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FILE NO. - 0086254.7

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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
The Meadows Homeowners Association

2. **A.C.C. FILE NUMBER:** 0086254-7
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 12/29/2015

4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 or 4.2 (not both) and follow instructions:

4.1 The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.

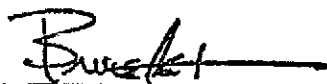
4.2 The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.

5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

- Approved by members.
- Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.



I ACCEPT

Bruce Ash, President

2/8/2016

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

| | | |
|--|--|---|
| <input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document. | <input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document. | <input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document. |
|--|--|---|

| | |
|---|---|
| Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions. | Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100 |
|---|---|

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MEADOWS HOMEOWNERS ASSOCIATION**

The ARTICLES OF INCORPORATION dated January 14, 1972 and the AMENDMENT thereto dated June 10, 1998, are hereby Amended and Restated and, therefore, superseded and replaced, as follows:

**ARTICLE 1
NAME AND PERPETUAL DURATION**

The name of the corporation is "*The Meadows Homeowners Association*," hereinafter referred to as the "Corporation," and the Corporation shall remain in effect in perpetuity, unless earlier terminated by the Board of Directors upon the same vote as is required to amend these Articles.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be c/o Paul Ash Management Co., LLC, 3499 N. Campbell Ave. #907, Tucson, Arizona 85719, but the Corporation may establish other places of business and other offices elsewhere within the State of Arizona.

**ARTICLE 3
PURPOSE AND CHARACTER OF AFFAIRS**

The Corporation is organized as an association of owners that is created pursuant to a Declaration to own and operate portions of a planned community, and that has the power under the Declaration to assess Association members to pay the costs and expenses incurred in the performance of the Association's obligations under the Amended and Restated Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration,"

The initial purpose and objective of this Corporation are:

A. To provide for maintenance, preservation, and architectural control of the Units and Common Area on the real property described in the Amended and Restated

Declaration of Covenants, Conditions, and Restrictions of Monte Catalina Estates (aka The Meadows), hereinafter called the "Declaration,"

B. To exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration, as may be amended from time to time;

C. To have and to exercise any and all powers, rights, and privileges which a Corporation organized as a nonprofit Corporation of the State of Arizona by law may now or hereafter have or exercise and to do and perform any and all acts and things to transact any business not inconsistent with law, which may be necessary, incident to, or convenient in carrying out any of the business purposes of the Corporation; and

D. To promote and encourage the health, safety, and welfare of the residents within the Properties, and any addition thereto as hereinafter may be brought within the control and jurisdiction of this Association.

ARTICLE 4 **STATUTORY AGENT**

The name and address of the statutory agent for the Corporation is GS Agent Services LLC, whose address is 6700 N. Oracle Road, Suite 240, Tucson, AZ 85704, and who is a bona fide resident of the State of Arizona, hereby is appointed and designated the initial statutory agent for the Association.

ARTICLE 5 **BOARD OF DIRECTORS**

The affairs of the Corporation shall be vested with and conducted by a Board of Directors and such committees, officers, employees and agents as the Directors may elect or appoint. The Board shall consist of either five (5) or seven (7) directors. The number of persons to serve on the Board of Directors and their term of office shall be fixed by the Amended and Restated Bylaws. Directors shall be elected by eligible Members.

ARTICLE 6 **MEMBERS**

The Corporation shall be a non-stock Corporation; and shall be owned by its Members, who shall be collectively called the Members of the Association. No dividends or pecuniary profits shall be paid to its Members.

ARTICLE 7 **INDEMNIFICATION**

The Corporation shall indemnify any person who may incur expenses by reason of the fact that he or she is or was an officer, director, or committee member. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE 8
EXEMPT PROPERTY

All property of whatsoever kind and nature, real and personal, owned by the directors, officers, employees, agents and members of this Corporation or anyone connected therewith shall at all times be exempt from all Corporation liability and debts whatsoever.

ARTICLE 9
INCORPORATORS

The names and addresses of the original incorporators are:

| | |
|--------------------|---|
| Richard E. Lowry | 4824 East Camino de los Olivos, Tucson, Arizona |
| Leroy W. Brockbank | 6917 North Stardust Circle, Tucson, Arizona |
| J. O. Biggs | 6740 North Casas Adobes Drive, Tucson, Arizona |

ARTICLE 10
DIRECTORS

The names and addresses of the current directors are:

| | |
|-------------------------|---|
| P. Charles Arnold, Jr., | 3499 N Campbell Ave # 907, Tucson, AZ 85719 |
| Tom Chabin | 3499 N Campbell Ave # 907, Tucson, AZ 85719 |
| Brooke Myers | 3499 N Campbell Ave # 907, Tucson, AZ 85719 |
| Patricia Sterling | 3499 N Campbell Ave # 907, Tucson, AZ 85719 |
| Rick Hanson | 3499 N Campbell Ave # 907, Tucson, AZ 85719 |

ARTICLE 11
PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. Further, a director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury while acting in good faith and within the scope of his or her official capacity. Neither this provision nor any other provision in these Articles shall eliminate the liability of the director for any of the following:

- A. Any breach of the director's duty of loyalty to the Corporation;
- B. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any violation of Arizona Revised Statutes;
- D. Any transaction from which the director derived an improper personal benefit.

**ARTICLE 12
NET EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

**ARTICLE 13
DISSOLUTION**


Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, grant, convey, and assign the assets to a non-profit Corporation, association trust, or other organization devoted to the purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. Any such assets not disposed of shall be disposed of by the Pima County Superior Court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 14
AMENDMENT**

Amendment of these Articles shall require the approval of 67% of the Eligible Members who are present in person or by absentee ballot at a duly-held meeting of the Corporation, provided the quorum requirement in the Bylaws is met.

IN WITNESS WHEREOF, on this 26th day of January, 2016, the undersigned attest that this Amended and Restated Articles of Incorporation for The Meadows Homeowners Association was adopted on December 29, 2015, by court-appointed Receiver, Bruce Ash, acting on behalf of the Corporation Members and in accordance with the Stipulated Order of Appointment of Receiver in Pima County Superior Court Case No. C2015-0137.

THE MEADOWS HOMEOWNERS
ASSOCIATION, an Arizona non-profit corporation

By  _____
Bruce Ash, President

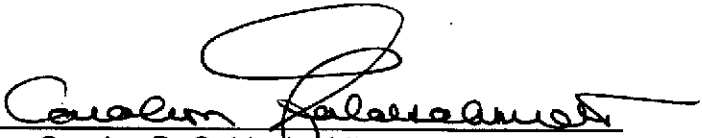
By  _____
Geoff Obral, Secretary

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

GS Agent Services, L.L.C., an Arizona limited liability company, having been designated to act as Statutory Agent for **THE MEADOWS HOMEOWNERS ASSOCIATION**, hereby consents to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

DATED this 26th day of January, 2016.

GS AGENT SERVICES, L.L.C.,
an Arizona limited liability company

By: 
Carolyn B. Goldschmidt
Its: Member/Manager

ARIZONA CORP COMMISSION
FILED

JAN 12 2016

FILE NO. 00862347

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1 The initial purpose and objective of this Corporation are:
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3 A. To provide for maintenance, preservation, and architectural control of the
4 Units and Common Area on the real property described in the Amended and Restated
5 Declaration of Covenants, Conditions, and Restrictions of Monte Catalina Estates (aka The
6 Meadows), hereinafter called the "Declaration,"
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8 B. To exercise all of the powers and privileges and to perform all the duties and
9 obligations of the Association as set forth in the Declaration, as may be amended from
10 time to time;
11

12 C. To have and to exercise any and all powers, rights, and privileges which a
13 Corporation organized as a nonprofit Corporation of the State of Arizona by law may now
14 or hereafter have or exercise and to do and perform any and all acts and things to transact
15 any business not inconsistent with law, which may be necessary, incident to, or convenient
16 in carrying out any of the business purposes of the Corporation; and
17

18 D. To promote and encourage the health, safety, and welfare of the residents
19 within the Properties, and any addition thereto as hereinafter may be brought within the
20 control and jurisdiction of this Association.
21

22 **ARTICLE 4**
23 **STATUTORY AGENT**
24

25 The name and address of the statutory agent for the Corporation is Paul Ash
26 Management Co., LLC, an Arizona limited liability company, whose address is 3499 N.
27 Campbell Ave., #907, Tucson, AZ 85719.
28

29 **ARTICLE 5**
30 **BOARD OF DIRECTORS**
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32 The affairs of the Corporation shall be vested with and conducted by a Board of
33 Directors and such committees, officers, employees and agents as the Directors may elect
34 or appoint. The Board shall consist of either five (5) or seven (7) directors. The number of
35 persons to serve on the Board of Directors and their term of office shall be fixed by the
36 Amended and Restated Bylaws. Directors shall be elected by eligible Members.
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42 who shall be collectively called the Members of the Association. No dividends or pecuniary
43 profits shall be paid to its Members.
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45 **ARTICLE 7**
46 **INDEMNIFICATION**
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48 The Corporation shall indemnify any person who may incur expenses by reason of
49 the fact that he or she is or was an officer, director, or committee member. This

1 indemnification shall be mandatory in all circumstances in which indemnification is
2 permitted by law.

3
4 **ARTICLE 8**
5 **EXEMPT PROPERTY**
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7 All property of whatsoever kind and nature, real and personal, owned by the
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9 connected therewith shall at all times be exempt from all Corporation liability and debts
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39 these Articles shall eliminate the liability of the director for any of the following:
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- 41 A. Any breach of the director's duty of loyalty to the Corporation;
42
43 B. Acts or omissions which are not in good faith or which involve intentional
44 misconduct or a knowing violation of law;
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46 C. Any violation of Arizona Revised Statutes;
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48 D. Any transaction from which the director derived an improper personal benefit.
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ARTICLE 13
DISSOLUTION

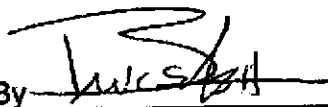
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Amendment of these Articles shall require the approval of 67% of the Eligible Members who are present in person or by absentee ballot at a duly-held meeting of the Corporation, provided the quorum requirement in the Bylaws is met.

IN WITNESS WHEREOF, on this 31st day of December, 2015, the undersigned attest that this Amended and Restated Articles of Incorporation for The Meadows Homeowners Association was approved in accordance with the Stipulated Order of Appointment of Receiver in Pima County Superior Court Case No. C2015-0137.

THE MEADOWS HOMEOWNERS
ASSOCIATION, an Arizona non-profit corporation

By  _____
President

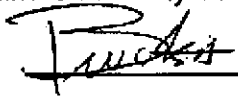
By  _____
Secretary

1 **ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

2
3 Paul Ash Management Co., L.L.C., an Arizona limited liability company, having been
4 designated to act as Statutory Agent for **THE MEADOWS HOMEOWNERS**
5 **ASSOCIATION**, hereby consents to act in that capacity until removed or resignation is
6 submitted in accordance with Arizona Revised Statutes.
7

8 DATED this 31st day of December, 2015.
9

10
11 **PAUL ASH MANAGEMENT CO., L.L.C.,**
12 **an Arizona limited liability company**

13
14 By: 

15
16 Its: Pres. and CEO
17