Arizona Corporation Commission - RECEIVED: 12/6/2019
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ARTICLES OF INCORPORATION
OF
VILLAGES AT SUNDANCE HOMEOWNERS ASSOCIATION

ARTICLE I
Name

The name of the corporation is VILLAGES AT SUNDANCE HOMEOWNERS ASSOCIATION, an Arizona nonprofit corporation (the "Association"). Capitalized terms used herein but not specifically defined herein shall have the same meaning given to them in the Declaration (as defined in Article IV below).

ARTICLE II
Duration

The Association shall exist perpetually.

ARTICLE III
Purpose

To have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq*., as may be amended from time to time) may now or hereafter have or exercise.

ARTICLE IV
Character of Affairs

The Association is organized to perform the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Villages at Sundance, recorded in the Official Records of the Maricopa County Recorder, as may be amended from time to time (the "Declaration"). In furtherance of the foregoing, the character of affairs which the Association initially intends to conduct in Arizona is to provide for the orderly development, maintenance, preservation, and architectural control of that certain residential subdivision known as Villages at Sundance, and to act in furtherance of the common good and general welfare of the Villages at Sundance community.

ARTICLE V
Statutory Agent

The name and physical and mailing address of the statutory agent of the Association is as follows:

Marc D. Blonstein, Esq.
Berens Blonstein, PLC
7033 E. Greenway Parkway, Suite 210
Scottsdale, Arizona 85254

ARTICLE VI
Board of Directors

Until the termination of the Declarant Control Period, the directors of the Association shall be appointed by, and may be removed solely by, Declarant. After the termination of the Declarant Control Period, or at such earlier time as Declarant relinquishes its right to appoint the Board, the directors shall be elected by the Members in accordance with the Bylaws.

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 appointed or elected and qualified are as follows:

Charles Dubroff
One East Camelback Road, Suite 140
Phoenix, AZ 85012

Robert Hayes
One East Camelback Road, Suite 140
Phoenix, AZ 85012

Steven DeLuca
One East Camelback Road, Suite 140
Phoenix, AZ 85012

ARTICLE VII
Incorporator

Charles Dubroff
One East Camelback Road, Suite 140
Phoenix, AZ 85012

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 VIII
Limitation of Director Liability

To the fullest extent allowable under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), each director of the Association 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 Association in furtherance of the purpose or purposes for which it is formed) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such director. This provision intends to give all directors the full extent of immunity available under the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time).

ARTICLE IX
Indemnification of Directors, Officers and Agents

The Association shall indemnify any person who incurs expenses or liabilities including, but not limited to, attorneys' fees, witness fees (including expert witness fees), costs and litigation-related expenses, by reason of the fact that he or she is or was an officer, director, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association 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 Association, at its own expense and through counsel of its choosing, to defend him or her in the action.

Notwithstanding anything to the contrary in these Articles, before any Person is entitled to indemnity pursuant to this Article IX, the Board (or Special Counsel as provided in A.R.S. §10-3855) must determine in accordance with A.R.S. § 10-3855, that the Person to be indemnified has met the standard of conduct, and is otherwise entitled to indemnification, as set forth in A.R.S. § 10-3851.

ARTICLE X
Principal Office

The principal office of the Association shall be located at One East Camelback Road, Suite 140, Phoenix, AZ 85012.

ARTICLE XI
Membership

The Association shall have members. A Member is defined in Section 1.36 of the Declaration as any Person holding a Membership in the Association pursuant to the Declaration, as further set forth in Section 7.2 of the Declaration. Membership is defined in Section 1.37 of the Declaration as a Membership in the Association and the rights granted to the Owners pursuant to Article 7 of the Declaration.

ARTICLE XII
Dissolution

Upon dissolution or liquidation of the Association, other than incident to a merger or consolidation, the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act (see A.R.S. § 10-3101 *et seq.*, as may be amended from time to time), and the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Association was created. The Association shall not be dissolved, liquidated, or wound up unless another entity has agreed to assume the obligations of the Association under the Declaration or the Declaration is terminated in accordance with the provisions thereof.

ARTICLE XIII
Amendments

These Articles may be changed, modified or amended by the written approval or affirmative vote, or any combination thereof, of sixty-seven percent (67%) of the total authorized votes in the Association; provided, however, that during the Declarant Control Period, Declarant may (except as provided below) unilaterally amend these Articles without a vote of the Members and without the consent or approval of any Owners or Members, or any other Person, and any amendment by the Members during the Declarant Control Period shall, in order to be effective, require the prior written approval of Declarant. Notwithstanding the foregoing, any amendment to these Articles that reduces the rights granted to a Designated Builder, or increases the obligations of a Designated Builder, in connection with such Designated Builder's ownership, development or sale of the Property, shall not be effective without the written consent of a majority of all Designated Builders. This Article XIII may not be amended or deleted without the written consent of a majority of all Designated Builders.

ARTICLE XIV
Conflict with Declaration

To the extent that any part or provisions of these Articles is contrary to or inconsistent with the provisions of the Declaration, the terms and provisions of the Declaration shall prevail. No amendment hereof, nor any action taken by the Association pursuant hereto, shall be contrary to, or in conflict with, the limitations set forth in the Declaration, and any such amendment or action shall be void to the extent of such inconsistency.

In witness whereof, incorporator has executed these Articles of Incorporation as of the date set forth below.

Dated this 5th day of December, 2019.

By: _____
Name: Charles Dubroff
Title: Incorporator

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of VILLAGES AT SUNDANCE HOMEOWNERS ASSOCIATION effective this 5th day of December 2019.

By: _____
Name: Marc D. Blonstein
Title: Statutory Agent

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

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

VILLAGES AT SUNDANCE HOMEOWNERS ASSOCIATION

2. 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:		
2.1 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
2.2 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
2.3 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
2.4 If any of the answers to numbers 2.1, 2.2, or 2.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:		
3.1 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
3.2 If the answer to number 3.1 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.

Charles Dubroff
Name

One East Camelback Road, Suite 140
Address 1

Address 2

Phoenix | AZ | 85012
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 law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Charles Dubroff — 12/5/19
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

SIGNATURE – *see Instructions C003i:*

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* 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.