

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION, 03/01/1984

consisting of 11 pages, is a true and complete copy of the original of said document on file with this office for:

VILLAS LAS PALMAS, INC.
ACC file number: 01634038

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this 23 Day of June, 2022 A.D.



Matthew Neubert

Matthew Neubert, Executive Director

By: *Chasity Pullin*

CHASITY PULLIN

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

VILLAS LAS PALMAS, INC.
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have 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 execution of this Certificate.
 - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction.
- B. For any person or persons who have been or are subject to one or more of the statements in items A.1 through A.3 above, the following information MUST be attached:
- 1. Full name and prior name(s) used.
 - 2. Full birth name.
 - 3. Present home address
 - 4. Prior addresses (for immediate preceding 7-year period).
 - 5. Date and location of birth.
 - 6. Social Security number.
 - 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION
A.R.S. Sections 10-128.01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name, including alias and address of each person involved.
- 3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

State of ARIZONA
County of Maricopa ss

Subscribed, sworn to and acknowledged before me this
3rd DAY of February, 19 84.

Becky L. Porter
NOTARY PUBLIC

My Commission expires: 3/17/85

Becky L. Porter
NOTARY PUBLIC

Inc 0001 - Domestic

My commission expires: 3-17-85

BY Walter Brady DATE 2/3/84
TITLE Division President

BY Ed Dale DATE 2/3/84
TITLE Vice President/Controller
FISCAL DATE: 12/31

By Jeff Mueller Date: 2/3/84
Title Purchasing Manager

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RECORDS COMMISSION
STATE OF AZ.
FILED

RECORDS COMMISSION
STATE OF AZ.
FILED

ARTICLES OF INCORPORATION

OF

VILLAS LAS PALMAS, INC.

Mar 8 2 40 PM '84

Handwritten signature: *Dora R. Smith*
3-12

Handwritten signature: *Dora R. Smith*
2-23 4:23 P.M.

In compliance with the requirements of A.R.S. §10-451, et seq., the undersigned, all of whom are residents of Maricopa County, Arizona, and all of whom are of full age, have this date voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is Villas Las Palmas, Inc. hereinafter called the "Association".

Handwritten initials: *AKC*

ARTICLE II

The principal office of the Association is located in Tempe, Arizona, but other offices may be established from time to time by the Board of Directors of the Association.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to act as a tax-exempt homeowners' association and such other areas as shall, by recorded Declaration or by amendment to recorded Declaration executed by U. S. Home Corporation or by its successors in interest, be designated as included within Villas Las Palmas and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and, for this purpose, to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in Docket 15900 at pages 155 to 190, inclusive, as amended by instruments recorded in Docket 16283 at pages 754 to 757, inclusive, and in Docket 16437 at pages 879 to 893, inclusive, and at Document Number 83-235209 in the office of the Recorder of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and to use the proceeds of such charges and assessments in the exercise of its powers and duties;

(c) Acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money (and with the consent of two-thirds of the membership entitled to vote), mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds of the votes agreeing to such dedication, sale or transfer; and

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Arizona by law may now or hereafter have or exercise and to enforce by legal means all documents relating to the above-described property, including these Articles, Bylaws, Declaration of Covenants, Conditions and Restrictions.

ARTICLE III

This corporation shall be a non-stock corporation and shall be owned equally by its members who are owners of residential lots. No dividends or pecuniary profits shall be paid to any member. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants, conditions, or restrictions of record to assessment by the Association, shall be a member of the Association. The foregoing is not intended to

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include persons or entities who hold an interest merely as security for performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and not be separated from the ownership of any residential lot which is subject to assessment by the Association. Ownership of such residential lots shall be the sole qualifications for membership. Membership shall be deemed to commence upon becoming the owner of a lot.

ARTICLE IV

Voting Rights

The Association shall have two classes of membership:

Class A. Class A members shall be all those owners, with the exception of Declarant, U.S. Home Corporation, who are record holders of legal title to the fee simple interest in any lot or, if the lot has been sold under a recorded agreement for sale, the vendee under said agreement, but excluding others who hold such title merely as security. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership as set forth in the Declaration. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each lot in which it or Trustee holds the legal title, provided that such Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Five (5) years from the date of conveyance of the first lot to a lot owner other than Declarant.

From that date forward, unless and until the Class B membership is reinstated, Declarant shall be entitled, as in the case of other voting owners, to only one vote for each lot owned by the Declarant or Trustee.

ARTICLE VBoard of Directors

The affairs of this Association shall be conducted by a Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment to the Bylaws of the Association, but the number thereof shall not be less than three (3). The Board of Directors shall be elected at the regular annual meeting of the members. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association and thereafter each subsequent regular annual meeting of the Members shall be held on the second Tuesday in May of each year, or such other time as the Bylaws of the corporation may provide. At the first annual meeting, the members shall select one director for a term of one (1) year, one director for a term of two (2) years, and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one director for a term of three (3) years so as to stagger the terms of office of the Directors. A president, one or more vice presidents, who must be members of the Board of Directors, a secretary and a treasurer (any two offices except the president and secretary, may be held by the same person) shall be elected by the Board of Directors. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. All such officers shall hold office until their successors are elected.

ARTICLE VIInitial Directors

The name of the persons who are elected by the original incorporators to serve until the first annual meeting of the Association as the initial Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Walter Gordy	3910 South Rural Road, Suite J. Tempe, Arizona 85282
Earl Wilcox	3910 South Rural Road, Suite J. Tempe, Arizona 85282
Jeff Cruden	3910 South Rural Road, Suite J. Tempe, Arizona 85282

The initial Board of Directors was elected at a meeting of incorporators held at Tempe, Arizona, beginning at the

hour of 10:00 o'clock, A.M. on the 24th day of January, 1984. Following their election, the Board of Directors appointed the following officers to serve at the pleasure of the Board of Directors:

Walter Gordy	- President
Earl Wilcox	- Vice President
Jeff Cruden	- Secretary (Treasurer)

ARTICLE VII

Mergers and Consolidations

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members who are entitled to vote.

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members who are entitled to vote. Upon dissolution of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE IX

Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership, provided, however, that as long as any Class B membership remains outstanding, the Veterans Administration or the Federal Housing Administration shall have consented to any such amendment.

ARTICLE X

Exemption of Private Property

The private property of the members, directors and

officers of the corporation shall at all times be exempt from all corporate debts and liabilities whatsoever, except as otherwise provided herein.

ARTICLE XI

Indemnification

The corporation shall indemnify and hold harmless each of its directors and officers, each member of any committee appointed pursuant to the Bylaws of the corporation, and Declarant pursuant to the Declaration, and each of Declarant's directors and officers (collectively "Declarant") against all contractual and other liabilities to others arising out of contracts made by, or other acts of such director(s), officer(s), committee member(s), or Declarant, including but not limited to, judgments paid and satisfied and amounts paid in compromise and settlement, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses, including but not limited to, attorneys' fees reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether, civil, criminal, administrative or other, in which any such director, officer, committee member or Declarant may be involved by virtue of such person(s) being or having been such director, officer, committee member or Declarant.

ARTICLE XII

Agent

MOHR, HACKETT, PEDERSON, BLAKLEY & RANDOLPH, P.C., whose business address is 3443 N. Central Avenue, Suite 1010, Phoenix, Arizona 85012, and which is a corporation empowered by its Articles so to act, is hereby appointed the agent of the corporation upon whom all notices of process, including service of summons, may be served, and the service upon such agent shall be lawful personal service on the corporation. This appointment may be revoked at any time by the filing of the appointment of another agent as provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 25th day of January, 1984.

Walter Gordy
Walter Gordy

Earl Wilcox
Earl Wilcox

Jeff Cruden
Jeff Cruden

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 25th day of January, 1984, before me, the undersigned officer, personally appeared Walter Gordy, known to me to be one of the persons whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Becky L. Porter
Notary Public

My Commission Expires:

3/17/85

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STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 25th day of January, 1984, before me, the undersigned officer, personally appeared Earl Wilcox, known to me to be one of the persons whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Becky L. Porter
Notary Public

My Commission Expires:

3/17/85

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 25th day of January, 1984, before me, the undersigned officer, personally appeared Jeff Cruden, known to me to be one of the persons whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Becky L. Porter
Notary Public

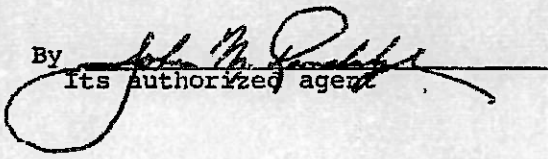
My Commission Expires:

3/17/85

077001 0019

We, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

MOHR, HACKETT, PEDERSON, BLAKLEY
& RANDOLPH, P. C.

By 
Its authorized agent

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LAW OFFICES
MOHR, HACKETT, PEDERSON, BLAKLEY & RANDOLPH, P.C.
SUITE 1010 FINANCIAL CENTER
3443 NORTH CENTRAL AVENUE
PHOENIX, ARIZONA 85012

ROBERT C. HACKETT*
GORDON A. MOHR*
ARTHUR W. PEDERSON*
WILLIAM C. BLAKLEY*
JOHN M. RANDOLPH*
THOMAS H. CHENAL
CHARLES I. KELMOPFFER
JOHN R. HOOPES
PETER N. SPILLER
DAVID W. DOW
ROBERT E. JACOBSON
ROGER K. SPENCER
WILLIAM R. RICHARDSON
MICHELE M. WENDLING
*PROFESSIONAL CORPORATION

TELEPHONE
(602) 277-7800

March 1, 1984

HAND DELIVERED

Arizona Corporation Commission
Incorporating Division
1200 West Washington
Phoenix, Arizona 85007

Re: Villas Las Palmas, Inc.

Gentlemen:

We are hereby filing the following documents with respect to the incorporation of the above-referenced corporation, having made corrections to those items noted in your memo dated February 23, 1984, a copy of which is attached:

1. The original and one (1) copy of the articles of incorporation of Villas Las Palmas, Inc.;
2. Certificate of disclosure for the incorporators of Villas Las Palmas, Inc.;
3. Statutory agent's letter of acceptance;
4. Check drawn in the amount of \$30.00 for the filing fees.

If there are any questions with respect to this filing, please do not hesitate to contact this office.

Very truly yours,



Dick Brittain
Paralegal

DB/kaf
Enclosures