

APR 17 2017

FILE NO. 21784860



05850468

**ARTICLES OF INCORPORATION  
OF  
TERRAVELLA COMMUNITY ASSOCIATION  
an Arizona nonprofit corporation**

The undersigned, all of whom are of legal age, hereby voluntarily set forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, and for that purpose hereby adopt these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is Terravella 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

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 three (3). 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>
Michelle Yerger	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282
Stefanie Crierie	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282
Luka Vignjevic	1600 W. Broadway Rd., Suite 200 Tempe, AZ 85282

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator is:

Michael Kern  
1600 W. Broadway Rd., Suite 200  
Tempe, AZ 85282

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 IX  
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 X  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND AGENTS

The Corporation shall indemnify any person who incurs expenses or liability by reason of the fact that he or she is or was an officer, director, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law, provided, however, that the Corporation shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE XI  
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.

ARTICLE XII  
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 XIII  
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 XIV  
OFFICERS

The following persons shall be the initial officers of the Corporation and shall hold the positions opposite their names until the first annual meeting of the Corporation or until their successors have been elected and qualified:

Michelle Yerger	President
Stefanie Crierie	Vice-President
Luka Vignjevic	Secretary/Treasurer

ARTICLE XV  
DISSOLUTION

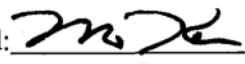
Upon dissolution or liquidation of the Corporation, the Corporation shall pay or adequately provide for the debts and obligations of the Corporation or otherwise comply with the Arizona Nonprofit Corporation Act. Upon dissolution or liquidation, the assets of the Corporation shall be dedicated to an 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.

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 11<sup>th</sup> day of April 2017.

Signed:   
Michael Kern  
Incorporator

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

The undersigned, having been designated to act as Statutory Agent for Terravella Community Association, hereby consents to act in that capacity until removed or resignation is submitted dated this 4th day of April, 2017.

Signed:   
Amanda Shaw  
Statutory Agent

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

Terravella 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:

<b>4.1</b>	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.2</b>	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.3</b>	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.4</b>	If any of the answers to numbers 4.1, 4.2, or 4.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**5. BANKRUPTCY QUESTION:**

<p><b>5.1</b> 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 <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership <b>of the other corporation?</b></p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p><b>5.2</b> If the answer to number 5.1 is <b>YES</b>, you <b>MUST</b> complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.</p>		

**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.

Michael Kern  
Name

1600 W. Broadway  
Address 1

Suite 200  
Address 2

Tempe	AZ	85282
City	State	Zip
Country	UNITED STATES	

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



Michael Kern  
Signature  
Printed Name

4-11-17  
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.

**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	Mail: Arizona Corporation Commission - Corporate Filings Section
All fees are nonrefundable - see Instructions.	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.