

Governing Documents

The following documents have been transcribed from the official documents of The Villages of Green Valley, as they have been amended from time to time. While care has been taken to avoid errors in transcribing from the official documents, inadvertent errors may have occurred and not been detected. In the event of any differences between these documents and the official ones, the official documents on file with Pima County shall control.

**ARTICLES OF INCORPORATION
OF
THE VILLAGES OF GREEN VALLEY HOME OWNER'S
ASSOCIATION INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Arizona and for that purpose hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is **THE VILLAGES OF GREEN VALLEY HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE II
INCORPORATORS**

The names, residences and post office addresses of the incorporators are as follows:

Melvin Ritter
2540 East 22nd Street
Tucson, Arizona 85713

Harold M. Cole
2540 East 22nd Street Tucson , Arizona 85713

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS**

The principal place of transacting business of the corporation shall be Pima County, Arizona, but other offices may be maintained within or without the State of Arizona, at such places as the Board of Directors may designate where meetings of the Board and members of the corporation may be held, and all corporate business transacted.

**ARTICLE IV
PURPOSE AND POWERS**

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the general purposes for which it is formed are to provide for management and maintenance services for the members of the corporation and in furtherance thereof, the corporation shall have all the powers granted by the Master Declaration of Covenants, Conditions and Restrictions of The Villages of Green Valley, hereinafter referred to as the "Declaration" recorded in Book 5686 at pages 754 through 816, in the office of the Recorder of Pima County, State of Arizona, on January 5, 1978, and the By-laws of the corporation, including:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and 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, all charges or assessments pursuant to the terms of the Declaration; to pay 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;
- (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 assets of two-thirds (2/3) of each class of members, 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 two-thirds (2/3) of Each class of members.

ARTICLE V **AUTHORIZED STOCK**

This shall be a non-stock corporation. Membership in this corporation shall be evidenced by a Certificate of Membership in the form and context established by the Declaration and the By-laws of this corporation and the membership fee assessment shall be such amount or amounts as shall be established by the Board of Directors in accordance with such Declaration and By-laws. No part of net income of this corporation shall inure to the benefit of any member, and no member, officer or employee of the corporation shall receive any pecuniary profits of any kind there from except reasonable compensation for services rendered in effecting one or more of its purposes, and no dividend or pecuniary profits shall be declared or paid to any member of the corporation.

ARTICLE VI **MEMBERSHIP**

Members of this corporation shall be limited to and consist only of owners of lots and/or single-family residences within the boundaries of The Villages of Green Valley, Pima County, Arizona. The corporation shall upon incorporation issue membership certificates to the owners of lots and/or single-family residences in The Villages of Green Valley in the manner specified in the Declaration and the By-laws of the corporation. In the event a lot and/or single family residence is owned by two or more persons, a single certificate of membership shall be issued in the names of all of the said owners and said owners shall designate to the corporation, in writing, one of their members who shall have the power to vote the said certificate at any annual or special meeting of members. Certificates shall not be transferred or alienated in any way, except upon the sale of a lot and/or single-family residence

by the member or members holding said certificate, and then only to the purchaser of said member's lot and/or single family residence. The Board of Directors of the corporation shall provide in the By-laws of the corporation for the manner of making application for membership and transferring of said membership. Any owner in default in payments for the purchase of a lot and/or single-family residence in The Villages of Green Valley or in default in payment of any assessment provided to be paid shall have no right to vote at any meeting of the members of the corporation.

ARTICLE VII
VOTING

The association shall have two (2) classes of voting membership, votes of either of which class may be cast by proxy.

Class A: Class A members shall be the Owners with the exception of the Declarant (CRA Development Co., Inc.) and shall be entitled to one (1) vote for each lot and/or single family residence owned. When more than one (1) person holds an interest in any lot and/or single family residence, all such persons shall be members. The vote of such lot and/or single family residence shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot and/or single family residence.

Class B: The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each lot and/or single family residence owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) Ten years from the date of the first recorded sale to an owner of a detached single-family residence or townhouse in the Villages of Green Valley.

ARTICLE VIII
DURATION

The commencement of this corporation shall be the date of filing by the Arizona Corporation Commission with the privilege of perpetual succession as provided by law.

ARTICLE IX
DIRECTORS AND OFFICERS

The affairs of this corporation shall be conducted by a Board of Directors, who must be homeowners of record in good standing¹, comprised of not less than three (3) nor more than nine (9) directors, to be elected initially by the incorporators and thereafter by the members of the corporation at the annual meeting of the corporation to be held on the third Monday in January of each year, commencing with the year 1978, and on the same day of each and every year thereafter.

The following have been duly elected as Directors at a meeting of the incorporators on January 9, 1978, at 2540 East 22nd Street, Tucson, Arizona, 85713 and shall serve until their successors are elected and qualify:

Melvin Ritter
2540 East 22nd Street, Tucson, Arizona 85713

Harold M. Cole
2540 East 22nd Street, Tucson, Arizona 85713

Andrew B. Kelly
307 North Ridge Drive
Tucson, Arizona 85716

J. David Harden, Jr.
436 North Dodge, Tucson , Arizona 85716

The number of directors shall be fixed by the By-laws of the corporation. If at any time, by amendment to the By-laws of the corporation the number of directors increases, then the directors holding office at the time of such increase shall elect directors to fill the office created by such increase, who shall serve until the next annual meeting of the members of the corporation and until their successors are elected and qualify. The date of the annual meetings of this corporation may be changed in accordance with the provisions of the By-laws of this corporation. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may determine from time to time, who shall be elected by the Board of Directors immediately after the annual meeting of the members of the corporation. Any office may be combined with any other office, except the office of President and Secretary.

ARTICLE X
DEBT LIMITATION

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may at any time subject itself shall be determined by the Board of Directors, but in no event shall exceed Two Million (\$2,000,000.00) dollars.

ARTICLE XI
ASSESSMENTS

Members of this corporation shall be required to pay such reasonable fees, assessments or dues monthly, or at such other stated times as may be determined and required by the Board of Directors of the corporation acting pursuant to the Declaration and By-laws of the corporation.

ARTICLE XII
PRIVATE PROPERTY EXEMPTION

The private property of each and every member, officer and director, real and personal, tangible and intangible, now owned or hereafter acquired by such member, officer or director is and shall be forever exempt from all debts of the corporation,

and no property of any kind whatsoever of any member, officer or director of this corporation, shall be subject at any time to any corporate debt whatsoever.

**ARTICLE XIII
STATUTORY AGENT**

MMGM Services, L.L.C., 4578 N. First Ave, Suite 160, Tucson AZ 85718², is hereby appointed the lawful agent of this corporation, for and on behalf of this corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes of action, suit or proceeding that may be brought against this corporation in any of the courts of the State of Arizona, and for all purposes required by law. The Board of Directors of the corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

**ARTICLE XIV
AMENDMENT**

At any annual or special meeting of the members of the corporation these Articles of Incorporation may be amended in any of the foregoing particulars by the affirmative vote of the then members of not less than sixty seven (67%) percent of the total number of lots³ and/or single-family residences covered by the Master Declaration upon notice given, as required by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of January, 1978.

/s/ Melvin Ritter

/s/ Harold M. Cole

STATE OF ARIZONA County of Pima

The foregoing instrument was acknowledged before me, the undersigned authority, by **Melvin Ritter and Harold M. Cole.**

/s/

Notary Public

¹ Per second amendment dated 24 March 1995

² Amended by Statement of Change of Statutory Agent filed with the Arizona Corporation Commission, Nov 30, 2010

³ Per first amendment dated 19 April 1989