, Nuveen Virginia Dividend Advantage Municipal Fund, Nuveen Virginia Dividend Advantage Municipal Fund 2 and Nuveen Virginia Premium Income Municipal Fund, EACH A MASSACHUSETTS BUSINESS TRUST, and Nuveen Arizona Premium Income Municipal Fund, Inc., Nuveen California Municipal Value Fund, Inc. ("California Value"), Nuveen California Performance Plus Municipal Fund, Inc., Nuveen California Municipal Market Opportunity Fund, Inc., Nuveen California Investment Quality Municipal Fund, Inc., Nuveen California Select Quality Municipal Fund, Inc., Nuveen California Quality Income Municipal Fund, Inc., Nuveen Insured California Premium Income Municipal Fund, Inc., Nuveen Insured California Premium Income Municipal Fund 2, Inc., Nuveen Michigan Premium Income Municipal Fund, Inc., Nuveen Michigan Quality Income Municipal Fund, Inc., Nuveen New Jersey Investment Quality Municipal Fund, Inc., Nuveen New Jersey Premium Income Municipal Fund, Inc. and Nuveen Ohio Quality Income Municipal Fund, Inc., EACH A MINNESOTA CORPORATION (individually, a "Fund" and collectively, the "Funds"), will be held in the 33rd floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 14, 2006, at 12:00 p.m., Central time (for each Fund, an "Annual Meeting"), for the following purposes and to transact such other business, if any, as may properly come before the Annual Meeting.

MATTERS TO BE VOTED ON BY SHAREHOLDERS:

1. To elect Members to the Board of Directors/Trustees (each a "Board" and each Director or Trustee a "Board Member") of each Fund as outlined below:
 - a. For each Minnesota corporation, except California Value, to elect nine (9) Board Members:
 - i) seven (7) Board Members to be elected by the holders of Common Shares and Municipal Auction Rate Cumulative Preferred Shares, voting together as a single class; and
 - ii) two (2) Board Members to be elected by the holders of Municipal Auction Rate Cumulative Preferred Shares only, voting separately as a single class.
 - b. For California Value, to elect four (4) Board Members.
 - c. For each Massachusetts business trust, to elect nine (9) Board Members:
 - i) seven (7) Board Members to be elected by the holders of Common Shares and Taxable Auctioned Preferred Shares for Senior Income; FundPreferred shares for Floating Rate, Floating Rate Opportunity and Tax-Advantaged Floating Rate; and Municipal Auction Rate Cumulative Preferred Shares for each other Massachusetts business trust (collectively, "Preferred Shares"), voting together as a single class; and

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

- ii) two (2) Board Members to be elected by the holders of Preferred Shares only, voting separately as a single class.

2. To transact such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on September 18, 2006 are entitled to notice of and to vote at the Annual Meeting.

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING. IN ORDER TO AVOID DELAY AND ADDITIONAL EXPENSE AND TO ASSURE THAT YOUR SHARES ARE REPRESENTED, PLEASE VOTE AS PROMPTLY AS POSSIBLE, REGARDLESS OF WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING. YOU MAY VOTE BY MAIL, TELEPHONE OR OVER THE INTERNET. TO VOTE BY MAIL, PLEASE MARK, SIGN, DATE AND MAIL THE ENCLOSED PROXY CARD. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. TO VOTE BY TELEPHONE, PLEASE CALL THE TOLL-FREE NUMBER LOCATED ON YOUR PROXY CARD AND FOLLOW THE RECORDED INSTRUCTIONS, USING YOUR PROXY CARD AS A GUIDE. TO VOTE OVER THE INTERNET, GO TO THE INTERNET ADDRESS PROVIDED ON YOUR PROXY CARD AND FOLLOW THE INSTRUCTIONS, USING YOUR PROXY CARD AS A GUIDE.

Jessica R. Droeger
Vice President and Secretary

JOINT PROXY STATEMENT

333 West Wacker Drive
Chicago, Illinois
60606
(800) 257-8787

OCTOBER 4, 2006

NUVEEN FLOATING RATE INCOME FUND (JFR)
NUVEEN FLOATING RATE INCOME OPPORTUNITY FUND (JRO)
NUVEEN TAX-ADVANTAGED FLOATING RATE FUND (JFP)
NUVEEN SENIOR INCOME FUND (NSL)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND (NFZ)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NKR)
NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NXE)
NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)
NUVEEN CALIFORNIA MUNICIPAL VALUE FUND, INC. (NCA)
NUVEEN CALIFORNIA PERFORMANCE PLUS MUNICIPAL FUND, INC. (NCP)
NUVEEN CALIFORNIA MUNICIPAL MARKET OPPORTUNITY FUND, INC. (NCO)
NUVEEN CALIFORNIA INVESTMENT QUALITY MUNICIPAL FUND, INC. (NQC)
NUVEEN CALIFORNIA SELECT QUALITY MUNICIPAL FUND, INC. (NVC)
NUVEEN CALIFORNIA QUALITY INCOME MUNICIPAL FUND, INC. (NUC)
NUVEEN INSURED CALIFORNIA PREMIUM INCOME MUNICIPAL FUND, INC. (NPC)
NUVEEN INSURED CALIFORNIA PREMIUM INCOME MUNICIPAL FUND 2, INC. (NCL)
NUVEEN CALIFORNIA PREMIUM INCOME MUNICIPAL FUND (NCU)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NAC)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NVX)
NUVEEN CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NZH)
NUVEEN INSURED CALIFORNIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NKL)
NUVEEN INSURED CALIFORNIA TAX-FREE ADVANTAGE MUNICIPAL FUND (NKX)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND (NFC)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NGK)
NUVEEN CONNECTICUT DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NGO)
NUVEEN CONNECTICUT PREMIUM INCOME MUNICIPAL FUND (NTC)
NUVEEN INSURED FLORIDA TAX-FREE ADVANTAGE MUNICIPAL FUND (NWF)
NUVEEN INSURED FLORIDA PREMIUM INCOME MUNICIPAL FUND (NFL)

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

NUVEEN FLORIDA INVESTMENT QUALITY MUNICIPAL FUND (NQF)
NUVEEN FLORIDA QUALITY INCOME MUNICIPAL FUND (NUF)
NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NZX)
NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NKG)
NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND (NPG)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND (NFM)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NZR)
NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NWI)
NUVEEN MARYLAND PREMIUM INCOME MUNICIPAL FUND (NMY)
NUVEEN INSURED MASSACHUSETTS TAX-FREE ADVANTAGE MUNICIPAL FUND (NGX)
NUVEEN MASSACHUSETTS DIVIDEND ADVANTAGE MUNICIPAL FUND (NMB)
NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND (NMT)
NUVEEN MICHIGAN DIVIDEND ADVANTAGE MUNICIPAL FUND (NZW)
NUVEEN MICHIGAN PREMIUM INCOME MUNICIPAL FUND, INC. (NMP)
NUVEEN MICHIGAN QUALITY INCOME MUNICIPAL FUND, INC. (NUM)
NUVEEN MISSOURI PREMIUM INCOME MUNICIPAL FUND (NOM)
NUVEEN NEW JERSEY DIVIDEND ADVANTAGE MUNICIPAL FUND (NXJ)
NUVEEN NEW JERSEY DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NUJ)

1

NUVEEN NEW JERSEY INVESTMENT QUALITY MUNICIPAL FUND, INC. (NQJ)
NUVEEN NEW JERSEY PREMIUM INCOME MUNICIPAL FUND, INC. (NNJ)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND (NRB)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NNO)
NUVEEN NORTH CAROLINA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NII)
NUVEEN NORTH CAROLINA PREMIUM INCOME MUNICIPAL FUND (NNC)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND (NXI)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NBJ)
NUVEEN OHIO DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NVJ)
NUVEEN OHIO QUALITY INCOME MUNICIPAL FUND, INC. (NUO)
NUVEEN PENNSYLVANIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NXM)
NUVEEN PENNSYLVANIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NVY)
NUVEEN PENNSYLVANIA PREMIUM INCOME MUNICIPAL FUND 2 (NPY)
NUVEEN PENNSYLVANIA INVESTMENT QUALITY MUNICIPAL FUND (NQP)
NUVEEN TEXAS QUALITY INCOME MUNICIPAL FUND (NTX)
NUVEEN VIRGINIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NGB)
NUVEEN VIRGINIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NNB)
NUVEEN VIRGINIA PREMIUM INCOME MUNICIPAL FUND (NPV)

GENERAL INFORMATION

This Joint Proxy Statement is furnished in connection with the solicitation by the Board of Directors or Trustees (each a "Board" and collectively, the "Boards," and each Director or Trustee a "Board Member" and collectively, the "Board Members") of each of Nuveen Floating Rate Income Fund ("Floating Rate"), Nuveen Floating Rate Income Opportunity Fund ("Floating Rate Opportunity"), Nuveen Tax-Advantaged Floating Rate Fund ("Tax-Advantaged Floating Rate"), Nuveen Senior Income Fund ("Senior Income"), Nuveen Arizona Dividend Advantage Municipal Fund ("Arizona Dividend"), Nuveen Arizona Dividend Advantage Municipal Fund 2 ("Arizona Dividend 2"), Nuveen Arizona Dividend Advantage Municipal Fund 3 ("Arizona Dividend 3"), Nuveen California Premium Income Municipal Fund ("California Premium"), Nuveen California Dividend Advantage Municipal Fund ("California Dividend"), Nuveen California Dividend Advantage Municipal Fund 2 ("California Dividend 2"), Nuveen California Dividend Advantage Municipal Fund 3 ("California Dividend 3"), Nuveen Insured California Dividend Advantage Municipal Fund ("Insured California Dividend"), Nuveen Insured California Tax-Free Advantage Municipal Fund ("Insured California Tax-Free"), Nuveen Connecticut Dividend Advantage Municipal Fund ("Connecticut Dividend"), Nuveen Connecticut Dividend Advantage Municipal Fund 2 ("Connecticut Dividend 2"), Nuveen Connecticut Dividend Advantage Municipal Fund 3 ("Connecticut Dividend

3"), Nuveen Connecticut Premium Income Municipal Fund ("Connecticut Premium") (Connecticut Dividend, Connecticut Dividend 2, Connecticut Dividend 3 and Connecticut Premium are collectively the "Connecticut Funds"), Nuveen Insured Florida Tax-Free Advantage Municipal Fund ("Insured Florida Tax-Free"), Nuveen Insured Florida Premium Income Municipal Fund ("Insured Florida Premium"), Nuveen Florida Investment Quality Municipal Fund ("Florida Investment"), Nuveen Florida Quality Income Municipal Fund ("Florida Quality") (Insured Florida Tax-Free, Insured Florida Premium, Florida Investment and Florida Quality are collectively the "Florida Funds"), Nuveen Georgia Dividend Advantage Municipal Fund ("Georgia Dividend"), Nuveen Georgia Dividend Advantage Municipal Fund 2 ("Georgia Dividend 2"), Nuveen Georgia Premium Income Municipal Fund ("Georgia Premium") (Georgia Dividend, Georgia Dividend 2 and Georgia Premium are collectively the "Georgia Funds"),

2

Nuveen Maryland Dividend Advantage Municipal Fund ("Maryland Dividend"), Nuveen Maryland Dividend Advantage Municipal Fund 2 ("Maryland Dividend 2"), Nuveen Maryland Dividend Advantage Municipal Fund 3 ("Maryland Dividend 3"), Nuveen Maryland Premium Income Municipal Fund ("Maryland Premium") (Maryland Dividend, Maryland Dividend 2, Maryland Dividend 3 and Maryland Premium are collectively the "Maryland Funds"), Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund ("Insured Massachusetts Tax-Free"), Nuveen Massachusetts Dividend Advantage Municipal Fund ("Massachusetts Dividend"), Nuveen Massachusetts Premium Income Municipal Fund ("Massachusetts Premium") (Insured Massachusetts Tax-Free, Massachusetts Dividend and Massachusetts Premium are collectively the "Massachusetts Funds"), Nuveen Michigan Dividend Advantage Municipal Fund ("Michigan Dividend"), Nuveen Missouri Premium Income Municipal Fund ("Missouri Premium"), Nuveen New Jersey Dividend Advantage Municipal Fund ("New Jersey Dividend"), Nuveen New Jersey Dividend Advantage Municipal Fund 2 ("New Jersey Dividend 2"), Nuveen North Carolina Dividend Advantage Municipal Fund ("North Carolina Dividend"), Nuveen North Carolina Dividend Advantage Municipal Fund 2 ("North Carolina Dividend 2"), Nuveen North Carolina Dividend Advantage Municipal Fund 3 ("North Carolina Dividend 3"), Nuveen North Carolina Premium Income Municipal Fund ("North Carolina Premium") (North Carolina Dividend, North Carolina Dividend 2, North Carolina Dividend 3 and North Carolina Premium are collectively the "North Carolina Funds"), Nuveen Ohio Dividend Advantage Municipal Fund ("Ohio Dividend"), Nuveen Ohio Dividend Advantage Municipal Fund 2 ("Ohio Dividend 2"), Nuveen Ohio Dividend Advantage Municipal Fund 3 ("Ohio Dividend 3"), Nuveen Pennsylvania Dividend Advantage Municipal Fund ("Pennsylvania Dividend"), Nuveen Pennsylvania Dividend Advantage Municipal Fund 2 ("Pennsylvania Dividend 2"), Nuveen Pennsylvania Premium Income Municipal Fund 2 ("Pennsylvania Premium 2"), Nuveen Pennsylvania Investment Quality Municipal Fund ("Pennsylvania Investment") (Pennsylvania Dividend, Pennsylvania Dividend 2, Pennsylvania Premium 2 and Pennsylvania Investment are collectively the "Pennsylvania Funds"), Nuveen Texas Quality Income Municipal Fund ("Texas Quality"), Nuveen Virginia Dividend Advantage Municipal Fund ("Virginia Dividend"), Nuveen Virginia Dividend Advantage Municipal Fund 2 ("Virginia Dividend 2") and Nuveen Virginia Premium Income Municipal Fund ("Virginia Premium") (Virginia Dividend, Virginia Dividend 2 and Virginia Premium are collectively the "Virginia Funds"), EACH A MASSACHUSETTS BUSINESS TRUST (COLLECTIVELY, THE "MASSACHUSETTS BUSINESS TRUSTS"), and Nuveen Arizona Premium Income Municipal Fund, Inc. ("Arizona Premium") (Arizona Dividend, Arizona Dividend 2, Arizona Dividend 3 and Arizona Premium are collectively the "Arizona Funds"), Nuveen California Municipal Value Fund, Inc. ("California Value"), Nuveen California Performance Plus Municipal Fund, Inc. ("California Performance"), Nuveen California Municipal Market Opportunity Fund, Inc. ("California Opportunity"), Nuveen California Investment Quality Municipal Fund, Inc. ("California Investment"), Nuveen California Select Quality Municipal Fund, Inc. ("California Select"), Nuveen California Quality Income Municipal Fund, Inc. ("California Quality"), Nuveen Insured California Premium Income Municipal

Fund, Inc. ("Insured California"), Nuveen Insured California Premium Income Municipal Fund 2, Inc. ("Insured California 2") (California Value, California Performance, California Opportunity, California Investment, California Select, California Quality, Insured California, Insured California 2, California Premium, California Dividend, California Dividend 2, California Dividend 3, Insured California Dividend and Insured California Tax-Free are collectively the "California Funds"), Nuveen Michigan Premium Income Municipal Fund, Inc. ("Michigan Premium"), Nuveen Michigan Quality Income Municipal Fund, Inc. ("Michigan Quality") (Michigan Dividend, Michigan Premium and Michigan Quality are collectively the

3

"Michigan Funds"), Nuveen New Jersey Investment Quality Municipal Fund, Inc. ("New Jersey Investment"), Nuveen New Jersey Premium Income Municipal Fund, Inc. ("New Jersey Premium") (New Jersey Dividend, New Jersey Dividend 2, New Jersey Investment and New Jersey Premium are collectively the "New Jersey Funds") and Nuveen Ohio Quality Income Municipal Fund, Inc. ("Ohio Quality") (Ohio Dividend, Ohio Dividend 2, Ohio Dividend 3 and Ohio Quality are collectively the "Ohio Funds"), EACH A MINNESOTA CORPORATION (COLLECTIVELY, THE "MINNESOTA CORPORATIONS") (the Massachusetts Business Trusts and Minnesota Corporations are each a "Fund" and collectively, the "Funds"), of proxies to be voted at the Annual Meeting of Shareholders to be held in the 33rd floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 14, 2006, at 12:00 p.m., Central time (for each Fund, an "Annual Meeting" and collectively, the "Annual Meetings"), and at any and all adjournments thereof.

On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the proxy, the shares will be voted accordingly. If a proxy is returned and no choice is specified, the shares will be voted FOR the election of the nominees as listed in this Joint Proxy Statement. Shareholders who execute proxies may revoke them at any time before they are voted by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

This Joint Proxy Statement is first being mailed to shareholders on or about October 4, 2006.

The Board of each Fund has determined that the use of this Joint Proxy Statement for each Annual Meeting is in the best interest of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates which shareholders are solicited with respect to each matter:

MATTER	COMMON SHARES	PREFERRED SHARES(1)
1a(i). For each Minnesota Corporation (except California Value) election of seven (7) Board Members by all shareholders	X	X
a(ii). For each Minnesota Corporation (except California Value) election of two (2) Board Members by Preferred Shares only		X

b. Election of four (4) Board Members for California Value by all shareholders	X	N/A
c(i). For each Massachusetts Business Trust, election of seven (7) Board Members by all shareholders	X	X
c(ii). For each Massachusetts Business Trust, election of two (2) Board Members by Preferred Shares only		X

(1) Taxable Auctioned Preferred Shares for Senior Income; Fund Preferred shares for Floating Rate, Floating Rate Opportunity and Tax-Advantaged Floating Rate; and Municipal Auction Rate Cumulative Preferred Shares ("MuniPreferred") for each other Fund are referred to as "Preferred Shares."

A quorum of shareholders is required to take action at each Annual Meeting. A majority of the shares entitled to vote at each Annual Meeting, represented in person or by proxy, will constitute a quorum of shareholders at that Annual Meeting, except that for the election of the two Board Member nominees to be elected by holders of Preferred Shares of each Fund

4

(which is not applicable to California Value), 33 1/3% of the Preferred Shares entitled to vote and represented in person or by proxy will constitute a quorum. Votes cast by proxy or in person at each Annual Meeting will be tabulated by the inspectors of election appointed for that Annual Meeting. The inspectors of election will determine whether or not a quorum is present at the Annual Meeting. The inspectors of election will treat abstentions and "broker non-votes" (i.e., shares held by brokers or nominees, typically in "street name," as to which (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

For each Fund, the affirmative vote of a plurality of the shares present and entitled to vote at the Annual Meeting will be required to elect the Board Members of that Fund. For purposes of determining the approval of the proposal to elect nominees for each Fund, abstentions and broker non-votes will have no effect on the election of Board Members.

Preferred Shares held in "street name" as to which voting instructions have not been received from the beneficial owners or persons entitled to vote as of one business day before the Annual Meeting, or, if adjourned, one business day before the day to which the Annual Meeting is adjourned, and that would otherwise be treated as "broker non-votes" may, pursuant to Rule 452 of the New York Stock Exchange, be voted by the broker on the proposal in the same proportion as the votes cast by all Preferred Shareholders as a class who have voted on the proposal or in the same proportion as the votes cast by all Preferred Shareholders of the Fund who have voted on that item. Rule 452 permits proportionate voting of Preferred Shares with respect to a particular item if, among other things, (i) a minimum of 30% of the Preferred Shares or shares of a series of Preferred Shares outstanding has been voted by the holders of such shares with respect to such item and (ii) less than 10% of the Preferred Shares or shares of a series of Preferred Shares outstanding has been voted by the holders of such shares against such item. For the purpose of meeting the 30% test, abstentions will be treated as shares "voted" and, for the purpose of

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

meeting the 10% test, abstentions will not be treated as shares "voted" against the item.

5

Those persons who were shareholders of record at the close of business on September 18, 2006 will be entitled to one vote for each share held. As of September 18, 2006, the shares of the Funds were issued and outstanding as follows:

FUND	TICKER SYMBOL*	COMMON SHARES	PREFERRED SHARES
Floating Rate	JFR	47,286,920	Series M 4,000 Series T 4,000 Series W 4,000 Series F 4,000
Floating Rate Opportunity	JRO	28,397,051	Series M 3,200 Series TH 3,200 Series F 3,200
Tax-Advantaged Floating Rate	JFP	13,851,500	Series TH 3,120
Senior Income	NSL	29,809,917	Series TH 1,840
Arizona Dividend	NFZ	1,548,069	Series T 480
Arizona Dividend 2	NKR	2,431,777	Series W 740
Arizona Dividend 3	NXE	3,067,531	Series M 880
Arizona Premium	NAZ	4,468,210	Series TH 1,200
California Value	NCA	25,241,808	N/A
California Performance	NCP	12,965,744	Series T 1,800 Series W 640 Series F 1,800
California Opportunity	NCO	8,156,800	Series W 2,200 Series F 520
California Investment	NQC	13,580,232	Series M 3,600 Series W 880
California Select	NVC	23,114,856	Series T 2,400 Series W 1,680 Series TH 3,600
California Quality	NUC	21,999,727	Series M 1,400 Series W 3,000 Series F 3,000
Insured California	NPC	6,455,666	Series T 1,800
Insured California 2	NCL	12,716,370	Series T 1,900

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

FUND	TICKER SYMBOL*	COMMON SHARES	PREFERRED SHARES
			Series TH 1,900
California Premium	NCU	5,774,216	Series M 1,720
California Dividend	NAC	23,453,708	Series TH 3,500 Series F 3,500
California Dividend 2	NVX	14,790,660	Series M 2,200 Series F 2,200
California Dividend 3	NZH	24,112,833	Series M 3,740 Series TH 3,740
Insured California Dividend	NKL	15,266,858	Series T 2,360 Series F 2,360
Insured California Tax-Free	NKX	5,883,301	Series TH 1,800

6

FUND	TICKER SYMBOL*	COMMON SHARES	PREFERRED SHARES
Connecticut Dividend	NFC	2,572,515	Series T 780
Connecticut Dividend 2	NGK	2,312,831	Series W 700
Connecticut Dividend 3	NGO	4,359,370	Series F 1,280
Connecticut Premium	NTC	5,358,793	Series TH 1,532
Insured Florida Tax-Free	NWF	3,882,373	Series W 1,160
Insured Florida Premium	NFL	14,393,396	Series W 1,640 Series TH 2,800
Florida Investment	NQF	16,587,502	Series T 3,080 Series F 2,200
Florida Quality	NUF	14,302,595	Series M 1,700 Series TH 1,700 Series F 1,280
Georgia Dividend	NZX	1,966,283	Series M 600
Georgia Dividend 2	NKG	4,553,660	Series F 1,320
Georgia Premium	NPG	3,804,138	Series TH 1,112
Maryland Dividend	NFM	4,175,124	Series M 1,280
Maryland Dividend 2	NZR	4,185,205	Series F 1,280
Maryland Dividend 3	NWI	5,360,346	Series T 1,560
Maryland Premium	NMY	10,633,841	Series W 1,404

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

FUND	TICKER SYMBOL*	COMMON SHARES	PREFERRED SHARES
			Series TH 1,760
Insured Massachusetts Tax-Free	NGX	2,722,095	Series W 820
Massachusetts Dividend	NMB	1,956,482	Series T 600
Massachusetts Premium	NMT	4,761,292	Series TH 1,360
Michigan Dividend	NZW	2,064,276	Series W 640
Michigan Premium	NMP	7,751,047	Series M 840 Series TH 1,400
Michigan Quality	NUM	11,714,953	Series TH 3,200 Series F 560
Missouri Premium	NOM	2,293,265	Series TH 640
New Jersey Dividend	NXJ	6,566,663	Series T 1,920
New Jersey Dividend 2	NUJ	4,517,888	Series W 1,380
New Jersey Investment	NQJ	20,484,321	Series M 3,200 Series TH 2,000 Series F 1,280
New Jersey Premium	NNJ	12,049,496	Series T 624 Series W 1,440 Series TH 1,600
North Carolina Dividend	NRB	2,257,434	Series T 680
North Carolina Dividend 2	NNO	3,747,433	Series F 1,120
North Carolina Dividend 3	NII	3,930,105	Series W 1,120
North Carolina Premium	NNC	6,351,838	Series TH 1,872
Ohio Dividend	NXI	4,242,916	Series W 1,240

7

FUND	TICKER SYMBOL*	COMMON SHARES	PREFERRED SHARES
Ohio Dividend 2	NBJ	3,121,477	Series F 960
Ohio Dividend 3	NVJ	2,158,239	Series T 660
Ohio Quality	NUO	9,746,031	Series M 680 Series TH1 1,400 Series TH2 1,000
Pennsylvania Dividend	NXM	3,323,983	Series T 1,000

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Pennsylvania Dividend 2	NVY	3,724,790	Series M	1,140
Pennsylvania Premium 2	NPY	15,826,750	Series M	844
			Series TH	2,080
			Series F	1,800
Pennsylvania Investment	NQP	16,301,497	Series T	880
			Series W	2,400
			Series TH	2,000
Texas Quality	NTX	9,495,144	Series M	760
			Series TH	2,000
Virginia Dividend	NGB	3,128,282	Series W	960
Virginia Dividend 2	NNB	5,720,907	Series M	1,680
Virginia Premium	NPV	8,912,599	Series T	832
			Series TH	1,720

* The common shares of all of the Funds are listed on the New York Stock Exchange, except NFZ, NKR, NXE, NCU, NVX, NZH, NKL, NKX, NFC, NGK, NGO, NWF, NZX, NKG, NPG, NFM, NZR, NWI, NGX, NMB, NZW, NOM, NXJ, NUJ, NRB, NNO, NII, NXI, NBJ, NVJ, NXM, NVY, NGB and NNB, which are listed on the American Stock Exchange.

ELECTION OF BOARD MEMBERS

MINNESOTA CORPORATIONS

At the Annual Meeting of each Minnesota Corporation, Board Members are to be elected to serve until the next annual meeting or until their successors shall have been duly elected and qualified. Under the terms of each Minnesota Corporation's organizational documents (except California Value), under normal circumstances, holders of Preferred Shares are entitled to elect two (2) Board Members, and the remaining Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Pursuant to the organizational documents of California Value, the Board is divided into three classes, with each class being elected to serve until the third succeeding annual meeting subsequent to their election or thereafter in each case when their respective successors are duly elected and qualified. For California Value, four (4) Board Members are nominated to be elected at this meeting.

A. FOR EACH MINNESOTA CORPORATION, EXCEPT CALIFORNIA VALUE:

(i) seven (7) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Bremner, Brown,

8

Evans, Hunter, Kundert, Stockdale and Sunshine are nominees for election by all shareholders.

(ii) two (2) Board Members are to be elected by holders of Preferred Shares, each series voting together as a single class. Board Members Schneider and Schwertfeger are nominees for election by holders of Preferred Shares.

B. FOR CALIFORNIA VALUE: The Board of California Value has designated Board Members Bremner, Evans and Schneider as Class III Board Members, and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2009, and has re-designated Board Member Stockdale as a Class I Board Member, and as a nominee for Board Member for a term expiring at the annual meeting of shareholders in 2007 or until their successors have been duly elected and qualified. The Board re-designated Board Member Stockdale as a Class I Board Member pursuant to California Value's Articles of Incorporation in order to maintain an equal number of directors in each class. The remaining Board Members Brown, Schwertfeger, Hunter, Kundert and Sunshine are current and continuing Board Members. The Board of California Value has designated Board Members Brown and Schwertfeger as continuing Class I Board Members for terms expiring in 2007 and has designated Board Members Hunter, Kundert and Sunshine as continuing Class II Board Members for terms expiring in 2008.

MASSACHUSETTS BUSINESS TRUSTS

In February 2006, the By-Laws of each Massachusetts Business Trust were amended to provide for the division of the Board into classes. Pursuant to the amended By-Laws, the Board Members of each Massachusetts Business Trust classified themselves by resolution dated August 1, 2006 into three classes, Class I, Class II and Class III, to be elected at the Annual Meeting by the holders of the outstanding Common Shares and Preferred Shares, voting together as a single class. If elected, Class I Board Members will serve until the first succeeding annual meeting subsequent to their election; Class II Board Members will serve until the second succeeding annual meeting subsequent to their election; and Class III Board Members will serve until the third succeeding annual meeting subsequent to their election. At each subsequent annual meeting, the Board Members chosen to succeed those whose terms are expiring shall be identified as being of the same class as the Board Members whom they succeed and shall be elected for a term expiring at the time of the third succeeding annual meeting subsequent to their election or thereafter in each case when their respective successors are duly elected and qualified. For each Massachusetts Business Trust, under normal circumstances, holders of Preferred Shares will continue to be entitled to elect two (2) Board Members. The Board Members elected by holders of Preferred Shares will be elected to serve until the next annual meeting or until their successors shall have been duly elected and qualified.

C. FOR EACH MASSACHUSETTS BUSINESS TRUST:

(i) seven (7) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Brown and Stockdale have been designated as Class I Board Members, and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2007 or until their successors have been duly elected and qualified. Board Members Hunter, Kundert

9

and Sunshine have been designated as Class II Board Members, and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2008 or until their successors have been duly elected and qualified. Board Members Bremner and Evans have been designated as Class III Board Members, and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2009 or until their successors have been duly elected and qualified.

(ii) two (2) Board Members are to be elected by holders of Preferred Shares, each series voting together as a single class. Board Members Schneider and Schwertfeger are nominees for election by holders of

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Preferred Shares for a term expiring at the next annual meeting or until their successors have been duly elected and qualified.

It is the intention of the persons named in the enclosed proxy to vote the shares represented thereby for the election of the nominees listed in the table below unless the proxy is marked otherwise. Each of the nominees has agreed to serve as a Board Member of each Fund if elected. However, should any nominee become unable or unwilling to accept nomination for election, the proxies will be voted for substitute nominees, if any, designated by that Fund's present Board.

Except for California Value, all of the Board Member nominees were last elected to each Fund's Board at the 2005 annual meeting of shareholders. Board Members Hunter, Kundert and Sunshine were last elected as Class II members of the Board of California Value at the 2005 annual meeting of shareholders. Board Members Brown and Schwertfeger were last elected as Class I members of the Board of California Value at the 2004 annual meeting of shareholders. Board Members Bremner, Evans, Schneider and Stockdale were last elected as Class III members of the Board of California Value at the 2003 annual meeting of shareholders.

Other than Mr. Schwertfeger, all Board Member nominees are not "interested persons," as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of the Funds or Nuveen Asset Management (the "Adviser") and have never been an employee or director of Nuveen Investments, Inc. ("Nuveen"), the Adviser's parent company, or any affiliate. Accordingly, such Board Members are deemed "Independent Board Members."

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES NAMED BELOW.

10

BOARD NOMINEES/BOARD MEMBERS

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF	OTHER
				PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	DIRECTOR HELD BY BOARD MEMBER

Nominees who are not interested persons of the Fund					
Robert P. Bremner c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (8/22/40)	Board Member; Lead Independent Director	Term: Annual or as a Class III Board Member until 2009 Length of Service: Since 1996; Lead Independent Director Since 2005	Private Investor and Management Consultant.	167	N/A
Lawrence H. Brown c/o Nuveen Investments, Inc. 333 West Wacker Drive	Board Member	Term: Annual or as a Class I Board Member until 2007 Length of Service:	Retired (1989) as Senior Vice President of The Northern Trust	167	See Princi Occup Descri

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Chicago, IL 60606
(7/29/34)

Since 1993

Company; Director,
Community Advisory
Board for Highland
Park and Highwood,
United Way of the
North Shore (since
2002).

11

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTOR HELD BY BOARD MEMBER
Jack B. Evans c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/22/48)	Board Member	Term: Annual or as a Class III Board Member until 2009 Length of Service: Since 1999	President, The Hall- Perrine Foundation, a private philanthropic corporation (since 1996); Director and Vice Chairman, United Fire Group, a publicly held company; Adjunct Faculty Member, University of Iowa; Director, Gazette Companies; Life Trustee of Coe College and Iowa College Foundation; formerly, Director, Alliant Energy; formerly, Director, Federal Reserve Bank of Chicago; formerly, President and Chief Operating Officer, SCI Financial Group, Inc., a regional financial services firm.	167	See Princi Occup Descri

12

NUMBER OF
PORTFOLIOS

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTOR HELD BY BOARD MEMBER
William C. Hunter c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (3/6/48)	Board Member	Term: Annual or as a Class II Board Member until 2008 Length of Service: Since 2004	Dean, Tippie College of Business, University of Iowa (since June 2006); formerly, (2003-2006), Dean and Distinguished Professor of Finance, School of Business at the University of Connecticut; formerly, Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago (1995-2003); Director, Credit Research Center at Georgetown University; Director (since 2004) of Xerox Corporation, a publicly held company; Director, SS&C Technologies, Inc. (May 2005-October 2005).	167	See Princi Occup Descri

13

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTOR HELD BY BOARD MEMBER
David J. Kundert c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/28/42)	Board Member	Term: Annual or as a Class II Board Member until 2008 Length of Service: Since 2005	Retired (2004) as Chairman, JPMorgan Fleming Asset Management, President and CEO, Banc One Investment Advisors	165	See Princi Occup Descri

Corporation, and President, One Group Mutual Funds; prior thereto, Executive Vice President, Bank One Corporation and Chairman and CEO, Banc One Investment Management Group; Board of Regents, Luther College; member of the Wisconsin Bar Association; member of Board of Directors, Friends of Boerner Botanical Gardens.

14

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTOR HELD BY BOARD MEMBER
William J. Schneider c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (9/24/44)	Board Member	Term: Annual or as a Class III Board Member until 2009 Length of Service: Since 1996	Chairman, Miller-Valentine Partners Ltd., a real estate investment company; formerly, Senior Partner and Chief Operating Officer (retired 2004) of Miller-Valentine Group; formerly, Vice President, Miller-Valentine Realty; Director, Chair of the Finance Committee and Member of the Audit Committee of Premier Health Partners, the not-for-profit parent company of Miami Valley Hospital; Vice President of the Dayton Philharmonic Orchestra Association; Board	167	See Principal Occupation Description

Member, Regional Leaders Forum which promotes cooperation on economic development issues; formerly, Director, Dayton Development Coalition; formerly, Member, Community Advisory Board, National City Bank, Dayton, Ohio and Business Advisory Council, Cleveland Federal Reserve Bank.

15

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTORSHIP HELD BY BOARD MEMBER
Judith M. Stockdale c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (12/29/47)	Board Member	Term: Annual or as a Class I Board Member until 2007 Length of Service: Since 1997	Executive Director, Gaylord and Dorothy Donnelley Foundation (since 1994); prior thereto, Executive Director, Great Lakes Protection Fund (from 1990 to 1994).	167	N/A
Eugene S. Sunshine c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (1/22/50)	Board Member	Term: Annual or as a Class II Board Member until 2008 Length of Service: Since 2005	Senior Vice President for Business and Finance (since 1997), Northwestern University; Director (since 2003), Chicago Board Options Exchange; Chairman (since 1997), Board of Directors, Rubicon, an insurance company owned by Northwestern University; Director (since 1997), Evanston	167	See Principi Occupa Descri

Chamber of Commerce and Evanston Inventure, a business development organization; formerly, Director (2003-2006), National Mentor Holdings, a privately-held, national provider of home and community-based services.

16

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX OVERSEEN BY BOARD MEMBER	OTHER DIRECTOR HELD BY BOARD MEMBER
Nominee who is an interested person of the Fund					
Timothy R. Schwertfeger(2) 333 West Wacker Drive Chicago, IL 60606 (3/28/49)	Chairman of the Board and Board Member	Term: Annual or as a Class I Board Member until 2007 Length of Service: Since 1996	Chairman and Director (since 1996) of Nuveen Investments, Inc. and Nuveen Investments, LLC; Chairman and Director (since 1997) of Nuveen Asset Management; Chairman and Director (since 1999) of Rittenhouse Asset Management, Inc.; Chairman of Nuveen Investments Advisers, Inc. (since 2002); Chief Executive Officer, NWQ Holdings, LLC; formerly, Director (from 1996 to 2006) of Institutional Capital Corporation; formerly, Director	167	See Principi Occupa Descri

(from 1992 to 2004)
 and Chairman (from
 1996 to 2004) of
 Nuveen Advisory
 Corp. and Nuveen
 Institutional
 Advisory Corp. (3)

- (1) Length of Service indicates the year in which the individual became a Board Member of a fund in the Nuveen fund complex.
- (2) "Interested person" as defined in the 1940 Act, by reason of being an officer and director of each Fund's adviser.
- (3) Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. were merged into Nuveen Asset Management, effective January 1, 2005.

17

BENEFICIAL OWNERSHIP

The following table lists the dollar range of equity securities beneficially owned by each Board Member nominee in each Fund and in all Nuveen funds overseen by the Board Member nominee as of December 31, 2005.

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	FLOATING RATE	FLOATING RATE OPPORTUNITY	TAX- ADVANTAGED FLOATING RATE	SENIOR INCOME	ARIZONA DIVIDEND	D
Robert P. Bremner.....	\$0	\$0	\$0	\$0	\$0	
Lawrence H. Brown.....	0	0	0	1-10,000	0	
Jack B. Evans.....	10,001- 50,000	0	0	10,001- 50,000	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider.....	0	50,001- 100,000	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	Over 100,000	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	ARIZONA DIVIDEND 3	ARIZONA PREMIUM	CALIFORNIA VALUE	CALIFORNIA PERFORMANCE	CALIFORNIA OPPORTUNITY	CALIFORNIA INVESTMENT
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0

18

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	CALIFORNIA SELECT	CALIFORNIA QUALITY	INSURED CALIFORNIA	INSURED CALIFORNIA 2	CALIFORNIA PREMIUM	CALIF DIV
Robert P. Bremner.....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$
Lawrence H. Brown.....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider...	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	CALIFORNIA DIVIDEND 2	CALIFORNIA DIVIDEND 3	INSURED CALIFORNIA DIVIDEND	INSURED CALIFORNIA TAX-FREE	CONNECTICUT DIVIDEND	CONNEC DIVID
Robert P. Bremner.....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$
Lawrence H. Brown.....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider...	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	CONNECTICUT DIVIDEND 3	CONNECTICUT PREMIUM	INSURED FLORIDA TAX-FREE	INSURED FLORIDA PREMIUM	FLORIDA INVESTMENT	FLORIDA QUALITY
Robert P. Bremner.....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Lawrence H. Brown.....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter.....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale...	0	0	0	0	0	0
Eugene S. Sunshine....	0	0	0	0	0	0

19

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	GEORGIA DIVIDEND	GEORGIA DIVIDEND 2	GEORGIA PREMIUM	MARYLAND DIVIDEND	MARYLAND DIVIDEND 2	MARYLAND DIVIDEND 3
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	MARYLAND PREMIUM	INSURED MASSACHUSETTS TAX-FREE	MASSACHUSETTS DIVIDEND	MASSACHUSETTS PREMIUM	MICHIGAN DIVIDEND	MICHIGAN PREMIUM
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J.						

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Schneider.....	0	0	0	0	0
Timothy R.					
Schwertfeger.....	0	0	0	0	0
Judith M.					
Stockdale.....	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	MICHIGAN QUALITY	MISSOURI PREMIUM	NEW JERSEY DIVIDEND	NEW JERSEY DIVIDEND 2	NEW JERSEY INVESTMENT	NEW JERSEY PREMIUM
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0

20

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	NORTH CAROLINA DIVIDEND	NORTH CAROLINA DIVIDEND 2	NORTH CAROLINA DIVIDEND 3	NORTH CAROLINA PREMIUM	OHIO DIVIDEND	OHIO DIVIDEND 2
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	OHIO DIVIDEND 3	OHIO QUALITY	PENNSYLVANIA DIVIDEND	PENNSYLVANIA DIVIDEND 2	PENNSYLVANIA PREMIUM 2	PENNSYLVANIA INVE
Robert P. Bremner....	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$
Lawrence H. Brown....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter....	0	0	0	0	0	
David J. Kundert....	0	0	0	0	0	
William J. Schneider.....	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine...	0	0	0	0	0	

DOLLAR RANGE OF EQUITY SECURITIES

BOARD MEMBER NOMINEES	TEXAS QUALITY	VIRGINIA DIVIDEND	VIRGINIA DIVIDEND 2	VIRGINIA PREMIUM	AGGREGATE D OF EQUITY SECURI REGISTERED COMPANI BY B NOMINEES I INVESTMENT C
Robert P. Bremner.....	\$0	\$0	\$0	\$0	Over
Lawrence H. Brown.....	0	0	0	0	Over
Jack B. Evans.....	0	0	0	0	Over
William C. Hunter.....	0	0	0	0	Over
David J. Kundert.....	0	0	0	0	50,001-
William J. Schneider.....	0	0	0	0	Over
Timothy R. Schwertfeger.....	0	0	0	0	Over
Judith M. Stockdale.....	0	0	0	0	Over
Eugene S. Sunshine.....	0	0	0	0	Over

(1) The amounts reflect the aggregate dollar range of equity securities and the number of shares beneficially owned by the Board Member in the Funds and in all Nuveen funds overseen by the Board Member.

The following table sets forth, for each Board Member and for the Board Members and officers as a group, the amount of shares beneficially owned in each Fund as of December 31, 2005. The information as to beneficial ownership is based on statements furnished by each Board Member and officer.

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

TAX-

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

BOARD MEMBER NOMINEES	FLOATING RATE	FLOATING RATE OPPORTUNITY	ADVANTAGED FLOATING RATE	SENIOR INCOME	ARIZONA DIVIDEND	A DIVI
Robert P. Bremner.....	0	0	0	0	0	
Lawrence H. Brown.....	0	0	0	1,000	0	
Jack B. Evans.....	1,600	0	0	5,000	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider.....	0	4,800	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	49,000	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	1,600	4,800	0	55,000	0	

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS (1)

BOARD MEMBER NOMINEES	ARIZONA DIVIDEND 3	ARIZONA PREMIUM	CALIFORNIA VALUE	CALIFORNIA PERFORMANCE	CALIFORNIA OPPORTUNITY	C
Robert P. Bremner.....	0	0	0	0	0	
Lawrence H. Brown.....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider.....	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0	

22

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS (1)

BOARD MEMBER NOMINEES	CALIFORNIA SELECT	CALIFORNIA QUALITY	INSURED CALIFORNIA	INSURED CALIFORNIA 2	CALIFORNIA PREMIUM
Robert P. Bremner.....	0	0	0	0	0
Lawrence H. Brown.....	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0
William C. Hunter.....	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0
Eugene S. Sunshine.....	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS					

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

AS A GROUP.....	0	0	0	0	0
-----------------	---	---	---	---	---

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS (1)

BOARD MEMBER NOMINEES	CALIFORNIA DIVIDEND 2	CALIFORNIA DIVIDEND 3	INSURED CALIFORNIA DIVIDEND	INSURED CALIFORNIA TAX-FREE	CONNECTICUT DIVIDEND
Robert P. Bremner.....	0	0	0	0	0
Lawrence H. Brown.....	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0
William C. Hunter.....	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0
Eugene S. Sunshine.....	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0

23

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS (1)

BOARD MEMBER NOMINEES	CONNECTICUT DIVIDEND 3	CONNECTICUT PREMIUM	INSURED FLORIDA TAX-FREE	INSURED FLORIDA PREMIUM	FLORIDA INVESTMENT	FLORIDA QUA
Robert P. Bremner.....	0	0	0	0	0	
Lawrence H. Brown.....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter.....	0	0	0	0	0	
David J. Kundert.....	0	0	0	0	0	
William J. Schneider.....	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine.....	0	0	0	0	0	
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0	

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS (1)

BOARD MEMBER NOMINEES	GEORGIA DIVIDEND	GEORGIA DIVIDEND 2	GEORGIA PREMIUM	MARYLAND DIVIDEND	MARYLAND DIVIDEND 2	MARYLAND DIVIDEND
Robert P. Bremner.....	0	0	0	0	0	0

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Lawrence H. Brown.....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter.....	0	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine.....	0	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0	0

24

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

BOARD MEMBER NOMINEES	MARYLAND PREMIUM	INSURED MASSACHUSETTS TAX-FREE	MASSACHUSETTS DIVIDEND	MASSACHUSETTS PREMIUM	MICHIGAN DIVIDEND
Robert P. Bremner.....	0	0	0	0	0
Lawrence H. Brown.....	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0
William C. Hunter.....	0	0	0	0	0
David J. Kundert.....	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0
Eugene S. Sunshine.....	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

BOARD MEMBER NOMINEES	MICHIGAN QUALITY	MISSOURI PREMIUM	NEW JERSEY DIVIDEND	NEW JERSEY DIVIDEND 2	NEW JERSEY INVESTMENT	NEW JERSEY PREMIUM
Robert P. Bremner....	0	0	0	0	0	0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A						

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

GROUP.....	0	0	0	0	0	0
------------	---	---	---	---	---	---

25

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

BOARD MEMBER NOMINEES	NORTH CAROLINA DIVIDEND	NORTH CAROLINA DIVIDEND 2	NORTH CAROLINA DIVIDEND 3	NORTH CAROLINA PREMIUM	OHIO DIVIDEND	OHIO DIVIDEND 2
Robert P. Bremner....	0	0	0	0	0	0
Lawrence H. Brown....	0	0	0	0	0	0
Jack B. Evans.....	0	0	0	0	0	0
William C. Hunter....	0	0	0	0	0	0
David J. Kundert....	0	0	0	0	0	0
William J. Schneider.....	0	0	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0	0	0
Judith M. Stockdale.....	0	0	0	0	0	0
Eugene S. Sunshine...	0	0	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0	0

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

BOARD MEMBER NOMINEES	OHIO DIVIDEND 3	OHIO QUALITY	PENNSYLVANIA DIVIDEND	PENNSYLVANIA DIVIDEND 2	PENNSYLVANIA PREMIUM 2	PENNSY INVE
Robert P. Bremner....	0	0	0	0	0	
Lawrence H. Brown....	0	0	0	0	0	
Jack B. Evans.....	0	0	0	0	0	
William C. Hunter....	0	0	0	0	0	
David J. Kundert....	0	0	0	0	0	
William J. Schneider.....	0	0	0	0	0	
Timothy R. Schwertfeger.....	0	0	0	0	0	
Judith M. Stockdale.....	0	0	0	0	0	
Eugene S. Sunshine...	0	0	0	0	0	
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0	0	

26

FUND SHARES OWNED BY BOARD MEMBERS AND OFFICERS(1)

BOARD MEMBER NOMINEES	TEXAS QUALITY	VIRGINIA DIVIDEND	VIRGINIA DIVIDEND 2	VIRGINIA PREMIUM
Robert P. Bremner.....	0	0	0	0
Lawrence H. Brown.....	0	0	0	0
Jack B. Evans.....	0	0	0	0
William C. Hunter.....	0	0	0	0
David J. Kundert.....	0	0	0	0
William J. Schneider.....	0	0	0	0
Timothy R. Schwertfeger.....	0	0	0	0
Judith M. Stockdale.....	0	0	0	0
Eugene S. Sunshine.....	0	0	0	0
ALL BOARD MEMBERS AND OFFICERS AS A GROUP.....	0	0	0	0

(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member is deemed to be invested pursuant to the Deferred Compensation Plan for Independent Board Members as more fully described below.

On December 31, 2005, Board Members and executive officers as a group beneficially owned 1,338,618 shares of all funds managed by the Adviser (includes deferred units and shares held by the executive officers in Nuveen's 401(k)/profit sharing plan). Each Board Member's individual beneficial shareholdings of each Fund constitute less than 1% of the outstanding shares of each Fund. As of September 18, 2006, the Board Members and executive officers as a group beneficially owned less than 1% of the outstanding shares of each Fund. As of September 18, 2006, no shareholder beneficially owned more than 5% of any class of shares of any Fund, except as listed below:

FUND AND CLASS	SHAREHOLDER NAME AND ADDRESS(1)	AMOUNT OF SHARES OWNED	PERCENTAGE OWNED
Senior Income Fund -- Common Shares	First Trust Portfolios L.P. 1001 Warrenville Road Lisle, IL 60532 First Trust Advisors L.P. 1001 Warrenville Road Lisle, IL 60532 The Charger Corporation 1001 Warrenville Road Lisle, IL 60532	3,122,382	10.5%

(1) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation are shared beneficial owners of the amount and percentage of Senior Income shares shown. Information is based on a Schedule 13G filed on

behalf of First Trust Portfolios L.P., First Trust Advisors L.P. and the Charger Corporation on June 10, 2005.

27

COMPENSATION

Prior to January 1, 2006, for all Nuveen funds, Independent Board Members received an \$85,000 annual retainer plus (a) a fee of \$2,000 per day for attendance at a regularly scheduled meeting of the Board; (b) a fee of \$1,000 per day for attendance in person where such in-person attendance is required and \$500 per day for attendance by telephone or in person where in-person attendance is not required at a special, non-regularly scheduled board meeting; (c) a fee of \$1,000 per day for attendance in person at an audit committee or compliance, risk management and regulatory oversight committee meeting where in-person attendance is required and \$750 per day for audit committee attendance by telephone or in person where in-person attendance is not required and \$500 per day for compliance, risk management and regulatory oversight committee attendance by telephone or in person where in-person attendance is not required; (d) a fee of \$500 per day for attendance at a meeting of the dividend committee; and (e) a fee of \$500 per day for attendance in person at all other committee meetings (including ad hoc committee meetings and shareholder meetings) on a day on which no regularly scheduled board meeting is held in which in-person attendance is required and \$250 per day for attendance by telephone or in person at such meetings where in-person attendance is not required, plus, in each case, expenses incurred in attending such meetings. In addition to the payments described above, the chairperson of each committee of the Board (except the dividend committee and executive committee) received \$5,000 as an addition to the annual retainer paid to such individuals. When ad hoc committees were organized, the Board may have provided for additional compensation to be paid to the members of such committees. The annual retainer, fees and expenses were allocated among the funds managed by the Adviser, on the basis of relative net asset sizes although fund management could have, in its discretion, established a minimum amount to be allocated to each fund. The Board Member affiliated with Nuveen and the Adviser served without any compensation from the Funds.

Effective January 1, 2006, for all Nuveen funds, Independent Board Members receive a \$90,000 annual retainer plus (a) a fee of \$2,500 per day for attendance at a regularly scheduled meeting of the Board; (b) a fee of \$2,000 per meeting for attendance in person where such in-person attendance is required and \$1,000 per meeting for attendance by telephone or in person where in-person attendance is not required at a special, non-regularly scheduled board meeting; (c) a fee of \$1,500 per meeting for attendance at an audit committee meeting; (d) a fee of \$1,500 per meeting for attendance in person at a compliance, risk management and regulatory oversight committee meeting where in-person attendance is required and \$1,000 per meeting for attendance by telephone or in person where in-person attendance is not required; (e) a fee of \$1,000 per meeting for attendance for a meeting of the dividend committee; and (f) a fee of \$500 per meeting for attendance in person at all other committee meetings (including shareholder meetings) on a day on which no regularly scheduled board meeting is held in which in-person attendance is required and \$250 per meeting for attendance by telephone or in person at such committee meetings (excluding shareholder meetings) where in-person attendance is not required and \$100 per meeting when the executive committee acts as pricing committee for IPOs, plus, in each case, expenses incurred in attending such meetings. In addition to the payments described above, the Lead Independent Director receives \$20,000, the chairpersons of the audit committee and the compliance, risk management and regulatory oversight committee receive \$7,500 and the chairperson of the nominating and governance committee receives \$5,000 as additional retainers to the annual retainer paid to such individuals. Independent Board Members also receive a fee of \$2,000 per day for site visits to

entities that provide services to the Nuveen funds held on days on which no regularly scheduled board meeting is held. When ad hoc committees are organized, the nominating and governance committee will at the time of formation determine compensation to be paid to the members of such committee, however, in general such fees will be \$1,000 per meeting for attendance in person at any ad hoc committee meeting where in-person attendance is required and \$500 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required.

The annual retainer, fees and expenses are allocated among the funds managed by the Adviser, on the basis of relative net asset sizes although fund management may, in its discretion, establish a minimum amount to be allocated to each fund. The Board Member affiliated with Nuveen and the Adviser serves without any compensation from the Funds.

The boards of certain Nuveen funds (the "Participating Funds") established a Deferred Compensation Plan for Independent Board Members ("Deferred Compensation Plan"). Under the Deferred Compensation Plan, Independent Board Members of the Participating Funds may defer receipt of all, or a portion, of the compensation they earn for their services to the Participating Funds, in lieu of receiving current payments of such compensation. Any deferred amount is treated as though an equivalent dollar amount had been invested in shares of one or more eligible Nuveen funds. Each Independent Board Member, other than Mr. Brown, has elected to defer at least a portion of his or her fees. The Funds that are Participating Funds under the Deferred Compensation Plan are Floating Rate, Floating Rate Opportunity, Senior Income, California Value, California Performance, California Investment, California Select, California Quality, Insured California 2, California Dividend, California Dividend 2, California Dividend 3, Insured California Dividend, Insured Florida Premium, Florida Investment, Florida Quality, Michigan Quality, New Jersey Investment, New Jersey Premium, Pennsylvania Premium 2 and Pennsylvania Investment.

The table below shows, for each Independent Board Member, the aggregate compensation (i) paid by each Fund to each Board Member for its last fiscal year and (ii) paid (including deferred fees) for service on the boards of the Nuveen open-end and closed-end funds managed by the Adviser for the calendar year ended 2005. Mr. Schwertfeger, a Board Member who is an interested person of the Funds, does not receive any compensation from the Funds or any Nuveen funds.

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	FLOATING RATE	FLOATING RATE OPPORTUNITY	TAX- ADVANTAGED FLOATING RATE	SENIOR INCOME	ARIZONA DIVIDEND
Robert P. Bremner.....	\$2,909	\$1,746	\$754	\$897	\$96
Lawrence H. Brown.....	2,666	1,600	691	820	89
Jack B. Evans.....	2,834	1,701	734	876	93
William C. Hunter.....	1,593	956	412	445	68
David J. Kundert.....	2,104	1,263	545	635	67
William J. Schneider.....	2,814	1,689	729	847	93
Judith M. Stockdale.....	2,096	1,258	543	635	69
Eugene S. Sunshine.....	2,624	1,575	680	808	85

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	ARIZONA DIVIDEND 3	ARIZONA PREMIUM	CALIFORNIA VALUE	CALIFORNIA PERFORMANCE	CALIFORNIA OPPORTUNITY	CALIFORNIA INVESTMENT
Robert P. Bremner....	\$181	\$256	\$651	\$777	\$495	\$819
Lawrence H. Brown....	167	236	592	706	453	744
Jack B. Evans.....	176	249	635	758	480	798
William C. Hunter....	128	180	391	467	376	492
David J. Kundert.....	127	180	517	617	374	650
William J. Schneider.....	174	247	638	761	476	802
Judith M. Stockdale.....	129	182	510	609	381	641
Eugene S. Sunshine...	160	226	593	707	433	745

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	CALIFORNIA SELECT	CALIFORNIA QUALITY	INSURED CALIFORNIA	INSURED CALIFORNIA 2	CALIFORNIA PREMIUM	CALIFOR DIVID
Robert P. Bremner....	\$1,401	\$1,344	\$369	\$725	\$322	\$1,377
Lawrence H. Brown....	1,273	1,221	338	659	295	1,251
Jack B. Evans.....	1,366	1,310	358	707	312	1,342
William C. Hunter....	842	808	280	436	245	827
David J. Kundert.....	1,112	1,066	279	575	244	1,092
William J. Schneider.....	1,372	1,316	354	710	310	1,348
Judith M. Stockdale.....	1,097	1,052	284	568	248	1,078
Eugene S. Sunshine...	1,275	1,223	323	660	282	1,253

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	CALIFORNIA DIVIDEND 2	CALIFORNIA DIVIDEND 3	INSURED CALIFORNIA DIVIDEND	INSURED CALIFORNIA TAX-FREE	CONNECTICUT DIVIDEND	CONNECTI DIVIDEN
Robert P. Bremner....	\$856	\$1,395	\$900	\$334	\$126	\$114
Lawrence H. Brown....	778	1,267	818	306	135	122
Jack B. Evans.....	834	1,359	878	324	138	125
William C. Hunter....	514	837	541	254	110	100
David J. Kundert.....	679	1,106	714	253	109	99
William J. Schneider.....	838	1,365	881	321	139	126

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Judith M. Stockdale.....	670	1,092	705	257	111	100
Eugene S. Sunshine...	779	1,269	819	293	128	116

30

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	CONNECTICUT DIVIDEND 3	CONNECTICUT PREMIUM	INSURED FLORIDA TAX-FREE	INSURED FLORIDA PREMIUM	FLORIDA INVESTMENT	FLORIDA QUALITY
Robert P. Bremner....	\$206	\$255	\$190	\$759	\$864	\$756
Lawrence H. Brown....	221	273	180	715	813	712
Jack B. Evans.....	226	280	185	744	846	740
William C. Hunter....	180	222	161	667	759	664
David J. Kundert....	179	221	160	682	776	679
William J. Schneider.....	227	280	185	739	841	736
Judith M. Stockdale.....	181	224	162	659	750	656
Eugene S. Sunshine...	209	258	162	685	778	681

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	GEORGIA DIVIDEND	GEORGIA DIVIDEND 2	GEORGIA PREMIUM	MARYLAND DIVIDEND	MARYLAND DIVIDEND 2	MARYLAND DIVIDEND 3
Robert P. Bremner....	\$96	\$214	\$183	\$204	\$206	\$254
Lawrence H. Brown....	103	229	195	218	221	272
Jack B. Evans.....	105	234	200	223	226	278
William C. Hunter....	84	186	159	177	179	221
David J. Kundert....	83	185	158	176	179	220
William J. Schneider.....	106	235	200	223	226	279
Judith M. Stockdale.....	84	187	160	178	181	222
Eugene S. Sunshine...	97	216	184	206	208	257

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	MARYLAND PREMIUM	INSURED MASSACHUSETTS TAX-FREE	MASSACHUSETTS DIVIDEND	MASSACHUSETTS PREMIUM	MICHIGAN DIVIDEND	MICHIGAN PREMIUM
Robert P. Bremner....	\$512	\$131	\$97	\$226	\$129	\$4

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Lawrence H. Brown....	547	140	104	242	119	43
Jack B. Evans.....	561	143	106	247	125	46
William C. Hunter....	445	114	85	197	91	33
David J. Kundert.....	443	113	84	195	91	33
William J. Schneider.....	562	144	107	248	124	45
Judith M. Stockdale.....	448	115	85	198	92	33
Eugene S. Sunshine...	517	132	98	228	114	41

31

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	MICHIGAN QUALITY	MISSOURI PREMIUM	NEW JERSEY DIVIDEND	NEW JERSEY DIVIDEND 2	NEW JERSEY INVESTMENT	NEW JERSEY PREMIUM
Robert P. Bremner....	\$754	\$108	\$330	\$232	\$1,060	\$626
Lawrence H. Brown....	692	115	313	220	998	589
Jack B. Evans.....	735	118	321	226	1,038	613
William C. Hunter....	414	93	279	196	932	550
David J. Kundert.....	546	93	278	195	953	563
William J. Schneider.....	729	118	322	226	1,032	609
Judith M. Stockdale.....	542	94	281	197	920	543
Eugene S. Sunshine...	681	109	282	198	956	564

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	NORTH CAROLINA DIVIDEND	NORTH CAROLINA DIVIDEND 2	NORTH CAROLINA DIVIDEND 3	NORTH CAROLINA PREMIUM	OHIO DIVIDEND	OHIO DIVIDEND 2
Robert P. Bremner....	\$111	\$184	\$185	\$304	\$261	\$194
Lawrence H. Brown....	119	196	197	325	240	178
Jack B. Evans.....	122	201	202	333	254	188
William C. Hunter....	97	160	160	265	184	137
David J. Kundert.....	96	159	160	263	183	136
William J. Schneider.....	122	201	202	334	251	187
Judith M. Stockdale.....	97	161	161	266	186	138
Eugene S. Sunshine...	112	185	186	307	231	171

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

BOARD MEMBER NOMINEES	OHIO DIVIDEND 3	OHIO QUALITY	PENNSYLVANIA DIVIDEND	PENNSYLVANIA DIVIDEND 2	PENNSYLVANIA PREMIUM 2	PENNSYLVANIA INVE
Robert P. Bremner....	\$135	\$641	\$170	\$192	\$793	\$85
Lawrence H. Brown....	124	591	162	182	747	80
Jack B. Evans.....	131	623	166	187	777	83
William C. Hunter....	95	452	144	162	697	75
David J. Kundert.....	95	450	143	162	713	77
William J. Schneider.....	130	618	166	187	773	83
Judith M. Stockdale.....	96	457	145	163	689	74
Eugene S. Sunshine...	119	567	146	164	715	77

32

AGGREGATE COMPENSATION FROM THE FUNDS (1) (2)

BOARD MEMBER NOMINEES	TEXAS QUALITY	VIRGINIA DIVIDEND	VIRGINIA DIVIDEND 2	VIRGINIA PREMIUM	TOTAL COMPENSATION FROM NUVEEN FUNDS PAID TO BOARD MEMBERS
Robert P. Bremner.....	\$583	\$155	\$282	\$435	\$133,125
Lawrence H. Brown.....	537	166	301	465	134,625
Jack B. Evans.....	567	170	308	476	138,625
William C. Hunter.....	411	135	245	378	119,625
David J. Kundert.....	409	134	244	376	82,935
William J. Schneider.....	562	171	309	477	136,125
Judith M. Stockdale.....	416	136	247	381	119,725
Eugene S. Sunshine.....	516	157	284	439	88,435

(1) For each Fund, the aggregate compensation numbers are based on a combination of the compensation schedules in effect prior to and after January 1, 2006.

(2) Includes deferred fees. Pursuant to a deferred compensation agreement with certain of the Funds, deferred amounts are treated as though an equivalent dollar amount has been invested in shares of one or more eligible Nuveen funds. Total deferred fees for the Funds (including the return from the assumed investment in the eligible Nuveen funds) payable are:

DEFERRED FEES

BOARD MEMBER NOMINEES	FLOATING RATE	FLOATING RATE OPPORTUNITY	TAX- ADVANTAGED FLOATING RATE	SENIOR INCOME	CALIFORNIA VALUE	CALIFORNIA PERFORMANCE
--------------------------	------------------	---------------------------------	--	------------------	---------------------	---------------------------

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Robert P. Bremner...	\$449	\$269	\$116	\$138	\$102	\$122
Lawrence H. Brown...	--	--	--	--	--	--
Jack B. Evans.....	723	434	187	223	164	196
William C. Hunter...	1,593	956	412	445	391	467
David J. Kundert....	2,104	1,263	545	635	517	617
William J. Schneider.....	2,814	1,689	729	847	638	761
Judith M. Stockdale.....	1,266	760	328	385	310	371
Eugene S. Sunshine.....	2,278	1,367	590	709	520	620

33

DEFERRED FEES

BOARD MEMBER NOMINEES	CALIFORNIA INVESTMENT	CALIFORNIA SELECT	CALIFORNIA QUALITY	INSURED CALIFORNIA 2	CALIFORNIA DIVIDEND
Robert P. Bremner.....	\$128	\$220	\$211	\$114	\$216
Lawrence H. Brown.....	--	--	--	--	--
Jack B. Evans.....	207	354	339	183	347
William C. Hunter.....	492	842	808	436	827
David J. Kundert.....	650	1,112	1,066	575	1,092
William J. Schneider...	802	1,372	1,316	710	1,348
Judith M. Stockdale....	390	668	641	346	656
Eugene S. Sunshine.....	653	1,118	1,072	579	1,099

DEFERRED FEES

BOARD MEMBER NOMINEES	CALIFORNIA DIVIDEND 2	CALIFORNIA DIVIDEND 3	INSURED CALIFORNIA DIVIDEND	INSURED FLORIDA PREMIUM	FLORIDA INVESTMENT
Robert P. Bremner.....	\$134	\$219	\$141	\$120	\$136
Lawrence H. Brown.....	--	--	--	--	--
Jack B. Evans.....	216	352	227	193	220
William C. Hunter.....	514	837	541	667	759
David J. Kundert.....	679	1,106	714	682	776
William J. Schneider...	838	1,365	881	739	841
Judith M. Stockdale....	408	665	429	386	440
Eugene S. Sunshine.....	683	1,113	718	573	652

DEFERRED FEES

BOARD MEMBER NOMINEES	FLORIDA QUALITY	MICHIGAN QUALITY	NEW JERSEY INVESTMENT	NEW JERSEY PREMIUM	PENNSYLVANIA PREMIUM 2	PENNSYLVAN INVESTME
--------------------------	--------------------	---------------------	--------------------------	-----------------------	---------------------------	------------------------

Robert P. Bremner.....	\$119	\$116	\$167	\$99	\$125	\$135
Lawrence H. Brown.....	--	--	--	--	--	--
Jack B. Evans.....	193	188	270	159	202	218
William C. Hunter.....	664	414	932	550	697	753
David J. Kundert.....	679	546	953	563	713	770
William J. Schneider...	736	729	1,032	609	773	834
Judith M. Stockdale....	385	327	540	319	404	436
Eugene S. Sunshine.....	570	590	800	472	598	646

34

Nuveen maintains a charitable matching contributions program to encourage the active support and involvement of individuals in the civic activities of their community. Until December 31, 2006, the Independent Board Members of the funds managed by the Adviser are eligible to participate in the charitable contributions program of Nuveen. Under the matching contributions program, Nuveen will match the personal contributions of a Board Member to Section 501(c)(3) organizations up to an aggregate maximum amount of \$10,000 during any calendar year.

COMMITTEES

The Board of each Fund has five standing committees: the executive committee, the audit committee, the nominating and governance committee, the dividend committee and the compliance, risk management and regulatory oversight committee.

Robert P. Bremner, Judith M. Stockdale and Timothy R. Schwertfeger, Chair, serve as members of the executive committee of each Fund. The executive committee, which meets between regular meetings of the Board, is authorized to exercise all of the powers of the Board; provided that the scope of the powers of the executive committee, unless otherwise specifically authorized by the full Board, is limited to: (i) emergency matters where assembly of the full Board is impracticable (in which case management will take all reasonable steps to quickly notify each individual Board Member of the actions taken by the executive committee) and (ii) matters of an administrative or ministerial nature. The executive committee of each Fund held no meetings during its last fiscal year.

Lawrence H. Brown, Jack B. Evans and Timothy R. Schwertfeger, Chair, are current members of the dividend committee of each Fund. The dividend committee is authorized to declare distributions on the Fund's shares including, but not limited to, regular and special dividends, capital gains and ordinary income distributions. The dividend committee of each Fund held three meetings during its last fiscal year, except the dividend committee of the California Funds held four meetings.

Lawrence H. Brown, William C. Hunter, David J. Kundert, William J. Schneider, Chair, and Judith M. Stockdale are current members of the compliance, risk management and regulatory oversight committee of each Fund. The compliance, risk management and regulatory oversight committee is responsible for the oversight of compliance issues, risk management, and other regulatory matters affecting the Funds which are not otherwise the jurisdiction of the other Board committees. The compliance, risk management and regulatory oversight committee of each Fund held four meetings during its last fiscal year.

Each Fund's Board has an audit committee, in accordance with Section 3(a)(58)(A)

of the Securities Exchange Act of 1934, as amended (the "1934 Act"), that is composed of Independent Board Members who are also "independent" as that term is defined in the listing standards pertaining to closed-end funds of the New York Stock Exchange and American Stock Exchange, as applicable. Robert P. Bremner, Lawrence H. Brown, Jack B. Evans, Chair, William J. Schneider and Eugene S. Sunshine are current members of the audit committee of each Fund. The audit committee is responsible for the oversight and monitoring of (1) the accounting and reporting policies, procedures and practices and the audit of the financial statements of the Funds, (2) the quality and integrity of the financial statements of the Funds, and (3) the independent registered public accounting firm's qualifications,

35

performance and independence. The audit committee reviews the work and any recommendations of the Funds' independent registered public accounting firm. Based on such review, it is authorized to make recommendations to the Board. The audit committee is also responsible for the oversight of the Pricing Procedures of the Funds and the internal Valuation Group. The Boards have adopted a written Audit Committee Charter that conforms to the listing standards of the New York Stock Exchange and American Stock Exchange. A copy of the Audit Committee Charter is attached to the proxy statement as Appendix A. The audit committee of each Fund held four meetings during its last fiscal year.

Each Fund has a nominating and governance committee that is composed entirely of Independent Board Members who are also "independent" as defined by New York Stock Exchange or American Stock Exchange listing standards, as applicable. Robert P. Bremner, Chair, Lawrence H. Brown, Jack B. Evans, William C. Hunter, David J. Kundert, William J. Schneider, Judith M. Stockdale and Eugene S. Sunshine are current members of the nominating and governance committee of each Fund. The purpose of the nominating and governance committee is to seek, identify and recommend to the Board qualified candidates for election or appointment to each Fund's Board. In addition, the committee oversees matters of corporate governance, including the evaluation of Board performance and processes, and assignment and rotation of committee members, and the establishment of corporate governance guidelines and procedures, to the extent necessary or desirable. The committee operates under a written charter adopted and approved by the Boards of each Fund, a copy of which is available on the Funds' website at www.nuveen.com/etf/products/fundGovernance.aspx. The nominating and governance committee of each Fund held four meetings during its last fiscal year.

The nominating and governance committee looks to many sources for recommendations of qualified candidates, including current Board Members, employees of the Adviser, current shareholders of the Funds, third party sources and any other persons or entities that may be deemed necessary or desirable by the committee. Shareholders of the Funds who wish to nominate a candidate to their Fund's Board should mail information to the attention of Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. This information must include evidence of Fund ownership of the person or entity recommending the candidate, a full listing of the proposed candidate's education, experience, current employment, date of birth, names and addresses of at least three professional references, information as to whether the candidate is an "interested person" (as such term is defined in the 1940 Act) in relation to the Fund and such other information that would be helpful to the nominating and governance committee in evaluating the candidate. All satisfactorily completed information regarding candidates will be forwarded to the chairman of the nominating and governance committee and the outside counsel to the Independent Board Members. Recommendations for candidates to the Board will be evaluated in light of whether the number of Board members is expected to change and whether the Board expects any vacancies.

All nominations from Fund shareholders will be acknowledged, although there may be times when the committee is not actively recruiting new Board members. In those circumstances nominations will be kept on file until active recruitment is under way.

The nominating and governance committee sets appropriate standards and requirements for nominations to the Board. In considering a candidate's qualifications, each candidate must meet certain basic requirements, including relevant skills and experience, time availability

36

and, if qualifying as an Independent Board Member candidate, independence from the Adviser or other service providers. These experience requirements may vary depending on the current composition of the Board, since the goal is to ensure an appropriate range of skills and experience, in the aggregate. All candidates must meet high expectations of personal integrity, governance experience and professional competence that are assessed on the basis of personal interviews, recommendations, or direct knowledge by committee members. The committee may use any process it deems appropriate for the purpose of evaluating candidates, which process may include, without limitation, personal interviews, background checks, written submissions by the candidates and third party references. There is no difference in the manner in which the nominating and governance committee evaluates candidates when the candidate is submitted by a shareholder. The nominating and governance committee reserves the right to make the final selection regarding the nomination of any prospective Board member.

The Independent Board Members of each Fund have appointed Robert P. Bremner as their Lead Independent Director. The role of the Lead Independent Director is one of coordination and assuring the appropriate, effective and efficient functioning of the Board and the Board processes. Specific responsibilities may include organizing and leading Independent Board Member sessions, facilitating and ensuring an appropriate level of communication among the Independent Board Members, leading the assessment of the Board's effectiveness, and working with the Adviser's staff and outside counsel on board meeting agendas, board material and workshops for Independent Board Members to ensure that the priorities of the Independent Board Members are addressed.

The Board of each Fund held five regular quarterly meetings and seven special meetings during the last fiscal year, except Floating Rate, Floating Rate Opportunity, Tax-Advantaged Floating Rate, Senior Income and the Arizona, Michigan, Ohio and the Texas Funds held four regular quarterly meetings and the Connecticut, Georgia, Massachusetts, Maryland, Missouri, North Carolina and Virginia Funds held six special meetings. During the last fiscal year, each Board Member attended 75% or more of each Fund's Board meetings and the committee meetings (if a member thereof) held during the period for which such Board Member was a Board Member. The policy of the Board relating to attendance by Board Members at annual meetings of the Funds and the number of Board Members who attended the last annual meeting of shareholders of each Fund is posted on the Funds' website at www.nuveen.com/etf/products/fundgovernance.aspx.

37

THE OFFICERS

The following table sets forth information as of September 18, 2006 with respect to each officer of the Funds other than Mr. Schwertfeger (who is a Board Member and is included in the table relating to nominees for the Board). Officers receive no compensation from the Funds. The officers are elected by the Board on an annual basis to serve until successors are elected and qualified.

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX SERVED BY OFFICER
Gifford R. Zimmerman 333 West Wacker Drive Chicago, IL 60606 (9/9/56)	Chief Administrative Officer	Term: Annual Length of Service: Since 1988	Managing Director (since 2002), Assistant Secretary and Associate General Counsel, formerly, Vice President of Nuveen Investments, LLC; Managing Director (since 2002), Assistant Secretary and Associate General Counsel, formerly, Vice President of Nuveen Asset Management; Managing Director (since 2004) and Assistant Secretary (since 1994) of Nuveen Investments, Inc.; Assistant Secretary of NWQ Investment Management Company, LLC (since 2002); Vice President and Assistant Secretary of Nuveen Investments Advisers Inc. (since 2002); Managing Director, Associate General Counsel and Assistant Secretary of Rittenhouse Asset Management, Inc. and Symphony Asset Management LLC (since 2003); Assistant Secretary, Santa Barbara Asset Management LLC (since 2006); previously, Managing Director (from 2002-2004), General Counsel and Assistant Secretary of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; (2) Chartered Financial Analyst.	167

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX SERVED BY OFFICER
Julia L. Antonatos 333 West Wacker Drive Chicago, IL 60606 (9/22/63)	Vice President	Term: Annual Length of Service: Since 2004	Managing Director (since 2005), formerly, Vice President, formerly, Assistant Vice President of Nuveen Investments, LLC; Chartered Financial Analyst.	167
Michael T. Atkinson 333 West Wacker Drive Chicago, IL 60606 (2/3/66)	Vice President and Assistant Secretary	Term: Annual Length of Service: Since 2002	Vice President (since 2002), formerly Assistant Vice President, formerly, Associate of Nuveen Investments, LLC.	167
Peter H. D'Arrigo 333 West Wacker Drive Chicago, IL 60606 (11/28/67)	Vice President and Treasurer	Term: Annual Length of Service: Since 1999	Vice President and Treasurer (since 1999) of Nuveen Investments, LLC and of Nuveen Investments, Inc.; Vice President and Treasurer of Nuveen Asset Management (since 2002) and of Nuveen Investments Advisers Inc. (since 2002); Assistant Treasurer of NWQ Investments Management Company, LLC (since 2002); Vice President and Treasurer (since 2003) of Nuveen Rittenhouse Asset Management, Inc.; and Symphony Asset Management LLC; Treasurer (since 2006), Santa Barbara Asset Management LLC; formerly, Vice President and Treasurer (from 1999 to 2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; (2) Chartered Financial Analyst.	167

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX SERVED BY OFFICER
John N. Desmond 333 West Wacker Drive Chicago, IL 60606 (8/24/61)	Vice President	Term: Annual Length of Service: Since 2005	Vice President, Director of Investment Operations, Nuveen Investments, LLC (since 2005); formerly, Director, Business Manager, Deutsche Asset Management (2003-2004); formerly, Director, Business Development and Transformation, Deutsche Trust Bank Japan (2002-2003); formerly, Senior Vice President, Head of Investment Operations and Systems, Scudder Investments Japan, (2000-2002); formerly, Senior Vice President, Head of Plan Administration and Participant Services, Scudder Investments (1995-2002).	167
Jessica R. Droeger 333 West Wacker Drive Chicago, IL 60606 (9/24/64)	Vice President and Secretary	Term: Annual Length of Service: Since 1998	Vice President (since 2002) and Assistant General Counsel (since 1998), formerly, Assistant Vice President of Nuveen Investments, LLC; Vice President and Assistant Secretary (since 2005) of Nuveen Asset Management; Vice President (from 2002 to 2004) and Assistant Secretary (from 1998 to 2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. (2)	167
Lorna C. Ferguson 333 West Wacker Drive Chicago, IL 60606 (10/24/45)	Vice President	Term: Annual Length of Service: Since 1998	Managing Director (since 2004), formerly, Vice President of Nuveen Investments, LLC;	167

Managing Director of Nuveen Asset Management; formerly, Managing Director (2004), formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. (2)

40

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX SERVED BY OFFICER
William M. Fitzgerald 333 West Wacker Drive Chicago, IL 60606 (3/2/64)	Vice President	Term: Annual Length of Service: Since 1995	Managing Director of Nuveen Asset Management (since 2001); Vice President of Nuveen Investments Advisers Inc. (since 2002); formerly, Managing Director (from 2001 to 2004), formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. (2); Chartered Financial Analyst.	167
Stephen D. Foy 333 West Wacker Drive Chicago, IL 60606 (5/31/54)	Vice President and Controller	Term: Annual Length of Service: Since 1993	Vice President (since 1993) and Funds Controller (since 1998) of Nuveen Investments, LLC; Vice President (since 1998), formerly, Funds Controller of Nuveen Investments, Inc.; Certified Public Accountant.	167
Walter M. Kelly 333 West Wacker Drive Chicago, IL 60606 (2/24/70)	Chief Compliance Officer	Term: Annual Length of Service: Since 2003	Assistant Vice President and Assistant Secretary of the Nuveen Funds (since 2003); Assistant Vice President and Assistant General Counsel (since 2003) of Nuveen Investments, LLC; previously, Associate (2001-2003) at the law	167

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

firm of Vedder, Price,
Kaufman & Kammholz, P.C.

David J. Lamb 333 West Wacker Drive Chicago, IL 60606 (3/22/63)	Vice President	Term: Annual Length of Service: Since 2000	Vice President of Nuveen Investments, LLC (since 2000); Certified Public Accountant.	167
Tina M. Lazar 333 West Wacker Drive Chicago, IL 60606 (8/27/61)	Vice President	Term: Annual Length of Service: Since 2002	Vice President of Nuveen Investments, LLC (since 1999).	167

41

NAME, ADDRESS AND BIRTH DATE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX SERVED BY OFFICER
---------------------------------	----------------------------------	--	--	---

Larry W. Martin 333 West Wacker Drive Chicago, IL 60606 (7/27/51)	Vice President and Assistant Secretary	Term: Annual Length of Service: Since 1988	Vice President, Assistant Secretary and Assistant General Counsel of Nuveen Investments, LLC; Vice President, Assistant General Counsel and Assistant Secretary of Nuveen Investments, Inc.; Vice President (since 2005) and Assistant Secretary (since 1997) of Nuveen Asset Management; Vice President (since 2000), Assistant Secretary and Assistant General Counsel (since 1998) of Rittenhouse Asset Management, Inc.; Vice President and Assistant Secretary of Nuveen Investments Advisers Inc. (since 2002); Assistant Secretary of NWQ Investment Management Company, LLC (since 2002) and Symphony Asset Management LLC (since 2003); formerly, Vice President and Assistant Secretary of Nuveen	167
--	--	---	---	-----

Advisory Corp. and
Nuveen Institutional
Advisory Corp. (2)

- (1) Length of Service indicates the year the individual became an officer of a fund in the Nuveen fund complex.
- (2) Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. were reorganized into Nuveen Asset Management, effective January 1, 2005.

AUDIT COMMITTEE REPORT

The audit committee of each Board is responsible for the oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audit of the financial statements, of each Fund, (2) the quality and integrity of the financial statements of each Fund, and (3) the independent registered public accounting firm's qualifications, performance and independence. In its oversight capacity, the committee reviews each Fund's annual financial statements with both management and the independent registered public accounting firm and the committee meets periodically with the independent registered public accounting firm to consider their evaluation of each Fund's financial and internal controls. The

42

committee also selects, retains, evaluates and may replace each Fund's independent registered public accounting firm. The committee is currently composed of five Independent Board Members and operates under a written charter adopted and approved by the Board, a copy of which is attached as Appendix A. Each committee member meets the independence and experience requirements applicable to the Funds of the New York Stock Exchange and the American Stock Exchange, Section 10A of the 1934 Act and the rules and regulations of the Securities and Exchange Commission (the "SEC").

The committee, in discharging its duties, has met with and held discussions with management and each Fund's independent registered public accounting firm. The committee has also reviewed and discussed the audited financial statements with management. Management has represented to the independent registered public accounting firm that each Fund's financial statements were prepared in accordance with generally accepted accounting principles. The committee has also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards ("SAS") No. 61, (Communication with Audit Committees), as amended by SAS No. 90 (Audit Committee Communications). Each Fund's independent registered public accounting firm provided to the committee the written disclosure required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the committee discussed with representatives of the independent registered public accounting firm their firm's independence. As provided in the Audit Committee Charter, it is not the committee's responsibility to determine, and the considerations and discussions referenced above do not ensure, that each Fund's financial statements are complete and accurate and presented in accordance with generally accepted accounting principles.

Based on the committee's review and discussions with management and the independent registered public accounting firm, the representations of management and the report of the independent registered public accounting firm to the committee, the committee has recommended that each Board include the audited financial statements in each Fund's Annual Report.

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

The members of the committee are:

Robert P. Bremner
 Lawrence H. Brown
 Jack B. Evans
 Eugene S. Sunshine
 William J. Schneider

43

AUDIT AND RELATED FEES. The following tables provide the aggregate fees billed by Ernst & Young LLP during each Fund's last two fiscal years for engagements directly related to the operations and financial reporting of each fund including those relating (i) to each Fund for services provided to the Fund and (ii) to the Adviser and certain entities controlling, controlled by, or under common control with the Adviser that provide ongoing services to each Fund ("Adviser Entities").

	AUDIT FEES (1)		AUDIT RELATED FEES (2)				FUND
	FUND		FUND		ADVISER AND ADVISER ENTITIES		
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	
Floating Rate.....	\$58,333	\$62,471	\$ 0	\$ 0	\$ 0	\$ 0	\$ 919
Floating Rate Opportunity.....	48,364	44,864	0	0	0	0	860
Tax-Advantaged Floating Rate....	37,000	21,500	0	0	0	0	0
Senior Income.....	28,803	30,665	0	0	0	0	834
Arizona Dividend.....	6,513	6,919	0	0	0	0	586
Arizona Dividend 2.....	6,984	7,422	0	0	0	0	593
Arizona Dividend 3.....	7,234	7,696	0	0	0	0	597
Arizona Premium.....	7,875	8,382	0	0	0	0	411
California Value.....	11,682	12,412	0	0	0	0	429
California Performance.....	12,820	13,656	0	0	0	0	434
California Opportunity.....	10,269	10,927	0	0	0	0	422
California Investment.....	13,228	14,056	0	0	0	0	436
California Select.....	18,575	19,741	0	0	0	0	462
California Quality.....	18,014	19,204	0	0	0	0	459
Insured California.....	9,124	9,668	0	0	0	0	417
Insured California 2.....	12,370	13,145	0	0	0	0	432
California Premium.....	8,660	9,215	0	0	0	0	414
California Dividend.....	18,320	19,518	0	0	0	0	1,009
California Dividend 2.....	13,481	14,426	0	0	0	0	776
California Dividend 3.....	18,395	19,709	0	0	0	0	1,013
Insured California Dividend.....	13,938	14,865	0	0	0	0	972

			ALL OTHER FEES (4)				
	FUND		ADVISER AND ADVISER ENTITIES				

	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006
Floating Rate.....	\$1,550	\$1,550	\$ 0	\$ 0
Floating Rate Opportunity.....	1,550	1,550	0	0
Tax-Advantaged Floating Rate....	0	1,550	0	0
Senior Income.....	6,050	6,300	0	0
Arizona Dividend.....	2,700	2,900	0	0
Arizona Dividend 2.....	2,700	2,900	0	0
Arizona Dividend 3.....	2,700	2,900	0	0
Arizona Premium.....	2,700	2,900	0	0
California Value.....	0	0	0	0
California Performance.....	2,700	2,900	0	0
California Opportunity.....	2,700	2,900	0	0
California Investment.....	2,700	2,900	0	0
California Select.....	2,700	2,900	0	0
California Quality.....	2,700	2,900	0	0
Insured California.....	2,700	2,900	0	0
Insured California 2.....	2,700	2,900	0	0
California Premium.....	2,700	2,900	0	0
California Dividend.....	2,700	2,900	0	0
California Dividend 2.....	2,700	2,900	0	0
California Dividend 3.....	2,700	2,900	0	0
Insured California Dividend.....	2,700	2,900	0	0

44

	AUDIT FEES (1)		AUDIT RELATED FEES (2)				FUND
	FUND		FUND		ADVISER AND ADVISER ENTITIES		
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	
Insured California Tax-Free.....	\$ 8,764	\$ 9,342	\$ 0	\$ 0	\$ 0	\$ 0	\$ 692
Connecticut Dividend.....	7,042	7,485	0	0	0	0	578
Connecticut Dividend 2.....	6,917	7,348	0	0	0	0	578
Connecticut Dividend 3.....	7,908	8,406	0	0	0	0	581
Connecticut Premium.....	8,450	8,948	0	0	0	0	409
Insured Florida Tax-Free.....	7,667	8,162	0	0	0	0	584
Insured Florida Premium.....	13,625	14,396	0	0	0	0	438
Florida Investment.....	14,677	15,581	0	0	0	0	443
Florida Quality.....	13,538	14,398	0	0	0	0	438
Georgia Dividend.....	6,722	7,143	0	0	0	0	577
Georgia Dividend 2.....	7,991	8,495	0	0	0	0	581
Georgia Premium.....	7,649	8,130	0	0	0	0	406
Maryland Dividend.....	7,877	8,374	0	0	0	0	581
Maryland Dividend 2.....	7,906	8,401	0	0	0	0	581
Maryland Dividend 3.....	8,411	8,955	0	0	0	0	582

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Maryland Premium.....	11,195	11,902	0	0	0	0	417
Insured Massachusetts							
Tax-Free.....	7,091	7,543	0	0	0	0	578
Massachusetts Dividend.....	6,733	7,147	0	0	0	0	403
Massachusetts Premium.....	8,115	8,626	0	0	0	0	407
Michigan Dividend.....	6,790	7,220	0	0	0	0	590
Michigan Premium.....	9,785	10,362	0	0	0	0	420
Michigan Quality.....	12,181	12,895	0	0	0	0	431
Missouri Premium.....	6,839	7,269	0	0	0	0	404
New Jersey Dividend.....	9,138	9,707	0	0	0	0	624
New Jersey Dividend 2.....	8,105	8,617	0	0	0	0	609
New Jersey Investment.....	16,737	17,682	0	0	0	0	453

ALL OTHER FEES (4)

FUND	ADVISER AND ADVISER ENTITIES			
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006
Insured California Tax-Free.....	\$2,700	\$2,900	\$ 0	\$ 0
Connecticut Dividend.....	2,650	2,850	0	0
Connecticut Dividend 2.....	2,650	2,850	0	0
Connecticut Dividend 3.....	2,650	2,850	0	0
Connecticut Premium.....	2,650	2,850	0	0
Insured Florida Tax-Free.....	2,700	2,900	0	0
Insured Florida Premium.....	2,700	2,900	0	0
Florida Investment.....	2,700	2,900	0	0
Florida Quality.....	2,700	2,900	0	0
Georgia Dividend.....	2,650	2,850	0	0
Georgia Dividend 2.....	2,650	2,850	0	0
Georgia Premium.....	2,650	2,850	0	0
Maryland Dividend.....	2,650	2,850	0	0
Maryland Dividend 2.....	2,650	2,850	0	0
Maryland Dividend 3.....	2,650	2,850	0	0
Maryland Premium.....	2,650	2,850	0	0
Insured Massachusetts				
Tax-Free.....	2,650	2,850	0	0
Massachusetts Dividend.....	2,650	2,850	0	0
Massachusetts Premium.....	2,650	2,850	0	0
Michigan Dividend.....	2,700	2,900	0	0
Michigan Premium.....	2,700	2,900	0	0
Michigan Quality.....	2,700	2,900	0	0
Missouri Premium.....	2,650	2,850	0	0
New Jersey Dividend.....	2,700	2,900	0	0
New Jersey Dividend 2.....	2,700	2,900	0	0
New Jersey Investment.....	2,700	2,900	0	0

45

AUDIT FEES (1)

AUDIT RELATED FEES (2)

	FUND		FUND		ADVISER AND ADVISER ENTITIES		FUND
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005
	New Jersey Premium.....	\$12,231	\$12,893	\$ 0	\$ 0	\$ 0	\$ 0
North Carolina Dividend.....	6,879	7,311	0	0	0	0	578
North Carolina Dividend 2.....	7,670	8,136	0	0	0	0	406
North Carolina Dividend 3.....	7,663	8,156	0	0	0	0	580
North Carolina Premium.....	8,977	9,510	0	0	0	0	410
Ohio Dividend.....	7,932	8,425	0	0	0	0	433
Ohio Dividend 2.....	7,349	7,810	0	0	0	0	424
Ohio Dividend 3.....	6,842	7,275	0	0	0	0	417
Ohio Quality.....	11,214	11,902	0	0	0	0	426
Pennsylvania Dividend.....	7,464	7,931	0	0	0	0	600
Pennsylvania Dividend 2.....	7,692	8,172	0	0	0	0	603
Pennsylvania Premium 2.....	13,977	14,750	0	0	0	0	440
Pennsylvania Investment.....	14,603	15,474	0	0	0	0	443
Texas Quality.....	10,691	11,377	0	0	0	0	424
Virginia Dividend.....	7,349	7,821	0	0	0	0	405
Virginia Dividend 2.....	8,710	9,260	0	0	0	0	583
Virginia Premium.....	10,388	10,988	0	0	0	0	414

ALL OTHER FEES (4)				
FUND	ADVISER AND ADVISER ENTITIES			
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006
	New Jersey Premium.....	\$2,700	\$2,900	\$ 0
North Carolina Dividend.....	2,650	2,850	0	0
North Carolina Dividend 2.....	2,650	2,850	0	0
North Carolina Dividend 3.....	2,650	2,850	0	0
North Carolina Premium.....	2,650	2,850	0	0
Ohio Dividend.....	2,700	2,900	0	0
Ohio Dividend 2.....	2,700	2,900	0	0
Ohio Dividend 3.....	2,700	2,900	0	0
Ohio Quality.....	2,700	2,900	0	0
Pennsylvania Dividend.....	2,700	2,900	0	0
Pennsylvania Dividend 2.....	2,700	2,900	0	0
Pennsylvania Premium 2.....	2,700	2,900	0	0
Pennsylvania Investment.....	2,700	2,900	0	0
Texas Quality.....	2,700	2,900	0	0
Virginia Dividend.....	2,650	2,850	0	0
Virginia Dividend 2.....	2,650	2,850	0	0
Virginia Premium.....	2,650	2,850	0	0

- (1) "Audit Fees" are the aggregate fees billed for professional services for the audit of the Fund's annual financial statements and services provided in connection with statutory and regulatory filings or engagements.
- (2) "Audit Related Fees" are the aggregate fees billed for assurance and related services reasonably related to the performance of the audit or review of financial statements and are not reported under "Audit Fees."
- (3) "Tax Fees" are the aggregate fees billed for professional services for tax advice, tax compliance and tax planning. Amounts reported for each respective fund under the column heading "Adviser and Adviser Entities" represents amounts billed to the Adviser exclusively for the preparation of the Fund's tax return, the cost of which is borne by the Adviser. In the aggregate, for all Nuveen funds for which Ernst & Young LLP serves as independent registered public accounting firm, these amounted to \$282,575.
- (4) "All Other Fees" are the aggregate fees billed for products and services other than "Audit Fees," "Audit Related Fees" and "Tax Fees."

46

NON-AUDIT FEES. The following tables provide the aggregate non-audit fees billed by Ernst & Young LLP for services rendered to each Fund, the Adviser and the Adviser Entities during each Fund's last two fiscal years.

FUND	TOTAL NON-AUDIT FEES BILLED TO FUND		TOTAL NON-AUDIT FEES BILLED TO ADVISER AND ADVISER ENTITIES (ENGAGEMENTS RELATED DIRECTLY TO THE OPERATIONS AND FINANCIAL REPORTING OF FUND)		TOTAL BILLED TO ADVISER ENTITIES
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2006
	Floating Rate.....	\$2,469	\$2,350	\$4,950	\$4,950
Floating Rate Opportunity....	2,410	2,350	4,950	4,950	
Tax-Advantaged Floating Rate.....	0	2,350	4,950	4,950	
Senior Income.....	6,884	7,100	4,950	4,950	
Arizona Dividend.....	3,286	3,328	2,200	2,200	
Arizona Dividend 2.....	3,293	3,344	2,200	2,200	
Arizona Dividend 3.....	3,297	3,352	2,200	2,200	
Arizona Premium.....	3,111	3,300	2,200	2,200	
California Value.....	429	400	2,200	2,200	
California Performance.....	3,134	3,300	2,200	2,200	
California Opportunity.....	3,122	3,300	2,200	2,200	
California Investment.....	3,136	3,300	2,200	2,200	
California Select.....	3,162	3,300	2,200	2,200	
California Quality.....	3,159	3,300	2,200	2,200	
Insured California.....	3,117	3,300	2,200	2,200	
Insured California 2.....	3,132	3,300	2,200	2,200	
California Premium.....	3,114	3,300	2,200	2,200	
California Dividend.....	3,709	3,300	2,200	2,200	
California Dividend 2.....	3,476	3,300	2,200	2,200	

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

California Dividend 3.....	3,713	3,300	2,200	2,200
Insured California Dividend.....	3,672	3,300	2,200	2,200

FUND	TOTAL
FISCAL YEAR ENDED 2006	
Floating Rate.....	\$7,300
Floating Rate Opportunity....	7,300
Tax-Advantaged Floating Rate.....	7,300
Senior Income.....	12,050
Arizona Dividend.....	5,528
Arizona Dividend 2.....	5,544
Arizona Dividend 3.....	5,552
Arizona Premium.....	5,500
California Value.....	2,600
California Performance.....	5,500
California Opportunity.....	5,500
California Investment.....	5,500
California Select.....	5,500
California Quality.....	5,500
Insured California.....	5,500
Insured California 2.....	5,500
California Premium.....	5,500
California Dividend.....	5,500
California Dividend 2.....	5,500
California Dividend 3.....	5,500
Insured California Dividend.....	5,500

47

FUND	TOTAL NON-AUDIT FEES BILLED TO FUND		TOTAL NON-AUDIT FEES BILLED TO ADVISER AND ADVISER ENTITIES (ENGAGEMENTS RELATED DIRECTLY TO THE OPERATIONS AND FINANCIAL REPORTING OF FUND)		TOTAL BILLED ADVISER
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED
Insured California Tax-Free.....	\$ 3,392	\$ 3,300	\$ 2,200	\$ 2,200	\$
Connecticut Dividend.....	3,228	3,311	2,200	2,200	
Connecticut Dividend 2.....	3,228	3,306	2,200	2,200	
Connecticut Dividend 3.....	3,231	3,351	2,200	2,200	
Connecticut Premium.....	3,059	3,255	2,200	2,200	
Insured Florida Tax-Free.....	3,284	3,367	2,200	2,200	

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Insured Florida Premium.....	3,138	3,300	2,200	2,200
Florida Investment.....	3,143	3,300	2,200	2,200
Florida Quality.....	3,138	3,300	2,200	2,200
Georgia Dividend.....	3,227	3,297	2,200	2,200
Georgia Dividend 2.....	3,231	3,354	2,200	2,200
Georgia Premium.....	3,056	3,253	2,200	2,200
Maryland Dividend.....	3,231	3,349	2,200	2,200
Maryland Dividend 2.....	3,231	3,351	2,200	2,200
Maryland Dividend 3.....	3,232	3,374	2,200	2,200
Maryland Premium.....	3,067	3,260	2,200	2,200
Insured Massachusetts				
Tax-Free.....	3,228	3,300	2,200	2,200
Massachusetts Dividend.....	3,053	3,298	2,200	2,200
Massachusetts Premium.....	3,057	3,254	2,200	2,200
Michigan Dividend.....	3,290	3,337	2,200	2,200
Michigan Premium.....	3,120	3,300	2,200	2,200
Michigan Quality.....	3,131	3,300	2,200	2,200
Missouri Premium.....	3,054	3,252	2,200	2,200

-----	-----
FUND	TOTAL
-----	-----
	FISCAL YEAR
	ENDED 2006
-----	-----

Insured California	
Tax-Free.....	\$ 5,500
Connecticut Dividend.....	5,511
Connecticut Dividend 2.....	5,506
Connecticut Dividend 3.....	5,551
Connecticut Premium.....	5,455
Insured Florida Tax-Free.....	5,567
Insured Florida Premium.....	5,500
Florida Investment.....	5,500
Florida Quality.....	5,500
Georgia Dividend.....	5,497
Georgia Dividend 2.....	5,554
Georgia Premium.....	5,453
Maryland Dividend.....	5,549
Maryland Dividend 2.....	5,551
Maryland Dividend 3.....	5,574
Maryland Premium.....	5,460
Insured Massachusetts	
Tax-Free.....	5,500
Massachusetts Dividend.....	5,498
Massachusetts Premium.....	5,454
Michigan Dividend.....	5,537
Michigan Premium.....	5,500
Michigan Quality.....	5,500
Missouri Premium.....	5,452

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

FUND	TOTAL NON-AUDIT FEES BILLED TO FUND		ADVISER ENTITIES (ENGAGEMENTS RELATED DIRECTLY TO THE OPERATIONS AND FINANCIAL REPORTING OF FUND)		TOTAL
	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2005	FISCAL YEAR ENDED 2006	FISCAL YEAR ENDED 2006
New Jersey Dividend.....	\$ 3,324	\$ 3,416	\$ 2,200	\$ 2,200	\$
New Jersey Dividend 2.....	3,309	3,381	2,200	2,200	
New Jersey Investment.....	3,153	3,300	2,200	2,200	
New Jersey Premium.....	3,131	3,300	2,200	2,200	
North Carolina Dividend.....	3,228	3,304	2,200	2,200	
North Carolina Dividend 2....	3,056	3,340	2,200	2,200	
North Carolina Dividend 3....	3,230	3,340	2,200	2,200	
North Carolina Premium.....	3,060	3,256	2,200	2,200	
Ohio Dividend.....	3,133	3,376	2,200	2,200	
Ohio Dividend 2.....	3,124	3,356	2,200	2,200	
Ohio Dividend 3.....	3,117	3,339	2,200	2,200	
Ohio Quality.....	3,126	3,300	2,200	2,200	
Pennsylvania Dividend.....	3,300	3,360	2,200	2,200	
Pennsylvania Dividend 2.....	3,303	3,368	2,200	2,200	
Pennsylvania Premium 2.....	3,140	3,300	2,200	2,200	
Pennsylvania Investment.....	3,143	3,300	2,200	2,200	
Texas Quality.....	3,124	3,300	2,200	2,200	
Virginia Dividend.....	3,055	3,325	2,200	2,200	
Virginia Dividend 2.....	3,233	3,387	2,200	2,200	
Virginia Premium.....	3,064	3,258	2,200	2,200	

FUND	TOTAL
	FISCAL YEAR ENDED 2006
New Jersey Dividend.....	\$ 5,616
New Jersey Dividend 2.....	5,582
New Jersey Investment.....	5,500
New Jersey Premium.....	5,500
North Carolina Dividend.....	5,504
North Carolina Dividend 2....	5,540
North Carolina Dividend 3....	5,540
North Carolina Premium.....	5,456
Ohio Dividend.....	5,576
Ohio Dividend 2.....	5,556
Ohio Dividend 3.....	5,539
Ohio Quality.....	5,500
Pennsylvania Dividend.....	5,560
Pennsylvania Dividend 2.....	5,568
Pennsylvania Premium 2.....	5,500
Pennsylvania Investment.....	5,500
Texas Quality.....	5,500
Virginia Dividend.....	5,525
Virginia Dividend 2.....	5,587
Virginia Premium.....	5,458

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES. Generally, the audit committee must approve each Fund's independent registered public accounting firm's engagements (i) with the Fund for audit or non-audit services and (ii) with the Adviser and Adviser Entities for non-audit services if the engagement relates directly to the operations and financial reporting of the Fund. Regarding tax and research projects conducted by the independent registered public accounting firm for each Fund and the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund), such engagements will be (i) pre-approved by the audit committee if they are expected to be for amounts greater than \$10,000; (ii) reported to the audit committee chairman for his verbal approval prior to engagement if they are expected to be for amounts under \$10,000 but greater than \$5,000; and (iii) reported to the audit committee at the next audit committee meeting if they are expected to be for an amount under \$5,000.

For engagements with Ernst & Young LLP entered into on or after May 6, 2003, the audit committee approved in advance all audit services and non-audit services that Ernst & Young LLP provided to each Fund and to the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund). None of the services rendered by Ernst & Young LLP to each Fund or the Adviser or Adviser Entities were pre-approved by the audit committee pursuant to the pre-approval exception under Rule 2.01(c)(7)(i)(C) or Rule 2.01(c)(7)(ii) of Regulation S-X.

ADDITIONAL INFORMATION

APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Each Board has appointed Ernst & Young LLP as independent registered public accounting firm to audit the books and records of each Fund for its fiscal year. A representative of Ernst & Young LLP will be present at the Annual Meetings to make a statement, if such representative so desires, and to respond to shareholders' questions. Ernst & Young LLP has informed each Fund that it has no direct or indirect material financial interest in the Funds, Nuveen, the Adviser or any other investment company sponsored by Nuveen.

SECTION 16(a) BENEFICIAL INTEREST REPORTING COMPLIANCE

Section 30(h) of the 1940 Act and Section 16(a) of the 1934 Act require Board Members and officers, the Adviser, affiliated persons of the Adviser and persons who own more than 10% of a registered class of a Fund's equity securities to file forms reporting their affiliation with that Fund and reports of ownership and changes in ownership of that Fund's shares with the SEC and the New York Stock Exchange or American Stock Exchange, as applicable. These persons and entities are required by SEC regulation to furnish the Funds with copies of all Section 16(a) forms they file. Based on a review of these forms furnished to each Fund, each Fund believes that its Board Members and officers, investment adviser and affiliated persons of the investment adviser have complied with all applicable Section 16(a) filing requirements during its last fiscal year. To the knowledge of management of the Funds, no shareholder of a Fund owns more than 10% of a registered class of a Fund's equity securities, except a report on Schedule 13G was filed on June 10, 2005 on behalf of First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation indicating shared beneficial ownership of 10.5% of the common shares of Senior Income.

INFORMATION ABOUT THE ADVISER

The Adviser, located at 333 West Wacker Drive, Chicago, Illinois 60606, serves as investment adviser and manager for each Fund. The Adviser is a wholly-owned subsidiary of Nuveen, 333 West Wacker Drive, Chicago, Illinois 60606. Founded in 1898, Nuveen and its affiliates had over \$149 billion of assets under management as of June 30, 2006. Nuveen is a publicly-traded company and is listed on the New York Stock Exchange and trades under the symbol "JNC."

SHAREHOLDER PROPOSALS

To be considered for presentation at the annual meeting of shareholders of the Funds to be held in 2007, a shareholder proposal submitted pursuant to Rule 14a-8 of the 1934 Act must be received at the offices of that Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than June 6, 2007. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) of a proposal submitted outside of the process of Rule 14a-8 must, pursuant to each Fund's By-Laws, submit such written notice to the Fund not later than August 20, 2007 or prior to August 5, 2006, 2007. Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

SHAREHOLDER COMMUNICATIONS

Fund shareholders who want to communicate with the Board or any individual Board Member should write to the attention of Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. The letter should indicate that you are a Fund shareholder and note the Fund or Funds that you own. If the communication is intended for a specific Board Member and so indicates it will be sent only to that Board Member. If a communication does not indicate a specific Board Member and so indicates it will be sent to the Lead Independent Director and the outside counsel to the Independent Board Members for further distribution as deemed appropriate by such persons.

EXPENSES OF PROXY SOLICITATION

The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement will be paid by the Funds pro rata based on the number of shareholder accounts. Additional solicitation may be made by letter or telephone by officers or employees of Nuveen or the Adviser, or by dealers and their representatives.

FISCAL YEAR

The last fiscal year end for each Fund, except Floating Rate, Floating Rate Opportunity, Tax-Advantaged Floating Rate, Senior Income, the Arizona Funds, the California Funds, the Florida Funds, the Michigan Funds, the New Jersey Funds, the Ohio Funds, the Pennsylvania Funds and Texas Quality, was May 31, 2006. The last fiscal year end for the Florida Funds, the New Jersey Funds and the Pennsylvania Funds was June 30, 2006. The last fiscal year end for Floating Rate, Floating Rate Opportunity, Tax-Advantaged Floating Rate, Senior Income,

51

the Arizona Funds, the Michigan Funds, the Ohio Funds and Texas Quality was July 31, 2006. The last fiscal year end for the California Funds was August 31, 2006.

ANNUAL REPORT DELIVERY

Annual reports will be sent to shareholders of record of each Fund following each Fund's fiscal year end. Each Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

written or oral requests should be directed to such Fund at 333 West Wacker Drive, Chicago, Illinois 60606 or by calling 1-800-257-8787.

Please note that only one annual report or proxy statement may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders should contact the applicable Fund at the address and phone number set forth above.

GENERAL

Management does not intend to present and does not have reason to believe that any other items of business will be presented at the Annual Meetings. However, if other matters are properly presented to an Annual Meeting for a vote, the proxies will be voted by the persons acting under the proxies upon such matters in accordance with their judgment of the best interests of the Fund.

A list of shareholders entitled to be present and to vote at each Annual Meeting will be available at the offices of the Funds, 333 West Wacker Drive, Chicago, Illinois, for inspection by any shareholder during regular business hours beginning ten days prior to the date of the Annual Meeting.

Failure of a quorum to be present at any Annual Meeting will necessitate adjournment and will subject that Fund to additional expense. The persons named in the enclosed proxy may also move for an adjournment of any Annual Meeting to permit further solicitation of proxies with respect to the proposal if they determine that adjournment and further solicitation is reasonable and in the best interests of the shareholders. Under each Fund's By-Laws, an adjournment of a meeting requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting.

IF YOU CANNOT BE PRESENT AT THE MEETING, YOU ARE REQUESTED TO FILL IN, SIGN AND RETURN THE ENCLOSED PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

Jessica R. Droeger
Vice President and Secretary

October 4, 2006

52

APPENDIX A

NUVEEN FUND BOARD AUDIT COMMITTEE CHARTER JANUARY 26, 2006

I. ORGANIZATION AND MEMBERSHIP

There shall be a committee of each Board of Directors/Trustees (the "Board") of the Nuveen Management Investment Companies (the "Funds" or, individually, a "Fund") to be known as the Audit Committee. The Audit Committee shall be comprised of at least three Directors/ Trustees. Audit Committee members shall be independent of the Funds and free of any relationship that, in the opinion of the Directors/Trustees, would interfere with their exercise of independent judgment as an Audit Committee member. In particular, each member must meet the independence and experience requirements applicable to the Funds of the New York Stock Exchange, the American Stock Exchange, Section 10a of the Securities

Exchange Act of 1934 (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission (the "Commission"). Each such member of the Audit Committee shall have a basic understanding of finance and accounting, be able to read and understand fundamental financial statements, and be financially literate, and at least one such member shall have accounting or related financial management expertise, in each case as determined by the Directors/Trustees, exercising their business judgment (this person may also serve as the Audit Committee's "financial expert" as defined by the Commission). The Board shall appoint the members and the Chairman of the Audit Committee, on the recommendation of the Nominating and Governance Committee. The Audit Committee shall meet periodically but in any event no less frequently than on a semi-annual basis. Except for the Funds, Audit Committee members shall not serve simultaneously on the audit committees of more than two other public companies.

II. STATEMENT OF POLICY, PURPOSE AND PROCESSES

The Audit Committee shall assist the Board in oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audits of the financial statements, of the Funds; (2) the quality and integrity of the financial statements of the Funds; (3) the Funds' compliance with legal and regulatory requirements, (4) the independent auditors' qualifications, performance and independence; and (5) oversight of the Pricing Procedures of the Funds and the Valuation Group. In exercising this oversight, the Audit Committee can request other committees of the Board to assume responsibility for some of the monitoring as long as the other committees are composed exclusively of independent directors.

In doing so, the Audit Committee shall seek to maintain free and open means of communication among the Directors/Trustees, the independent auditors, the internal auditors and the management of the Funds. The Audit Committee shall meet periodically with Fund management, the Funds' internal auditor, and the Funds' independent auditors, in separate executive sessions. The Audit Committee shall prepare reports of the Audit Committee as required by the Commission to be included in the Fund's annual proxy statements or otherwise.

A-1

The Audit Committee shall have the authority and resources in its discretion to retain special legal, accounting or other consultants to advise the Audit Committee and to otherwise discharge its responsibilities, including appropriate funding as determined by the Audit Committee for compensation to independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for a Fund, compensation to advisers employed by the Audit Committee, and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, as determined in its discretion. The Audit Committee may request any officer or employee of Nuveen Investments, Inc. (or its affiliates) (collectively, "Nuveen") or the Funds' independent auditors or outside counsel to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Funds' independent auditors and internal auditors shall have unrestricted accessibility at any time to Committee members.

RESPONSIBILITIES

Fund management has the primary responsibility to establish and maintain systems for accounting, reporting, disclosure and internal control.

The independent auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. Each independent auditor engaged for the purpose of preparing

or issuing an audit report or performing other audit, review or attest services for the Funds shall report directly to the Audit Committee. The independent auditors are ultimately accountable to the Board and the Audit Committee. It is the ultimate responsibility of the Audit Committee to select, appoint, retain, evaluate, oversee and replace any independent auditors and to determine their compensation, subject to ratification of the Board, if required. These Audit Committee responsibilities may not be delegated to any other Committee or the Board.

The Audit Committee is responsible for the following:

WITH RESPECT TO FUND FINANCIAL STATEMENTS:

1. Reviewing and discussing the annual audited financial statements and semi-annual financial statements with Fund management and the independent auditors including major issues regarding accounting and auditing principles and practices, and the Funds' disclosures in its periodic reports under "Management's Discussion and Analysis."
2. Requiring the independent auditors to deliver to the Chairman of the Audit Committee a timely report on any issues relating to the significant accounting policies, management judgments and accounting estimates or other matters that would need to be communicated under Statement on Auditing Standards (sas) No. 90, Audit Committee Communications (which amended sas No. 61, Communication with Audit Committees), that arise during the auditors' review of the Funds' financial statements, which information the Chairman shall further communicate to the other members of the Audit Committee, as deemed necessary or appropriate in the Chairman's judgment.
3. Discussing with management the Funds' press releases regarding financial results and dividends, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally, consisting of

A-2

discussing the types of information to be disclosed and the types of presentations to be made. The Chairman of the Audit Committee shall be authorized to have these discussions with management on behalf of the Audit Committee.

4. Discussing with management and the independent auditors (a) significant financial reporting issues and judgments made in connection with the preparation and presentation of the Funds' financial statements, including any significant changes in the Funds' selection or application of accounting principles and any major issues as to the adequacy of the Funds' internal controls and any special audit steps adopted in light of material control deficiencies; and (b) analyses prepared by Fund management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative gaap methods on the financial statements.
5. Discussing with management and the independent auditors the effect of regulatory and accounting initiatives on the Funds' financial statements.
6. Reviewing and discussing reports, both written and oral, from the independent auditors and/or Fund management regarding (a) all critical accounting policies and practices to be used; (b) all alternative

treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

7. Discussing with Fund management the Funds' major financial risk exposures and the steps management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies and guidelines. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to risk assessment and risk management.
8. Reviewing disclosures made to the Audit Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to deficiencies in internal controls, material weaknesses, or any fraud associated with internal controls.

WITH RESPECT TO THE INDEPENDENT AUDITORS:

1. Selecting, appointing, retaining or replacing the independent auditors, subject, if applicable, only to Board and shareholder ratification; and compensating, evaluating and overseeing the work of the independent auditor (including the resolution of disagreements between Fund management and the independent auditor regarding financial reporting).

A-3

2. Meeting with the independent auditors and Fund management to review the scope, fees, audit plans and staffing for the audit, for the current year. At the conclusion of the audit, reviewing such audit results, including the independent auditors' evaluation of the Funds' financial and internal controls, any comments or recommendations of the independent auditors, any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management, any accounting adjustments noted or proposed by the auditor but not made by the Fund, any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement, any significant changes required from the originally planned audit programs and any adjustments to the financial statements recommended by the auditors.
3. Pre-approving all audit services and permitted non-audit services, and the terms thereof, to be performed for the Funds by their independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10a of the Exchange Act that the Audit Committee approves prior to the completion of the audit, in accordance with any policies or procedures relating thereto as adopted by the Board or the Audit Committee. The Chairman of the Audit Committee shall be authorized to give pre-approvals of such non-audit services on behalf of the Audit

Committee.

4. Obtaining and reviewing a report or reports from the independent auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Funds consistent with Independent Standards Board Standard 1, as may be amended, restated, modified or replaced) regarding (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and the Funds and their affiliates, in order to assist the Audit committee in assessing the auditor's independence. After reviewing the foregoing report[s] and the independent auditor's work throughout the year, the Audit Committee shall be responsible for evaluating the qualifications, performance and independence of the independent auditor and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of Fund management and the internal auditors, and discussing such reports with the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
5. Reviewing any reports from the independent auditors mandated by Section 10a(b) of the Exchange Act regarding any illegal act detected by the independent auditor (whether or not perceived to have a material effect on the Funds' financial statements) and obtaining from the independent auditors any information about illegal acts in accordance with Section 10a(b).
6. Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit

A-4

as required by law, and further considering the rotation of the independent auditor firm itself.

7. Establishing and recommending to the Board for ratification policies for the Funds', Fund management or the Fund adviser's hiring of employees or former employees of the independent auditor who participated in the audits of the Funds.
8. Taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor.

WITH RESPECT TO ANY INTERNAL AUDITOR:

1. Reviewing the proposed programs of the internal auditor for the coming year. It is not the obligation or responsibility of the Audit Committee to confirm the independence of any Nuveen internal auditors performing services relating to the Funds or to approve any termination or replacement of the Nuveen Manager of Internal Audit.
2. Receiving a summary of findings from any completed internal audits pertaining to the Funds and a progress report on the proposed internal audit plan for the Funds, with explanations for significant deviations from the original plan.

WITH RESPECT TO PRICING AND VALUATION OVERSIGHT:

1. The Board has responsibilities regarding the pricing of a Fund's securities under the 1940 Act. The Board has delegated this responsibility to the Committee to address valuation issues that arise between Board meetings, subject to the Board's general supervision of such actions. The Committee is primarily responsible for the oversight of the Pricing Procedures and actions taken by the internal Valuation Group ("Valuation Matters"). The Valuation Group will report on Valuation Matters to the Committee and/or the Board of Directors/Trustees, as appropriate.
2. Performing all duties assigned to it under the Funds' Pricing Procedures, as such may be amended from time to time.
3. Periodically reviewing and making recommendations regarding modifications to the Pricing Procedures as well as consider recommendations by the Valuation Group regarding the Pricing Procedures.
4. Reviewing any issues relating to the valuation of a Fund's securities brought to the Committee's attention, including suspensions in pricing, pricing irregularities, price overrides, self-pricing, nav errors and corrections thereto, and other pricing matters. In this regard, the Committee should consider the risks to the Funds in assessing the possible resolutions of these Valuation Matters.
5. Evaluating, as it deems necessary or appropriate, the performance of any pricing agent and recommend changes thereto to the full Board.
6. Reviewing any reports or comments from examinations by regulatory authorities relating to Valuation Matters of the Funds and consider management's responses to any such comments and, to the extent the Committee deems necessary or appropriate, propose to management and/or the full Board the modification of the Fund's policies and procedures relating to such matters. The Committee, if deemed necessary or desirable, may also meet with regulators.

A-5

7. Meeting with members of management of the Funds, outside counsel, or others in fulfilling its duties hereunder, including assessing the continued appropriateness and adequacy of the Pricing Procedures, eliciting any recommendations for improvements of such procedures or other Valuation Matters, and assessing the possible resolutions of issues regarding Valuation Matters brought to its attention.
8. Performing any special review, investigations or oversight responsibilities relating to Valuation as requested by the Board of Directors/Trustees.
9. Investigating or initiating an investigation of reports of improprieties or suspected improprieties in connection with the Fund's policies and procedures relating to Valuation Matters not otherwise assigned to another Board committee.

OTHER RESPONSIBILITIES:

1. Reviewing with counsel to the Funds, counsel to Nuveen, the Fund adviser's counsel and independent counsel to the Board legal matters that may have a material impact on the Fund's financial statements or compliance policies.

2. Receiving and reviewing periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds.
3. Reviewing with the independent auditors, with any internal auditor and with Fund management, the adequacy and effectiveness of the accounting and financial controls of the Funds, and eliciting any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions or procedures that might be deemed illegal or otherwise improper.
4. Reviewing the reports of examinations by regulatory authorities as they relate to financial statement matters.
5. Discussing with management and the independent auditor any correspondence with regulators or governmental agencies that raises material issues regarding the Funds' financial statements or accounting policies.
6. Obtaining reports from management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations.
7. Reporting regularly to the Board on the results of the activities of the Audit Committee, including any issues that arise with respect to the quality or integrity of the Funds' financial statements, the Funds' compliance with legal or regulatory requirements, the performance and independence of the Funds' independent auditors, or the performance of the internal audit function.
8. Performing any special reviews, investigations or oversight responsibilities requested by the Board.
9. Reviewing and reassessing annually the adequacy of this charter and recommending to the Board approval of any proposed changes deemed necessary or advisable by the Audit Committee.
10. Undertaking an annual review of the performance of the Audit Committee.

A-6

11. Establishing procedures for the receipt, retention and treatment of complaints received by the Funds regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of Fund management, the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Funds, as well as employees of the Funds.

Although the Audit Committee shall have the authority and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to ensure compliance with laws and regulations.

A-7

[NUVEEN INVESTMENTS LOGO]

Nuveen Investments
333 West Wacker Drive
Chicago, IL 60606-1286

(800) 257-8787

www.nuveen.com

JFR1106

(NUVEEN LOGO)

NUVEEN INVESTMENTS

Nuveen Investments
333 West Wacker Dr.
Chicago, IL 60606
www.nuveen.com

[Insert Fund Name]
MUNIPREFERRED SHARES

999 999 999 999 99

3 EASY WAYS TO VOTE YOUR PROXY

1. Automated Touch Tone Voting: Call toll-free 1-800-221-0697 and follow the recorded instructions.
2. On the Internet at www.proxyweb.com, and follow the simple instructions.
3. Sign, Date and Return this proxy card using the enclosed postage-paid envelope.

THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND
FOR AN ANNUAL MEETING OF SHAREHOLDERS, NOVEMBER 14, 2006

The Annual Meeting of shareholders will be held in the 33rd floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois, on Tuesday, November 14, 2006 at 12:00 p.m., Central time. At this meeting, you will be asked to vote on the proposal described in the proxy statement attached. The undersigned hereby appoints Timothy R. Schwertfeger, Jessica R. Droeger and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on November 14, 2006, or any adjournment or adjournments thereof.

WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE (800) 221-0697 OR OVER THE INTERNET (www.proxyweb.com).

Date:

SIGN HERE EXACTLY AS NAME(S) APPEAR(S)
ON LEFT. (Please sign in Box)

NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY. IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY.

NOV - MA MUNIPREF - MM

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting.

PROPERLY EXECUTED PROXIES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES WILL BE VOTED "FOR" THE ELECTION OF NOMINEES TO THE BOARD.

PLEASE FILL IN BOX(ES) AS SHOWN USING BLACK OR BLUE INK OR NUMBER 2 PENCIL. [X]

PLEASE DO NOT USE FINE POINT PENS.

1. Election of Board Members:

Class I:	Class II:	Class III:
(01) Lawrence H. Brown	(03) William C. Hunter	(06) Robert P. Bremner
(02) Judith M. Stockdale	(04) David J. Kundert	(07) Jack B. Evans
	(05) Eugene S. Sunshine	

Preferred Shares Only

(08) William J. Schneider

(09) Timothy R. Schwertfeger

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE PROVIDED ABOVE.)

PLEASE SIGN ON REVERSE SIDE

NOV - MA PREF - MM

(NUVEEN LOGO)

NUVEEN INVESTMENTS

Nuveen Investments
333 West Wacker Dr.
Chicago, IL 60606
www.nuveen.com

[INSERT FUND NAME]
COMMON SHARES

999 999 999 999 99

3 EASY WAYS TO VOTE YOUR PROXY

1. Automated Touch Tone Voting: Call toll-free 1-800-221-0697 and follow the recorded instructions.
2. On the Internet at www.proxyweb.com, and follow the simple instructions.
3. Sign, Date and Return this proxy card using the enclosed postage-paid envelope.

THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND
FOR AN ANNUAL MEETING OF SHAREHOLDERS, NOVEMBER 14, 2006

The Annual Meeting of shareholders will be held in the 33rd floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois, on Tuesday, November 14, 2006 at 12:00 p.m., Central time. At this meeting, you will be asked to vote on the proposal described in the proxy statement attached. The undersigned hereby appoints Timothy R. Schwertfeger, Jessica R. Droeger and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on November 14, 2006, or any adjournment or adjournments thereof.

WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE (800) 221-0697 OR OVER THE INTERNET (www.proxyweb.com).

Date:

SIGN HERE EXACTLY AS NAME(S) APPEAR(S)
ON LEFT. (Please sign in Box)

NOTE: PLEASE SIGN YOUR NAME EXACTLY AS
IT APPEARS ON THIS PROXY. IF SHARES ARE
HELD JOINTLY, EACH HOLDER MUST SIGN THE
PROXY. IF YOU ARE SIGNING ON BEHALF OF
AN ESTATE, TRUST OR CORPORATION, PLEASE
STATE YOUR TITLE OR CAPACITY.

NOV - Com - MA - MM

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting.

PROPERLY EXECUTED PROXIES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES WILL BE VOTED "FOR" THE ELECTION OF NOMINEES TO THE BOARD.

PLEASE FILL IN BOX(ES) AS SHOWN USING BLACK OR BLUE INK OR NUMBER 2 PENCIL. [X]

PLEASE DO NOT USE FINE POINT PENS.

1. Election of Board Members:

Edgar Filing: NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form DEF 14A

Class I:

(01) Lawrence H. Brown
(02) Judith M. Stockdale

Class II:

(03) William C. Hunter
(04) David J. Kundert
(05) Eugene S. Sunshine

Class III:

(06) Robert P. Bremner
(07) Jack B. Evans

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY
INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON
THE LINE PROVIDED BELOW.)

PLEASE SIGN ON REVERSE SIDE

November - Common - MM