

JUN 10 2016

MAY 24 2016



05545494

FILE NO. 00692640

FILE NO. 00692640

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

**CERTIFICATE CONCERNING  
RESTATED ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:  
Green Valley Fairways Property Owners association

2. **A.C.C. FILE NUMBER:** 00692640

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. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 5-06-16

4. **APPROVAL OF RESTATED ARTICLES** - check 4.1 or 4.2 (not both) and follow instructions:

4.1  The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required - go to number 6.

4.2  The restated Articles contain one or more **amendments that required approval by members and/or other persons** - continue with number 5.

5. **APPROVAL OF AMENDMENTS** - if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

Approved by members.

Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

**SIGNATURE:** By 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 L ROTH

6/7/16

Signature

Printed Name

Date (mm/dd/yyyy)

**REQUIRED** - check only one:

<input type="checkbox"/> I am the <b>Chairman of the Board of Directors</b> of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized <b>Officer</b> of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized <b>bankruptcy trustee, receiver, or other court-appointed fiduciary</b> for the corporation filing this document.
--	--	---

Filing Fee: \$25.00 (regular processing) Expedited processing - add \$35.00 to filing fee. 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.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GREEN VALLEY FAIRWAYS PROPERTY OWNERS ASSOCIATION**

**ARTICLE I  
NAME**

The name of the corporation is **GREEN VALLEY FAIRWAYS PROPERTY OWNERS ASSOCIATION** (the "Association").

**ARTICLE II  
DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Establishments of Covenants, Conditions and Restrictions for Green Valley Fairways (the "Declaration"), recorded in the office of the County Recorder of Pima County, Arizona, as amended from time to time.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Association shall be located in Pima County, Arizona.

**ARTICLE IV  
STATUTORY AGENT**

David Grant, whose address is 1820 East River Road, Suite 110, Tucson, AZ 85718, and who is a bona fide resident of the State of Arizona, hereby is appointed and designated the statutory agent for the Association.

**ARTICLE V  
PURPOSE OF THE ASSOCIATION**

The corporation does not contemplate pecuniary gain or profit to the Members thereof; and the specific purposes for which it is organized are to operate a homeowners association and promote the health, safety and welfare of its Members and to provide for architectural control of the subdivision in Pima County, Arizona, known as Green Valley Fairways ("Subdivision"). The corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States revenue law. If the corporation is dissolved, the assets of the corporation shall be dedicated to a public body, or conveyed to a nonprofit corporation with similar purposes.

**ARTICLE VI  
MEMBERSHIP AND VOTING RIGHTS**

The Members of the Association shall be Lot Owners. All Lot Owners shall be mandatory members of the Association, and no Member shall have the right to resign as a member of the Association. By acquiring fee title to or otherwise becoming a Lot Owner, a Person consents to becoming a Member of the Association. Each Lot Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration and the Bylaws. The provisions of the Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated in these Articles by reference.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The names and addresses of the current directors of the Association, who shall serve as directors until they resign, are removed or their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Mailing Address</u>
Mike Roth	600 S. Abrego, Green Valley, AZ 85614
Robert Stenz	341 E. Las Grandas, Green Valley, AZ 85614
Beck Garino	220 E El Viento, Green Valley, AZ 85614
Carol Kay	318 E. Los Rincones, Green Valley, AZ 85614
Stephen Long	147 E El Valle, Green Valley, AZ 85614
Ronda Lewis	288 E. Los Rincones, Green Valley, AZ 85614
Helen Mullaly	86 E. Los Mangos, Green Valley, AZ 85614
Nancy McKean	1356 W. Comino del Pato, Green Valley, AZ 85622

**ARTICLE IX  
LIMITATION ON LIABILITY OF DIRECTORS**

The private property of directors and officers of the Association shall be forever exempt from liability for debts, obligations and liabilities of the Association.

The personal liability of directors of the Association to this Corporation and its members for monetary damages for breach of fiduciary duty as a director is eliminated to the fullest extent permitted by applicable law, including but not limited to Section 10-3202(B), Arizona nonprofit corporations act, and as the same may hereafter be amended.

**ARTICLE X  
DISSOLUTION**

The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the total votes in the Association, and in accordance with the provisions of Arizona's Non-Profit Corporation Act.

**ARTICLE XI  
AMENDMENTS**

These Articles may be amended by the affirmative vote of 2/3 of the votes cast at a duly-held meeting of the Association or by written ballot.

**ARTICLE XIII  
INDEMNIFICATION**

The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interest, (ii) in all other cases, that the conduct was at least not opposed to its best interests and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XIII shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

**ARTICLE XIV  
DURATION**

The Association shall exist perpetually.

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

  
\_\_\_\_\_  
Statutory Agent

**CERTIFICATION**

The undersigned President of **GREEN VALLEY FAIRWAYS PROPERTY OWNERS ASSOCIATION**, an Arizona nonprofit corporation does hereby certify that the foregoing Amended and Restated Articles of Incorporation was approved by two-thirds of the votes cast by the Members in the Association in a duly-held election in which the quorum requirement was met.

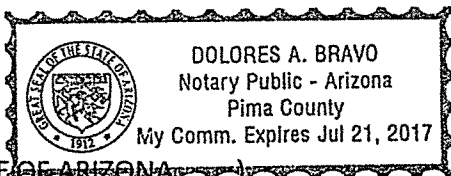
By: *Michael L. Roth*  
Its: President

ATTEST:

*Helen R. Mullaly*  
Secretary

STATE OF ARIZONA     )  
                                  :     ss:  
County of Pima         )

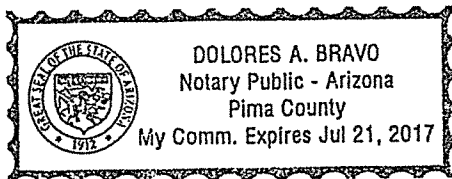
The foregoing instrument was subscribed, sworn and acknowledged before me this 06 day of May, 2016, by Michael L. Roth President, of **GREEN VALLEY FAIRWAYS PROPERTY OWNERS ASSOCIATION**, an Arizona non-profit corporation, on behalf of the corporation.



*Dolores A. Bravo*  
Notary Public

STATE OF ARIZONA     )  
                                  :     ss:  
County of Pima         )

The foregoing instrument was subscribed, sworn and acknowledged before me this 06 day of May, 2016, by Helen R. Mullaly Secretary, of **GREEN VALLEY FAIRWAYS PROPERTY OWNERS ASSOCIATION**, an Arizona non-profit corporation, on behalf of the corporation.



*Dolores A. Bravo*  
Notary Public