

ARTICLES OF INCORPORATION

OF

GREEN VALLEY DESERT MEADOWS II INC.

We, the undersigned, desiring to form a non-profit corporation in accordance with Arizona Revised Statutes Title 10, do hereby associate ourselves together for that purpose, and adopt the following articles of Incorporation.

**ARTICLE I
INCORPORATORS,**

The names and addresses of the incorporators are:

Walter Hahn - 1561 South San Luis, Green Valley, Arizona, 85614 Hans Hoel -1511 South San Carla, Green Valley Arizona, 85614

Douglas B. Luckey - 132 East Santa Inez, Green Valley, Arizona, 85614 Joe McCoy - 1411 San Carla, Green Valley, Arizona, 85614.

Arch Meredith - 1632 South Abrego Drive, Green Valley, Arizona, 85614. Wesley J. Sayer - 1311 South San Carla. Green Valley, Arizona, 85614. S. E. Sudduth - 1651 South San Luis, Green Valley, Arizona, 85614 Edward Valentine - 1641 South San Luis, Green Valley, Arizona, 85614 Jean Weber - 34 Santa Inez, Green Valley, Arizona, 85614.

**ARTICLE II
NAME**

The name of the corporation shall be Green Valley Desert Meadows II, Inc.

**ARTICLE III
PLACE OF BUSINESS**

The principal place of business of the corporation shall be 1632 S. Abrego Drive, Green Valley, Pima County, Arizona.

**ARTICLE IV
TIME OF COMMENCEMENT**

The Time of commencement of this corporation shall be the date of which the Certificate of Incorporation was issued by the Arizona Corporation Commission and it shall terminate twenty-five years thereafter, unless renewed in the manner provided by law.

ARTICLE V
OBJECTS OF CORPORATION

SECTION 1. The object of the corporation is to give effect to any valid conditions and restrictions of record affecting that certain subdivision in Pima County, Arizona, designated Green Valley Desert Meadows II, and to perform the functions, the duties, and exercise the powers of the property owners' association as described in the recorded Declarations of Establishment of conditions and restrictions and to exercise all powers not prohibited by law to a non-profit corporation, all powers which may be deemed by its officers and directors to be necessary to its objects and purposes and all powers which may reasonably be implied from the above language, having the same powers in all such respects as an individual might have.

SECTION 2. The corporation may, insofar as permitted by law, establish, modify, alter and enforce such rules regulations as may be necessary to promote and sustain the stated objects and purposes for which this corporation is organized, provided that any such rule may not abrogate the condition or restriction imposed on any property by Deed Restrictions of record.

ARTICLE VI
MEETINGS

SECTION 1. The annual meeting shall be held on the second Tuesday in February.

SECTION 2. Special meetings shall be held at any time upon written request of 25% of the membership. Said meeting shall be held within thirty days of receipt of said request by the Board of Directors. Special meetings may also be called upon a majority vote of the Board of Directors.

SECTION 3. Notice of a special meeting shall be by the publication of a notice in one issue of a newspaper of general circulation in Green Valley, Arizona. Said issue to be not more than 14 days and not less than 7 days prior to said meeting.

ARTICLE VII
MEMBERSHIP

SECTION 1. There shall be no capital stock of the corporation. Participation shall be limited to membership in the corporation as provided in Section 2 of this Article.

SECTION 2. Every person or legal entity, who is a record owner of any dwelling unit or vacant lot within Green Valley Desert Meadows H, except the developer or its successor, shall be a member.

SECTION.3. Each member in good standing shall be entitled to one vote for each dwelling unit or vacant lot owned, provided, that if more than one member is the owner of a single dwelling unit or vacant lot, said joint owners shall be entitled to one vote. Fractional votes shall not be recognized.

SECTION 4. The rights and privileges of membership are subject to the payment of assessments levied by the corporation, the obligation of which is imposed against each owner of, and becomes a lien upon, the property against which such assessments are made as provided by the Deed Restrictions to which the properties are subject.

SECTION 5. The rights and privileges of a member shall be automatically suspended when any assessment of his is delinquent for more than thirty days. However, upon payment of such assessments, together with reasonable costs of collection, interest and attorneys fees either assessed by the Board of Directors or imposed by the Court, he/she shall become a member in good standing and his rights and privileges shall be automatically restored.

ARTICLE VIII **BOARD OF DIRECTORS**

SECTION 1. The affairs of this corporation shall be conducted by a Board of Directors consisting of three to nine persons, to be elected for a term of three years. Such Directors shall serve for the term for which they are elected and until their successors are elected and qualified.

Any vacancy on the Board of Directors may be filled by a majority vote of the remaining members of the Board until the next annual election.

SECTION 2. The first election was held March 22, 1976, and the following persons were elected members of the Board of Directors:

Walter Hahn Hans Hoel Douglas B. Luckey Joe McCoy Arch Merideth

Wesley J. Sayer S. E. Sudduth Jean Weber Edward Valentine

Each annual election hereafter shall be held during the annual meeting.

ARTICLE IX **OFFICERS**

The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers, as may be determined from time to time by the Board of Directors of the corporation. Such officers shall be elected by and from the members of the Board of Directors at the annual meeting of the Board Directors.

ARTICLE X **ASSESSMENTS**

Members of the corporation shall pay an annual assessment as determined by the Board of Directors, unless said assessment is changed by a two-thirds vote of those members voting at either a special or annual meeting, when notified in accordance with the By-laws.

ARTICLE XI
LIABILITY

The maximum amount of indebtedness or liability, direct or contingent, to which the corporation may be subject, shall be Two Thousand Five Hundred Dollars.

ARTICLE XII
ORGANIZED NOT FOR PROFIT

This corporation is not organized with pecuniary profit as its object and the members thereof shall have no individual or separate interests in any of the property, assets or profits of the corporation.

ARTICLE XIII
LIABILITY OF MEMBERS

The private property of the members of the corporation shall forever be exempt from corporate debts and no member or officer shall be individually liable or responsible for any debts or liabilities of the corporation.

ARTICLE XIV
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of this corporation may be amended at either a special or annual meeting by a two-thirds vote of members voting when notified in accordance with the By-laws: provided that no amendment shall be in conflict with the recorded Deed Restrictions.

ARTICLE XV
AMENDMENT TO BY-LAWS

The By-laws of the corporation may be amended by a two-thirds vote of those members voting at either a special or annual meeting when notified in accordance with the By-laws, provided that no by-law shall be in conflict with the Articles of Incorporation or the recorded Deed Restrictions.

ARTICLE XVI
AMENDMENTS TO DEED RESTRICTIONS

The Deed Restrictions affecting Green Valley Desert Meadows II, may be amended in accordance with the Deed Restrictions provided such amendment is approved by a two-thirds vote of those members voting at either a special or annual meeting, when notified in accordance with the By-laws.

ARTICLE XVII
QUORUM REQUIREMENTS AND PROXIES

The quorum required for any action of the corporation shall be composed of the members present at either the annual or a special meeting.

ARTICLE XVIII
STATUTORY AGENT

The firm of Fish, Briney, Duffield, Miller, Young & Adamson, Suite 101-65 South La Canada, Green Valley, Arizona is hereby appointed the lawful agent of this corporation. The Board of Directors of this corporation may revoke this appointment at any time and shall have full power to fill the vacancy in such position.

ARTICLE XIX
MERGER

The corporation may participate in mergers and consolidations with other non-profit corporations organized for similar purposes, subject to the approval of two-thirds vote of those members voting at either a special or annual meeting, when. notified in accordance with the By-laws.