



MAR 23 2011

FILE NO. 11199110-2 ARTICLES OF INCORPORATION

OF

VILLAGES AT VAL VISTA COMMUNITY ASSOCIATION
(an Arizona non-profit corporation)

The undersigned hereby adopts the following Articles of Incorporation ("Articles"), effective as of March 22, 2011:

1. Name: The name of the corporation shall be VILLAGES AT VAL VISTA COMMUNITY ASSOCIATION, an Arizona non-profit corporation (the "Association").

2. Purpose: The Association is organized and shall be operated as a non-profit corporation, for purposes of conducting any or all lawful affairs for which corporations may be incorporated under the Arizona Nonprofit Corporation Act, as in effect on the date these Articles are filed, and any amendments thereof or successor statutes thereto, and for the purpose of performing or exercising all duties, obligations, responsibilities, and rights imposed upon or granted to the Association in the Declaration of Covenants, Conditions, and Restrictions for Villages at Val Vista Community Association (the "Declaration") to be recorded in the office of the Recorder of Maricopa County, Arizona. (References in these Articles to specific statutes shall be deemed to refer to such statutes as amended and to successor statutes thereto.)

3. Initial Activity: As its initial activity (which shall not limit the character of affairs which the Association ultimately conducts), the Association intends to act as a property owners association, to own, care for, manage and maintain common areas and common facilities, to adopt budgets, to collect assessments, and to take such other actions and engage in such other actions and activities as may be required of, or permitted for, the Association under the Declaration.

4. Statutory Agent / Known Place of Business: The name and address of the Association's initial statutory agent is Corporation Service Company, 2338 W. Royal Palm Road, Phoenix, Arizona 85012.

5. Board of Directors: The board of directions (the "Board") shall consist of three (3) members, subject to increase or decrease as provided in the Association's bylaws (the "Bylaws"). The initial Board and their addresses are:

Lori L. Crabtree	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255
Michael IlesCremieux	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255
Fil Hirohata	17851 N. 85 th Street, Suite 300 Scottsdale, Arizona 85255

6. Incorporator: ~~The name and address of the incorporator of the Association is:~~

Lori L. Crabtree
17851 N. 85th Street, Suite 300
Scottsdale, Arizona 85255

7. Members: The members of the Association (the "Members") and their voting rights shall be determined as provided in the Declaration.

8. Net Earnings; Transfer of Assets on Dissolution: No part of the net earnings of the Association shall inure to the benefit of or be distributable to any Member, director, or officer of the Association, or to any private individual, except the Association may pay reasonable compensation for services and make payments in furtherance of its purpose. Upon dissolution of the Association, the assets of the Association, whether real or personal, after rebate to Members of excess assessments or fees, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. If such dedication is not accepted, such assets shall be transferred to a non-profit corporation, trust, or other organization to be devoted to purposes as close as possible to those to which they were required to be devoted by the Association. Use of funds for acquisition, construction, management, or maintenance of Association property or rebates to Members of excess assessments or fees shall not constitute an inurement of net earnings.

9. Amendments: Subject to any additional limitations imposed by the Declaration, these Articles and the Bylaws may only be amended in the following manner: The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either an annual or a special meeting, and if approved by Members holding (either personally, by valid absentee ballot, or valid proxy) the Applicable Percentage (as defined below) of the votes eligible to be cast on the amendment (including votes otherwise eligible to be cast but not represented personally; by valid absentee ballot, or by valid proxy at such meeting), such amendment shall have been adopted; provided, however, that a copy of any such proposed amendment or a summary of the changes to be effected shall have been given to each Member in good standing at least ten (10) days prior to said meeting of the Members. For purposes hereof, votes cast by proxy shall only be valid during the Period of Declarant Control, as defined in the Declaration. The term "**Applicable Percentage**" shall mean, in the case of an amendment to these Articles, sixty-seven percent (67%), and in the case of an amendment to the Bylaws, fifty-one percent (51%). Any number of amendments may be submitted and voted upon at any one meeting.

10. Indemnification: The Association shall indemnify each "director" and "officer" of the Association (as those terms are defined in A.R.S. Section 10-3850) to the fullest extent permissible: (a) under the provisions of the Arizona NonProfit Corporation Act, including, without limitation, Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes; (b) under indemnification provisions of successor or amended statutes; (c) as

~~provided in the Declaration or the Bylaws; or (d) by any agreement adopted pursuant to the provisions of Chapter 31, Title 10, Article 5 of the Arizona Revised Statutes.~~

11. Director Liability: A director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director. This article shall not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e), inclusive, of Section 10-3201(b)(1), Arizona Revised Statutes. If the Arizona Revised Statutes are amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

12. Conflicts: In the event of any conflict between the Declaration and these Articles, the Declaration shall control. In the event of any conflict between these Articles and the Bylaws, these Articles shall control.

EXECUTED as of the date first set forth above.



Lori L. Crabtree, Incorporator

ACCEPTANCE OF STATUTORY AGENT

Corporation Service Company, having been appointed to serve as statutory agent for Villages at Val Vista Community Association, hereby accepts said appointment and agrees to serve in that capacity until replaced by the Association in accordance with the Arizona Nonprofit Corporation Act, or until the effective date of any resignation submitted by the undersigned in accordance with that Act.

Corporation Service Company
2338 W. Royal Palm Road
Phoenix, Arizona 85012

By: Sonya L. Cordell
Printed Name: Sonya L. Cordell
Title: Assistant VP

CERTIFICATE OF DISCLOSURE

~~A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)~~

Villages at Val Vista Community Association

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case. |
| 2. Full birth name. | |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|--|
| 1. Name and address of the other corporation. | 4. Dates of corporate operation. |
| 2. Full name (including aliases) and address of each person involved. | 5. Case information for bankruptcy or receivership (date, case number, court). |
| 3. State(s) in which the other corporation: <ol style="list-style-type: none"> (a) was incorporated. (b) has transacted business. | |

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Lori L. Crabtree BY _____

PRINT NAME Lori L. Crabtree PRINT NAME _____

TITLE Incorporator DATE 3/23/11 TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.