

Articles of Incorporation
Reference/PO # 1668910-2
06

Arizona BUSINESS The business resource Gazette

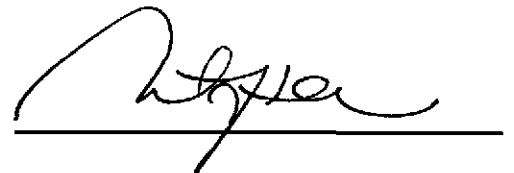
PO BOX 194
Phoenix, Arizona 85001-0194
(602) 444-7315 FAX (602) 444-7364

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

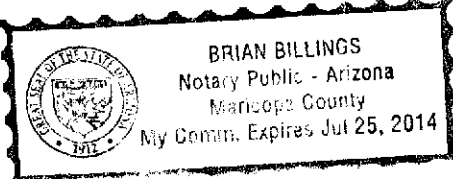
Melissa Hoekstra, being first duly sworn, upon oath deposes and says: That she is the Legal Ad Rep of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published weekly at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates indicated.

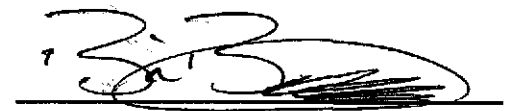
4/14/2011
4/21/2011
4/28/2011

RECEIVED
APR 28 2011
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION



Sworn to before me this
28TH day of
APRIL 2011


BRIAN BILLINGS
Notary Public - Arizona
Maricopa County
My Comm. Expires Jul 25, 2014


Notary Public

**ARTICLES OF
INCORPORATION OF
VILLAGES AT VAL VISTA
COMMUNITY
ASSOCIATION**

(an Arizona non-profit
corporation)

The undersigned here-
by 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 ASSOCIA-
TION, an Arizona non-
profit corporation (the
"Association").

2. Purpose: The Associ-
ation 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 un-
der the Arizona Nonprofit
Corporation Act, as in ef-
fect on the date these Ar-
ticles are filed, and any
amendments thereof or
successor statutes there-
to, and for the purpose of
performing or exercising
all duties, obligations, re-
sponsibilities, and rights
imposed upon or granted
to the Association in the
Declaration of Covenants,
Conditions, and Restric-
tions for Villages at Val
Vista Community Associa-
tion (the "Declaration") to
be recorded in the office
of the Recorder of
Maricopa County, Arizo-
na. (References in these
Articles to specific stat-
utes shall be deemed to
refer to such statutes as
amended and to such suc-
cessor statutes thereto.)

3. Initial Activity: As its
initial activity (which shall
not limit the character of
affairs which the Associa-
tion ultimately conducts),
the Association intends to
act as a property owners
association, to own, care
for, manage and maintain
common area and com-
mon facilities, to adopt
budgets, to collect as-
sessments, and take such
other actions and engage
in such other actions and
activities as may be re-
quired 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 Corpo-
ration Service Company,
2338 W. Royal Palm Road,
Phoenix, Arizona 85012.

5. Board of Directors:
The board of directors
(the "Board") shall con-
sist of three (3) members,
subject to increase or de-
crease as provided in the
Association's bylaws (the
"Bylaws"). The initial
board and their addresses
are:

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

Michael HlesCremieux
17851 N 85th Street, Suite
300 Scottsdale, Arizona
85255

Fl Hrohara 17851 N.
85th Street, Suite 300
Scottsdale, Arizona 85255

6. Incorporator: The
name and address of the
incorporator of the Assoc-
iation is:

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

7. Members: The mem-
bers 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.

/s/ Lori L. Crabtree
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: /s/ Sonya L. Cordell
Printed Name: Sonya L. Cordell

Title: Assistant VP
Published: April 14, 21, 28, 2011