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THE RECORD REPORTER

~ SINCE 1914 ~

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RR# 1002802

ARTICLES OF INCORPORATION
FOR
VAL VISTA CLASSIC COMMUNITY
ASSOCIATION

ARTICLE I
NAME
The name of the corporation is VAL
VISTA CLASSIC COMMUNITY
ASSOCIATION (the "Association").

ARTICLE II
PURPOSE OF THE ASSOCIATION
The Association is organized as a
nonprofit corporation under the
Arizona Nonprofit Corporation Act.
The character of the business which
the Association intends to conduct in
Arizona is to (a) act as a property
owners' association in accordance
with and subject to any Declaration of
Covenants, Conditions, Restrictions
and Easements (the "Declaration")
with respect to the property commonly
known as Val Vista Classic (the
"Project") recorded by the owner of
the Project ("Declarant") as the same
may be amended from time to time;

Gilbert, AZ 85233 or such other place
as may be designated from time to
time by the Board.

ARTICLE V
BOARD OF DIRECTORS
The number of directors constituting
the initial Board of Directors shall be
one (1). The name and address of the
initial director of the Association who
shall serve until his death, resignation
or removal is as follows:
Name / Mailing Address
Reed Porter
890 W. Elliot Road
Gilbert, AZ 85233

The number of directors may be
changed from time to time by the
Board of Directors, but the number of
directors may not be less than one (1)
nor more than nine (9) and must be
an odd number. After the expiration of
any period of Declarant control set
forth in the Declaration ("Period of
Declarant Control"), the number of
directors must be at least three (3).
The Board of Directors shall adopt the
initial Bylaws of the Association. The
power to alter, amend or repeal the
Bylaws is reserved to the Members
except that during the Period of
Declarant Control, the Declarant,
without the consent of any Owner, as
hereinafter defined, may amend the
Bylaws in order to: (a) comply with
applicable law if the amendment does
not adversely affect the rights of any
Owner; (b) correct any error or
inconsistency in the Bylaws if the
amendment does not adversely affect
any Owner; or (c) comply with the
regulations or guidelines in effect from
time to time of any governmental or
quasi-governmental entity or federal
corporation guaranteeing or insuring
mortgage loans or governing
transactions involving mortgage
instruments including, without
limitation, the Federal National
Mortgage Association, the Federal
Home Loan Mortgage Corporation, the
Federal Housing Administration or
the Veterans Administration.

ARTICLE VI
OFFICERS
Except for the initial officers
designated in these Articles, the
officers of the Association shall be
elected in accordance with the Bylaws
of the Association. The following
persons shall be the initial officers of
the Association and shall hold the
positions opposite their names until
their successors have been appointed
or elected and qualified:
Reed Porter President
Joel Huston Vice President
Phillip Christensen
Secretary/Treasurer

ARTICLE VII
INDEMNIFICATION OF AND
LIMITATION ON LIABILITY OF
DIRECTORS, OFFICERS AND
COMMITTEE MEMBERS
To the fullest extent permitted by
Arizona law as it may be amended
from time to time, and subject to any
mandatory limitations imposed by
Arizona law, including any imposed by
A.R.S. § 10-3202 or § 10-3851 or §
10-3852, the Association shall defend
any and all of its existing and former
directors, officers and committee

AFFIDAVIT OF PUBLICATION

Reference #: -12558871

Notice Type: AI - ARTICLES OF INCORPORATION

Ad Description: VAL VISTA CLASSIC COMMUNITY ASSOCIATION

I, Velvet Washington, am authorized by the publisher as
agent to make this affidavit. Under oath, I state that the following is true and
correct.

THE RECORD REPORTER is a newspaper of general circulation published
Monday, Wednesday and Friday except legal holidays, in the County of
Maricopa, State of Arizona. The copy hereto attached is a true copy of the
advertisement as will be/has been published on the following dates:

08/02/2006, 08/04/2006, 08/07/2006

Handwritten signature of Velvet Washington

Subscribed and sworn to before me on the 7th day of August, 2006

Handwritten signature of Marcia Nohava



MARCIA NOHAVA
Notary Public - Arizona
Maricopa County
Expires 04/30/10

ARTICLE III
INITIAL ACTIVITY
The character of the business which
the Association intends to conduct
initially shall be to act as a property
owners' association performing the
duties and exercising the rights of the
Association set forth in the
Declaration.

ARTICLE IV
KNOWN PLACE OF BUSINESS
The principal office of the Association
shall be located at 890 W. Elliot Road,

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

members (including, but not limited to, existing and former members of the Committee) against claims made against them or any one of them because they were or are directors or officers, and the Association shall indemnify its directors, officers and committee members for liability and expenses incurred as a result of such claims, including but not limited to, legal fees and costs, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against them or any one of them for or on account of any act or omission alleged to have been committed by such person as a director, officer or committee member of the Association, whether or not any action is or has been filed against the person and whether or not any settlement or compromise is approved by a court. The Association shall also pay expenses in advance of a final disposition of a proceeding for directors, officers and committee members incurred in connection with a claim subject to defense and indemnification provided the director, officer or committee member meets the standards for an advance under A.R.S. § 10-3852 or § 10-3853.

B. A director shall have no personal liability to the Association or its Members for monetary damages for any action taken or any failure to take any action as a director, except liability for any of the following:

- (i) The amount of a financial benefit received by a director to which the director is not entitled;
- (ii) An intentional infliction of harm on the Association or the Members;
- (iii) A violation of A.R.S. § 10-3833; and
- (iv) An intentional violation of criminal law.

ARTICLE VIII MEMBERSHIP AND VOTING RIGHTS

The Association has Members. Every person or entity who is an Owner of any Lot is entitled to membership in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration. The Association shall be a non-stock corporation and shall be owned by all of its Members. No dividends or pecuniary profit shall be paid to the Association's members. The provisions of the Declaration pertaining to classes of Membership and the voting rights of the Members are incorporated in these Articles of Incorporation by reference. Each Member shall be obligated to pay assessments and other fees and charges to the Association in accordance with the Declaration.

ARTICLE IX BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote

of the Members, may amend the Bylaws in order to conform the Bylaws to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration (the "FHA"), the Veterans Administration (the "VA") or any federal, state or local government agency whose approval of the Project, the Plat or the Declaration is required by law or requested by the Declarant under the Declaration.

ARTICLE X CONFLICT WITH DECLARATION AND OTHER LIMITATIONS

To the extent that any part or provision of these Articles is contrary to or inconsistent with provisions of the Declaration, the terms and provisions of the Declaration shall prevail. As set forth in the Declaration, the Association is subject to certain limitations. No amendment hereof, nor any action taken by the Association pursuant hereto, shall be contrary to or in conflict with the limitations set forth in the Declaration, and any such amendment or action shall be void to the extent of such inconsistency.

ARTICLE XI FHA/VA APPROVAL

During the Period of Declarant Control and if VA or FHA certification is desired by Declarant, the following actions will require the prior approval of the VA and FHA, unless such agencies have waived such requirements or unless the last sentence of this section applies: (i) annexation of additional properties into the Project (unless such annexation is in accordance with a plan of annexation or expansion previously approved by such agencies); (ii) mergers and consolidations; (iii) mortgaging or otherwise encumbering Common Area; (iv) dedication or other transfer of Common Areas; (v) dissolution of the Association; and (vi) amendment of these Articles, the Declaration or the Bylaws to the extent required to be approved by the FHA or VA pursuant to their rules and regulations. Consent of the FHA and VA to the foregoing will not be required if the FHA and VA have elected not to approve the Project for certification or if such approval has been revoked, withdrawn, canceled or suspended.

ARTICLE XII DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the total votes in the Association. So long as the Declarant owns one or more Units, the Association may not be dissolved without the prior written approval of the Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created as the Board of Directors shall determine. In

the event that such dedication is refused or not accepted, such assets shall be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose as the Board of Directors shall determine.

ARTICLE XIII AMENDMENTS

These Articles may be amended by Members holding at least sixty-seven percent (67%) of the total votes in the Association, except that during the Period of Declarant Control, the Declarant shall have the right to amend these Articles in order to: (a) comply with any applicable law if the amendment does not adversely affect the rights of any Owner; (b) correct any error or inconsistency in the Bylaws if the amendments does not adversely affect any Owner; or (c) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration. Any amendment to these Articles must be approved in writing by the Declarant so long as the Declarant remains an Owner of one or more Units. Any amendment to these Articles shall require the prior written approval of the Master Association, with such approval not to be unreasonably withheld.

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator of the Association is:
Name / Mailing Address
Reed Porter
890 W. Elliot Road
Gilbert, AZ 85233

ARTICLE XV STATUTORY AGENT

Phillip Christensen, whose address is 890 W. Elliot Road, Gilbert, Arizona 85233, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the initial statutory agent of the Association.
DATED this 31 day of December, 2005.

/s/Reed Porter
Incorporator

8/2, 8/4, 8/7/06

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