

MAR 04 2014

FILE NO. 0945675-0

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:
Vista Verde Homeowners Association

2. **A.C.C. FILE NUMBER:** 0945675-0
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: March 3, 2014

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.

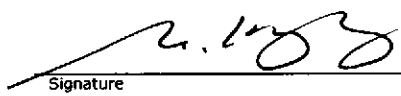
5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

- 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


Signature

Michael Jesberger
Printed Name

03/03/2014
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.
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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
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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.

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:

Tegavah Community Association, Inc.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ): 0945675-0

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. **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):

AAM, LLC

- 3.1 **Check one box:** The statutory agent is an **Individual** (natural person).
 The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

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



Amanda Shaw

03/003/2014

Signature

Printed Name

Date

REQUIRED – check only one:

- | | |
|---|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual | <input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|---|--|

Filing Fee: none (regular processing)
Expedited processing – (available only if this form is submitted by itself) add \$35.00 to filing fee.
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1300 W. Washington St., Phoenix, Arizona 85007
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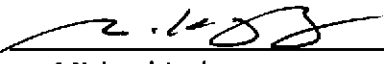
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISTA VERDE HOMEOWNERS ASSOCIATION
An Arizona nonprofit corporation**

- FIRST:** The name of the corporation is Vista Verde Homeowners Association (the "Corporation")
- SECOND:** Attached hereto as Exhibit A is a copy of the Articles of Incorporation of the Corporation fully restated to include all amendments to the Articles of Incorporation through the date of filing of this document (the "Amended Articles").
- THIRD:** These Restated Articles were duly approved and adopted by unanimous written consent of the Corporation's Board of Directors effective as of March 3, 2014.
- FOURTH:** The Amended Articles shall supersede and replace in its entirety the original Articles of Incorporation of the Corporation and all amendments thereto.

DATED as of March 3, 2014.

VISTA VERDE HOMEOWNERS ASSOCIATION, an
Arizona nonprofit corporation

By: 
Name: Michael Jesberger
Title: President and Director

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISTA VERDE HOMEOWNERS ASSOCIATION, INC.
(an Arizona Nonprofit Corporation)**

**ARTICLE I
Name**

The name of the corporation is Tegavah Community Association, Inc. (the "Association"). The Association is formed as a nonprofit corporation under Arizona laws. The Association shall make no distributions of income to its Members, directors or officers.

**ARTICLE II
Definitions**

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the recorded Amended and Restated Declaration of Covenants, Conditions, Restrictions, and Easements for Tegavah (formerly known as Vista Verde), as the same may be amended from time to time (the "Declaration").

**ARTICLE III
Purposes and Character of Affairs**

The purposes for which the Association is organized, and the character of affairs which the Association initially intends to actually conduct in Arizona, are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association, as such bylaws may be amended from time to time (the "Bylaws"), and as provided by law;

(b) to serve as the governing body for all of the Owners of Lots for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the Properties, the assessment for the payment of expenses, payment of losses, disposition of casualty insurance proceeds and other matters as provided in the Governing Documents or otherwise necessary or appropriate to the proper functioning of the Association and the Properties; and

(c) the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV
Powers

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the power:

(a) to fix, collect, and enforce payment, by any lawful means, of assessments and other charges as set forth in the Declaration;

(b) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;

(e) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(f) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(i) to adopt, alter, and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Articles.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The

powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

ARTICLE V

Directors

A Board of Directors of the Association (the "Board") shall conduct, manage, and control the Association. The initial Board shall consist of three directors. Directors shall be elected to the Board pursuant to the procedures set forth in the Bylaws. The number and terms of the directors and the qualifications for and rights of the directors shall be as set forth in the Bylaws.

ARTICLE VI

Statutory Agent

The Association hereby appoints AAM, LLC, whose address is 1600 W. Broadway, Suite 200, Tempe, AZ 85282, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE VII

Known Place of Business

The street address of the known place of business of the Association is 20045 N. 19th Avenue, Building 10, Suite 3, Phoenix, Arizona 85027.

ARTICLE VIII

Members and Voting Rights

The provisions of the Declaration and the Bylaws pertaining to membership, classes of Members and voting rights of Members are incorporated in these Articles by reference. Without in any way limiting the forgoing statement, the Association shall have two (2) classes of Members, Class A Members and Class B Members. The Class B Members shall consist of the Declarant and any Builder(s) who are Owners and who are designated in writing as a Class B Member. The Class A Members shall consist of all other Owners of Lots, except the Class B Member, if any. The Class B membership shall convert to Class A membership at such time and under such terms as more specifically set forth in the Declaration. Each Owner's membership in the Association, except for Declarant as provided in the Declaration, shall be appurtenant to and may not be separated from ownership of the Lot to which the Owner's membership is attributable. Change of membership in the Association shall be established by recording a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated. The share of a

Member in the privileges, rights, and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

ARTICLE IX
Dissolution

The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Class A Members and consent of the Class B Member, if any. Upon dissolution, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE X
Indemnification; Insurance

The Association shall indemnify, to the maximum extent from time to time permitted by Arizona law, as the same exists or may hereafter be amended, any person who incurs liability or expense by reason of such person acting as an officer or director of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or was serving at the request of the Association as a director or officer, against any liability or expense asserted against or incurred by such person in any such capacity or arising out of such person's status as such whether or not the Association would have had the power to indemnify such person against such liability or expense under this Article.

ARTICLE XI
Limitation of Liability

To the fullest extent permitted by Arizona law, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its Members for monetary damages for any action taken or any failure to take any action as a director.

No amendment or repeal of the provisions of this Article that adversely affects the right of a director of the Corporation under this Article shall apply to such person with respect to

those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such person.

The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article.

ARTICLE XII
Dispute Resolution

The Association and its Members are subject to the dispute resolution sections of the Declaration. The procedures prescribed in the Declaration are in addition to and shall not be construed to conflict with any requirements under the laws of the State of Arizona.

ARTICLE XIII
Amendments

In addition to specific rights to amend or approve amendments granted elsewhere in the Declaration, until termination of the Class B Control Period, Declarant may amend these Articles of Incorporation (the "Articles") for any purpose, and without the consent or approval of any Owners or Members, or any other Person. After termination of the Class B Control Period, Declarant may of its own volition, and without the consent or approval of any Owners or Members, or any other Person, amend these Articles for the following purposes: (a) to bring any provision hereof into compliance with applicable laws; (b) to enable any reputable title insurance company to issue title insurance coverage on the Lots; (c) to satisfy the requirements of any governmental agency; (d) to enable any governmental agency or reputable private insurance company to guarantee or insure Mortgage loans on the Lots; or (e) to correct any error or ambiguity or to further the intent or purposes hereof by expanding upon the existing provisions hereof. Any amendment during such time as Declarant is a Class B Member or a Class A Member of the Association shall require the written approval of the Declarant. Further, so long as Declarant owns any land from within the Properties, Declarant may, without any other consent or approval, amend these Articles to clarify the application of the provisions hereof to any land which may be annexed, or for any other reasonable purpose in connection with any land which may be annexed.

Subject to the provisions of the Declaration requiring Declarant's consent to an amendment, these Articles may be amended only by the affirmative vote or written consent, or any combination thereof, of 67% of the Class A Member votes, and consented to in writing by Declarant, if such amendment is to be effective prior to the expiration of the Property Control Period.

CONSENT OF STATUTORY AGENT

AAM, LLC, having been designated to act as Statutory Agent for Tegavah Community Association, Inc. hereby consents to act in that capacity until removed or its resignation is submitted.

DATED: March 3, 2014

AAM, LLC

By: 

Name: Amanda Shaw

Title: President