

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHOLLA VISTA HOMEOWNERS ASSOCIATION**

**ARTICLE I  
DEFINITIONS**

The capitalized words and terms used herein and not otherwise defined shall be deemed to have the same meanings as are given those words and terms in the Declaration of Covenants, Conditions and Restrictions for Cholla Vista recorded November 18, 1987 as Document #87-698514 in the office of the County Recorder of Maricopa County, Arizona, as amended from time to time (the "Declaration").

**ARTICLE II  
NAME**

The name of the corporation is the CHOLLA VISTA HOMEOWNERS ASSOCIATION (hereafter called the "Association").

**ARTICLE III  
PRINCIPAL PLACE OF BUSINESS**

The principal and known place of business and office of the Association shall be located at c/o Golden Valley Property Management LLC, 608 E. Missouri Avenue, Phoenix, AZ 85012.

**ARTICLES IV  
CHARACTER OF AFFAIRS AND BUSINESS**

The character of affairs and business that the Association intends to conduct in this state is the administration of requirements of the Declaration.

**ARTICLE V  
STATUTORY AGENT**

Krupnik & Speas, PLLC, whose address is 3411 N. 5th Avenue, Suite 316, Phoenix, Arizona 85013 is the statutory agent of the Association.

**ARTICLE VI  
PURPOSES, POWERS AND CHARACTER OF AFFAIRS**

Section 1. Purposes. The purpose for which the Association is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as the same may be amended from time to time, including but not limited to:

(a) To encourage and facilitate social and recreational activities for the Owners, Lessees and Residents of Cholla Vista;

(b) To provide for the orderly development, maintenance, preservation, and architectural control, as provided in the Declaration of Cholla Vista;

(c) To promote the health, safety, and welfare of the Owners, Lessees, and Residents within Cholla Vista and any additions thereto as may hereafter be brought within the jurisdiction of the Association; and

(d) To comply with requirements of the Declaration for Cholla Vista.

Section 2. Powers. In the conduct of its business, this Association, to the extent authorized by its Board of Directors and subject to any limitations set forth in the Declaration, shall be empowered to do all things that a private person or individual might do under the laws of the State of Arizona, including but not limited to the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect, and enforce payment of, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, guarantee payment of performance of obligations, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public to any public agency, authority, or utility, in accordance with the procedures and requirements set forth in the Declaration;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes or annex additional property and Common Area; provided, however, that any such merger, consolidation or annexation shall have the assent of the Owners of two-thirds (2/3) of the Lots; and

(g) Establish and adopt rules and regulations deemed necessary and expedient to carry into effect the objects and purposes of the Association.

Section 3. Limitation of Purposes. No stock may be issued by this Association, no dividends or pecuniary profit shall be paid to or inure to the benefit of its Members.

ARTICLE VII  
MEMBERSHIPS AND VOTING

Section 1. Membership. Every Owner of a Lot which is subject to Assessment shall be a Member of the Association. There shall be only one (1) Membership for each Lot. Each such Membership shall be appurtenant to, and may not be separated from, ownership of the Lot to which the Membership is attributable.

Section 2. Voting. The voting rights of the Members shall be as set forth in the Declaration and/or Bylaws.

Section 3. Membership Rights. Each Member shall have the rights, duties and obligations set forth in this Declaration and such other rights, duties and obligations as are set forth in the Articles and Bylaws, as the same may be amended from time to time.

Section 4. Transfer of Membership. Membership rights and obligations shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership to an Owner's Lot. A transfer of ownership to a Lot may be effected by deed, intestate succession, testamentary disposition, foreclosure of a mortgage of record, or such other legal process as now in effect or as may hereafter be established under or pursuant to the laws of the State of Arizona. Any attempt to make a prohibited transfer shall be void. Any transfer of ownership to a Lot or Parcel shall operate to transfer the Membership(s) appurtenant to said Lot or Parcel to the new Owner thereof. No change in Membership shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof.

ARTICLE VIII  
BOARD OF DIRECTORS

The control and management of the affairs of this Association shall be vested in a Board of Directors. The number, term, and qualifications of directors shall be as set forth in the Bylaws of the Association. The names and addresses of the persons who are to serve as directors as of the date of the approval of these Amended and Restated Articles until their successors are elected and qualified are:

<u>Names</u>	<u>Addresses</u>
Matthew Keen	11222 E. Mercer Lane Scottsdale, AZ 85259
Gregory Ritchey	11226 E. Mercer Lane Scottsdale, AZ 85259
Douglas Schermer	10727 N. 112th Place Scottsdale, AZ 85259
John Blunda	10901 N. 112th Place Scottsdale, AZ 85259

ARTICLE IX  
AMENDMENTS

Section 1. Amendments. These Articles of Incorporation may be amended with the approval of the Board of Directors and with the approval of the Members at a regular or special meeting of the Members, by the vote of two-thirds (2/3) of the votes cast or a majority of the Members, whichever is less.

ARTICLE X  
INCORPORATOR

The name and address of the original incorporator is:

<u>Name</u>	<u>Address</u>
Patricia L. Sneed, Vice President General Homes Corporation	1400 E. Southern, Suite 600 Tempe, Arizona 85282

ARTICLE XI  
INTERPRETATION

In the event that any provision hereof is inconsistent with, or in derogation of, the Declaration, the provisions of the Declaration shall control and this instrument shall be interpreted accordingly.

ARTICLE XII  
INDEMNIFICATION

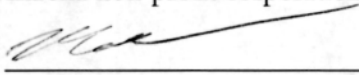
To the extent it has the power to do so under the Arizona Nonprofit Corporation Act, A.R.S. §10-3101, et seq., the Association shall indemnify every officer, director, and agent of the Association against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or director of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which they may be a party by reason of being or having been an officer, director, or an agent of the Association. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona Nonprofit Corporation Act. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have applied shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend them in the action.

CERTIFICATION

The President of the Association hereby certifies that these Amended and Restated Articles have been adopted by the required percent of Association Members.

DATED this 28 day of April, 2022.

CHOLLA VISTA HOMEOWNERS ASSOCIATION,  
an Arizona non-profit corporation

By: 

Its: President

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:  
CHOLLA VISTA HOMEOWNERS ASSOCIATION

**2. DATE OF ADOPTION** - date on which the restated Articles were adopted: October 14, 2021

**3. APPROVAL OF RESTATED ARTICLES** – check 3.1 or 3.2 (not both) and follow instructions:

**3.1**  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 5.

**3.2**  The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 4.

**4. APPROVAL OF AMENDMENTS** – if 3.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

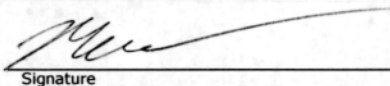
Approved by members.

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

**5. 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 law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

  
Signature

Matt Keen  
Printed Name

4/28/22  
Date (mm/dd/yyyy)

**REQUIRED** – check only one:

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I am the <b>Chairman of the Board of Director</b> of the corporation filing this document.	I am a duly-authorized <b>Officer</b> of the corporation filing this document.	I am a duly authorized <b>Bankruptcy trustee</b> , receiver, or other court-appointed fiduciary for the corporation filing this document.	I am a <b>incorporator</b> , directors have not been selected or the corporation has not been formed.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: \$25.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
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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.

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

**DIRECTOR ATTACHMENT**

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

CHOLLA VISTA HOMEOWNERS ASSOCIATION

2. **DIRECTORS CHANGE (CHANGE IN DIRECTORS)** – Use one block per person -

To REMOVE a director - list the name only of the director being removed and check "Remove director."

To ADD a director - list the name and address of the director being added and check "Add director."

To CHANGE ADDRESS only - list the name and NEW address and check "Address change."

To CHANGE NAME of existing director - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Director Attachment form C082.

MATTHEW KEEN			GREGORY RITCHEY		
Name			Name		
11222 E MERCER LANE			11226 E MERCER LANE		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
SCOTTSDALE	AZ	85259	SCOTTSDALE	AZ	85259
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director	<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director	<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director
DOUGLAS SCHERMER			JOHN BLUNDA		
Name			Name		
10727 N 112TH PLACE			10901 N 112TH PLACE		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
SCOTTSDALE	AZ	85259	SCOTTSDALE	AZ	85259
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director	<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as director
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director	<input type="checkbox"/> Name change		<input type="checkbox"/> Remove director

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**STATUTORY AGENT ACCEPTANCE***Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

CHOLLA VISTA HOMEOWNERS ASSOCIATION

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

KRUPNIK & SPEAS, PLLC

**3. STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Adrienne Speas
5/18/22  
Signature Printed Name Date

**REQUIRED** – check only one:

<input type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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**Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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