

AZ CORPORATION COMMISSION
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SEP 23 2015

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FILE NO. 20352623FILE NO. 20352623ARTICLES OF INCORPORATION
OF

NUEVA VILLAS AT BEVERLY COMMUNITY ASSOCIATION

In compliance with the requirements of §10-3201, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE 1
NAME

The name of the corporation is Nueva Villas at Beverly Community Association (the "Association").

ARTICLE 2
DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions, Restrictions and Easements for Acorn Beverly aka Nueva Villas at Beverly recorded in the Official Records of the Maricopa County Recorder, Maricopa County, Arizona, as such Declaration may be amended from time to time.

ARTICLE 3
KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 1112 East Buckeye Road, Phoenix, Arizona 85034.

ARTICLE 4
STATUTORY AGENT

Maria Spelleri, whose address is 1112 East Buckeye Road, Phoenix, AZ 85034, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE 5
PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to provide for the management, maintenance and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association

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

ARTICLE 6 CHARACTER OF BUSINESS

The character of the business that the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE 7 MEMBERSHIP AND VOTING RIGHTS

The Members of the Association shall be the Owners of Lots. All Owners of Lots shall be mandatory Members of the Association, and no Member shall have the right to resign as a Member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a Member of the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. 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.

ARTICLE 8 BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
<u>David Adame</u>	<u>1112 East Buckeye Rd.</u> <u>Phoenix, AZ 85034</u>
<u>German Reyes</u>	<u>1112 East Buckeye Rd.</u> <u>Phoenix, AZ 85034</u>
<u>Alicia Nunez</u>	<u>1112 East Buckeye Rd.</u> <u>Phoenix, AZ 85034</u>

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that (i) so long as Declarant or an affiliate of Declarant owns or has an option to purchase any Lot in the Project, the Bylaws may be amended at any time by the Board without a vote of the Members, and (ii) the Declarant, so long as the Declarant owns any Property, and thereafter 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 Veterans Administration or any federal,

state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant or the Board.

ARTICLE 9 OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

<u>Name</u>	<u>Office</u>	<u>Mailing Address</u>
<u>David Adame</u>	President	<u>1112 East Buckeye Road</u> <u>Phoenix, AZ 85034</u>
<u>German Reyes</u>	Vice President	<u>1112 East Buckeye Road</u> <u>Phoenix, AZ 85034</u>
<u>Alicia Nunez</u>	Secretary/Treasurer	<u>1112 East Buckeye Road</u> <u>Phoenix, AZ 85034</u>

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article 10 shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE 11 INDEMNIFICATION

The Association shall indemnify any Person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a Member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the Members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Revised Statutes pertaining to nonprofit corporations. Any repeal or modification of this Article 11 shall be prospective only and shall not adversely affect, defeat or limit the right of any Person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE 12 AMENDMENTS

These Articles may be amended by Members representing not less than fifty-one percent (51%) of the votes in the Association; provided, however, the Declarant, so long as the Declarant owns any portion of the Property, and thereafter the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Declarant or the Board. So long as the Declarant owns any portion of the Property, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE 13 DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than ninety percent (90%) of the votes in each class of Membership. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose. So long as the Declarant owns any portion of the Property, any dissolution of the Association must be approved in writing by the Declarant.

ARTICLE 14 DURATION

The corporation shall exist perpetually.

ARTICLE 15 ASSESSMENTS AND FEES

Each Member shall be obligated to pay Assessments and other fees and charges to the Association in accordance with the Project Documents.

ARTICLE 16 INCORPORATOR

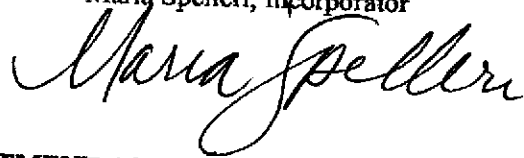
The name and address of the incorporator of the Association is:

Name
Maria Spelleri

Address
1112 East Buckeye Rd.
Phoenix, AZ 85034

Dated this 15th day of September 2015.

Maria Spelleri, Incorporator



ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 15th day of September, 2015.

By:



Name: Maria Spelleri

Title: General Counsel

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

NUEVA VILLAS AT BEVERLY COMMUNITY ASSOCIATION

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

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. Check only one of the following to indicate the type of Certificate:

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :		
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:		
4.1	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 signing of this certificate?	☐ Yes ☒ No
4.2	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 signing of this certificate?	☐ Yes ☒ No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	☐ Yes ☒ No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.	

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) 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** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a **SUPPLEMENTAL** Certificate providing information about that person, signed by all Incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:

This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.

Foreign corporations:

This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.

Credit Unions and Loan Companies:

This Certificate must be signed by any 2 officers or directors.

Name _____
Address 1 _____
Address 2 _____
City _____ State _____ Zip _____
Country _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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 _____

Printed Name _____

Date _____

REQUIRED - check only one:

- ☐ **Incorporator** - I am an Incorporator of the corporation submitting this Certificate.
☐ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name _____
Address 1 _____
Address 2 _____
City _____ State _____ Zip _____
Country **UNITED STATES**

SIGNATURE - see Instructions C003i:

By typing or entering my name and 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 ACCEPTSignature *Maria Spelleri*Printed Name *Maria Spelleri*Date *9/22/2015***REQUIRED - check only one:**

- ☒ **Incorporator** - I am an Incorporator of the corporation submitting this Certificate.
☐ **Officer** - I am an officer of the corporation submitting this Certificate.
☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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.

C003.001
Rev. 2010

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