



05463390

ARIZONA CORP COMMISSION
FILED

APR 13 2016

ARTICLES OF INCORPORATION
OFFILE NO. 20837859 MEDINA COMMUNITY ASSOCIATION
an Arizona non-profit corporation

In compliance with the requirements of § 10-3101, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I
NAME

The name of the corporation is Medina Community Association ("Corporation").

ARTICLE II
DURATION

The time of commencement of this Corporation shall be the date upon which these Articles of Incorporation are filed with the Arizona Corporation Commission and the duration shall be perpetual unless the Corporation is dissolved.

ARTICLE III
PURPOSE OF THE CORPORATION

The purpose for which this Corporation is organized is to transact any or all lawful business for which nonprofit corporations may be incorporated under the laws of Arizona, as may be amended from time to time.

ARTICLE IV
CHARACTER OF BUSINESS

The character of the business which the Corporation initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation and architectural control of the residential subdivision and to act in furtherance and of the common good and general welfare of the community.

ARTICLE V
STATUTORY AGENT

The initial statutory agent is Amanda Shaw whose address is 1600 W. Broadway Road, Suite 200, Tempe, Arizona 85282, who has been a bona fide resident of the State of Arizona for at least three years and upon whom all notices and processes, including service of summons, may be served, and

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE X

LIMITATION ON LIABILITY OF DIRECTORS

In accordance with the provisions of the Nonprofit Corporation Act (set forth at A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in good faith and within the scope of his official capacity (which is any decision, act, or event undertaken by the Corporation in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Nonprofit Corporation Act.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND AGENTS

To the fullest extent permitted by law but subject to the limitation set forth in the next paragraph of this Article XI and any mandatory limitations imposed by A.R.S. § 10-3202, § 10-3851, § 10-3856 or other applicable law, the Corporation shall indemnify each and every Corporation Official and Declarant (and its employees, agents, and licensees) against all expenses and liabilities including, but not limited to, attorneys' fees, witness fees (including expert witness fees), costs and litigation-related expenses reasonably incurred by or imposed upon them in connection with any proceeding to which they may be parties, or in which they may become involved, by reason of their being or having served in those capacities on behalf of the Corporation (or by reason of their being or having appointed, removed or controlled, or failed to control members of the Board or the Architectural Committee), or any settlement of any such proceeding. Any agent or employee of the Corporation may, in the discretion of the Board and subject to the above referenced limitations, also be indemnified by the Corporation. Indemnification of any such Person shall be made in accordance with the procedures set forth in the Declaration, or as otherwise set forth in or required by the Arizona Nonprofit Corporation Act.

Before any Person is entitled to indemnity, the Board shall determine, in good faith, that the Person to be indemnified did not act, fail to act, or refuse to act with gross negligence, willful or intentional misconduct, or fraudulent or criminal intent in the performance of that Person's duties. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any such Person may be entitled.

ARTICLE XII

LIMIT OF LIABILITY

The private property of each and every officer, director and member of the Corporation shall at all times be exempt from all debts and liabilities of the Corporation.

which, when so served, shall be lawful personal service upon this Corporation. The Board may revoke the appointment of such agent at any time, and shall have the power to fill any vacancy.

ARTICLE VI
KNOWN PLACE OF BUSINESS

The known place of business of the Corporation is 1600 W. Broadway Road, Suite 200, Tempe, Arizona 85282.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be ^{two}~~three~~ (2). The names and addresses of the initial Directors of the Corporation who shall serve until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Mike Smith	1600 W. Broadway Rd., Suite 200 Tempe, Arizona 85282
Dustin Riley	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282

ARTICLE VIII
OFFICERS

The following persons shall be the initial officers of the Corporation and shall hold the positions opposite their names until replaced by the Board or the Class B membership in the Corporation terminates and the Declarant under the Declaration tenders control of the Corporation to the Class A membership:

Mike Smith	-	President/Treasurer
Dustin Riley	-	Vice President

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is:

Mike Smith
1600 West Broadway Road, Suite 200
Tempe, AZ 85282

ARTICLE XIII
SEVERABILITY

If any provision of these Articles of Incorporation or the Bylaws should be invalid for any reason, such invalidity shall in no way effect any other provisions, which shall remain in full force and effect.

ARTICLE XIV
MEMBERSHIP AND VOTING RIGHTS

Membership in the Corporation shall be limited to Owners of Lots. Each Owner shall have such rights, privileges and votes in the Corporation as are set forth in the Corporation documents.

ARTICLE XV
DISSOLUTION

Upon dissolution or liquidation of the Corporation, the Corporation shall pay or adequately provide for the debts and obligations of the Corporation or otherwise comply with the Arizona Nonprofit Corporation Act. Upon dissolution or liquidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created, as the Board of Directors shall determine. 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 as the Board of Directors shall determine.

ARTICLE XVI
AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote or written consent, or any combination thereof, of seventy-five percent (75%) of the total votes entitled to be cast by Members of the Corporation; provided, however, that the Board, without a vote of the Members, may amend these Articles of Incorporation in order to conform these Articles of Incorporation to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Department of Housing and Urban Development, the Veterans Administration or any federal, state or local governmental agency whose approval of the Project, the Plat or the community documents is required by law or requested by the Declarant.

Notwithstanding anything contained herein to the contrary, the number of directors, the known place of business, and the statutory agent may be changed by amendment of the Bylaws of the Corporation.

ARTICLE XVII
VA/FHA APPROVAL

As long as there is a Class B membership in the Corporation and if either FHA or VA financing is applicable to all or any portion of the Property, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers or consolidations; mortgaging of Common Area; dedication of Common Area; undertaking self-management of the Project or the Corporation; and dissolution or amendment of these Articles of Incorporation.

In witness whereof, for the purpose of forming this Corporation under the laws of the State of Arizona, I the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 3-31 day of _____ 2016.

Signed: _____

Mike Smith

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned, having been designated to act as Statutory Agent for Medina Community Association, hereby consents to act in that capacity until removed or resignation is submitted dated this

31st day of March, 2016.

Signed: _____


Amanda Shaw

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Medina 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.

Mike Smith

Name

1600 W. Broadway Rd.

Address 1

Suite 200

Address 2

Tempe**AZ****85282**

City

UNITED STATES

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

Mike Smith

Printed Name

3-31-16

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

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.

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.