CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: Valencia Crossing Community Association - 161
ENTITY ID: 23374659
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 05/16/2022

FELONY JUDGEMENT 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 percent of any other proprietary, beneficial or membership interest in the corporation been:

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? NO

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? NO

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: NO

- **The violation of fraud or registration provisions of the securities laws of that jurisdiction;**
- **The violation of the consumer fraud laws of that jurisdiction;**
- **The violation of the antitrust or restraint of trade laws of that jurisdiction?**

BANKRUPTCY QUESTION

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*? NO

SIGNATURE

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.

Incorporator: Antonio Aviles - 05/16/2022

ARTICLES OF INCORPORATION
OF
VALENCIA CROSSING COMMUNITY ASSOCIATION - 161
(an Arizona Nonprofit Corporation)

In compliance with the requirements of Section 10-3201, 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 VALENCIA CROSSING COMMUNITY ASSOCIATION - 161 (the "**Association**"). The Association is formed as a nonprofit corporation under Arizona law. The Association shall make no distributions of income to its Members, directors or officers.

ARTICLE II
Definitions

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the recorded Declaration of Covenants, Conditions, and Restrictions for Valencia Crossing Community Association - 161, as the same may be amended from time to time (the "**Declaration**").

ARTICLE III
Purposes and Character of Affairs

The purposes for which the Association is organized, and the character of affairs which the Association initially intends to actually conduct in Arizona, are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association, as such Bylaws may be amended from time to time (the "**Bylaws**"), and as provided by law;

(b) to serve as the governing body for all of the Owners of Lots for the protection, improvement, alteration, maintenance, repair, replacement, administration and operation of the Property, the assessment for the payment of expenses, payment of losses, disposition of casualty insurance proceeds and other matters as provided in the Project Documents (as defined below) or otherwise necessary or appropriate to the proper functioning of the Association and the Property; and

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

ARTICLE IV
Powers

The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles of Incorporation ("**Articles**"), the Bylaws, or the Declaration (collectively, the "**Project Documents**"), including, without limitation, the power:

(a) to fix, collect, and enforce payment, by any lawful means, of assessments and other charges as set forth in the Declaration;

(b) to manage, control, operate, maintain, repair, and improve property subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;

(e) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(f) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(i) to adopt, alter, and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Articles.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

ARTICLE V
Directors

A Board of Directors of the Association (the "**Board**") shall conduct, manage, and control the Association. The initial Board shall consist of three directors. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Antonio Aviles	5326 N. La Cholla Boulevard Tucson, Arizona 85741
Dana Petty	5326 N. La Cholla Boulevard Tucson, Arizona 85741
Scott Kolt	5326 N. La Cholla Boulevard Tucson, Arizona 85741

Directors shall be elected to the Board pursuant to the procedures set forth in the Bylaws. The number and terms of the directors and the qualifications for and rights of the directors shall be as set forth in the Bylaws.

ARTICLE VI
Statutory Agent

The Association hereby appoints Antonio Aviles, whose address is 5326 N. La Cholla Boulevard, Tucson, Arizona 85741, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE VII
Known Place of Business

The street address of the known place of business of the Association is 5326 N. La Cholla Boulevard, Tucson, Arizona 85741.

ARTICLE VIII
Incorporator

The name of the incorporator of the Association is Antonio Aviles, and such incorporator's address is 5326 N. La Cholla Boulevard, Tucson, Arizona 85741.

ARTICLE IX
Members and Voting Rights

The provisions of the Declaration and the Bylaws pertaining to membership, classes of Members and voting rights of Members are incorporated in these Articles by reference. Without in any way limiting the forgoing statement, the Association shall have two (2) classes of Members, Class A Members and Class B Members. The Class B Members shall consist of the Declarant. The Class A Members shall consist of all other Owners of Lots, except the Class B Member, if any. The Class B membership shall convert to Class A membership at such time and under such terms as more specifically set forth in the Declaration. Each Owner's membership in the Association, except for Declarant as provided in the Declaration, shall be appurtenant to and may not be separated from ownership of the Lot to which the Owner's membership is attributable. Change of membership in the Association shall be established by recording a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated. The share of a Member in the privileges, rights, and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

ARTICLE X
Dissolution

The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Class A Members and consent of the Class B Member, if any. Upon dissolution, other than incident to a merger or consolidation, the assets 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, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI
Indemnification; Insurance

The Association shall indemnify, to the maximum extent from time to time permitted by Arizona law, as the same exists or may hereafter be amended, any person who incurs liability or expense by reason of such person acting as an officer or director of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

The Association may indemnify a Board-appointed committee member under the same circumstances under which a director of the Association may or shall be indemnified under Arizona law.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or Board-appointed committee member of the Association, or was serving at the request of the Association as a director or officer, against any liability or expense asserted against or incurred by such person in any such capacity or arising out of such person's status as such whether or not the Association would have had the power to indemnify such person against such liability or expense under this Article.

ARTICLE XII
Limitation of Liability

To the fullest extent permitted by Arizona law, as the same exists or may hereafter be amended, a director of the Association shall not be liable to the Association or its Members for monetary damages for any action taken or any failure to take any action as a director.

No amendment or repeal of the provisions of this Article that adversely affects the right of a director of the Association under this Article shall apply to such person with respect to those actions or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such person.

The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Association for any liability of a director which has not been eliminated by the provisions of this Article.

ARTICLE XIII
Dispute Resolution

The Association and its Members are subject to the dispute resolution sections of the Declaration. The procedures prescribed in the Declaration are in addition to and shall not be construed to conflict with any requirements under the laws of the State of Arizona.

ARTICLE XIV
Amendments

In addition to specific rights to amend or approve amendments granted elsewhere in the Declaration, until termination of the Period of Declarant Control, Declarant may amend these Articles of Incorporation for any purpose, and without the consent or approval of any Owners or Members, or any other Person. After termination of the Period of Declarant Control, Declarant may of its own volition, and without the consent or approval of any Owners or Members, or any other Person, amend these Articles for the following purposes: (a) to bring any provision hereof into compliance with applicable laws; (b) to enable any reputable title insurance company to issue title insurance coverage on the Lots; (c) to satisfy the requirements of any governmental agency; (d) to enable any governmental agency or reputable private insurance company to guarantee or insure Mortgage loans on the Lots; or (e) to correct any error or ambiguity or to further the intent or purposes hereof by expanding upon the existing provisions hereof. Any amendment during such time as Declarant is a Class B Member or a Class A Member of the Association shall require the written approval of the Declarant. Further, so long as Declarant owns any land from within the Property, Declarant may, without any other consent or approval, amend these Articles to clarify

the application of the provisions hereof to any land which may be annexed, or for any other reasonable purpose in connection with any land which may be annexed.

Subject to the provisions of the Declaration requiring Declarant's consent to an amendment, these Articles may be amended only by the affirmative vote or written consent, or any combination thereof, of 67% of the Class A Member votes, and consented to in writing by Declarant, if such amendment is to be effective prior to the expiration of the Period of Declarant Control.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of May, 2022.



António Aviles, Incorporator

CONSENT OF STATUTORY AGENT

ANTONIO AVILES, having been designated to act as Statutory Agent for Valencia Crossing Community Association - 161 hereby consents to act in that capacity until removed or his resignation is submitted.

DATED: May 10th, 2022.

ANTONIO AVILES

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:

Valencia Crossing Community Association - 161

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 percent of the issued and outstanding common shares or ten percent 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 five-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 five-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 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?	☐ 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 percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent 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 percent of the issued and outstanding shares or ten percent 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.

Antonio Aviles
Name

5326 N. La Cholla Boulevard
Address 1

Address 2

Tucson	AZ	85741
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

Antonio Aviles
Printed Name

5/16/2022
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.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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.