

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CASA PALOMA I HOMEOWNERS, INC.

Pursuant to the provisions of Section 10-1034, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Article of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CASA PALOMA I HOMEOWNERS, INC.

SECOND: The document attached hereto as Exhibit A sets forth the amendment to the Articles of Incorporation which was adopted by resolution of the Board of Directors of the corporation on April 17, 1989, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of members of the corporation on June 13, 1989, in the manner prescribed by the Arizona Nonprofit Corporation Act.

Dated: June 13, 1989.

CASA PALOMA I HOMEOWNERS, INC.

By [Signature]
Rolland A. Alterman, President

[Signature]
Dorothy Stevens, Secretary

STATE OF ARIZONA)
) SS
COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 13 day of June, 1989, by Rolland A. Alterman and Dorothy Stevens, President and Secretary respectively, of CASA PALOMA I HOMEOWNERS, INC., an Arizona corporation, on behalf of said corporation.

[Signature]
Notary Public

My Commission expires:

March 17, 1992

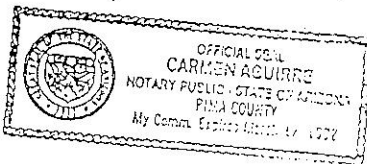


EXHIBIT A

ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CASA PALOMA I HOMEOWNERS, INC.

1. ARTICLE XII is amended to read as follows:

ARTICLE XII

LIABILITY OF MEMBERS AND DIRECTORS

Section 1: The private property of 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.

Section 2: The personal liability of the directors to the corporation or its members for monetary damages for breach of fiduciary duty as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provision in these Articles shall eliminate or limit the liability of a director for any of the following:

(a) Any breach of the director's duty of loyalty to the corporation or its members.

(b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.

(c) A violation of A.R.S. Sec. 10-1026 (shares of stock and dividends prohibited).

(d) Any transaction from which the director derived an improper personal benefit.

(e) A violation of A.R.S. Sec. 10-1097 (director conflicts of interest).

For purposes of this provision, "Director" shall include trustees or persons who serve on a board or council of the corporation in an advisory capacity.

NONPROFIT AMENDMENT

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

CASA PALOMA I HOMEOWNERS, INC.

AZ. CORP. COMMISSION
FOR THE STATE OF AZ
FILED

APR 2 9 46 AM '82

APPR

DATE APR 2 1982

TERM

DATE 1/4/82

TIME 9:46

Pursuant to the provisions of Section 10-1034, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CASA PALOMA I HOMEOWNERS, INC.

SECOND: The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted by resolution of the Board of Directors of the corporation on December 19, 1981, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of members of the corporation on January 19, 1982, in the manner prescribed by the Arizona Nonprofit Corporation Act.

Dated: March 22, 1982.

CASA PALOMA I HOMEOWNERS, INC.

BY Charles J. Webb
Charles J. Webb, President

Marie Walbrecht
Marie Walbrecht, Secretary

STATE OF ARIZONA }
COUNTY OF PIMA } SS

The foregoing instrument was acknowledged before me this 22 day of March, 1982, by Charles J. Webb and Marie Walbrecht, President and Secretary respectively, of CASA PALOMA I HOMEOWNERS, INC., an Arizona corporation, on behalf of said corporation.

Scott J. Arnold
Notary Public

My Commission expires:
My Commission Expires December 13, 1982

EXHIBIT A
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CASA PALOMA I HOMEOWNERS, INC.

1. ARTICLE III is amended to read as follows:

ARTICLE III

The principal place of business of the corporation shall be the office or home of the Registered Agent.

2. ARTICLES XI, XIV, XV, XVI, and XIX, are amended to read as follows:

ARTICLES XI, XIV, XV, XVI, XIX

.....a majority vote of the members of the corporation who exercise their right to vote...

3. ARTICLE XVIII is amended to read as follows:

ARTICLE XVIII

Stanley Y. Felker, 237 Calle del Diablo, 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. Stanley Y. Felker has been a resident of Arizona for three years.

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, DONALD E. VANCE, Executive SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the Articles of Incorporation

of

CASA PALOMA I HOMEOWNERS, INC.

which were filed in the office of the Arizona Corporation Commission on the 15th day of December, 1976, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL IN THE CITY OF PHOENIX, THIS 16th DAY OF December, 1976.

BY

Donald E. Vance
Engelwood

SECRETARY

ASSISTANT SECRETARY

BOOK 5447 PAGE 624



ARTICLES OF INCORPORATION
OF
CASA PALOMA I HOMEOWNERS, 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:

- Berthold M. Fischer, 348 Avenida de Lumbre, Green Valley, Arizona
- William B. King, 421 W. Calle de Oro, Green Valley, Arizona
- Nelly M. Lewis, 404 N. Calle de Lumbre, Green Valley, Arizona
- Harold R. Reid, 449 N. Calle del Diablo, Green Valley, Arizona
- Anthony Saelli, 372 W. Calle de la Amistad, Green Valley, Arizona
- Nat R. Winslow, 394 W. Calle de las Flores, Green Valley, Arizona

ARTICLE II
NAME

The name of the corporation shall be:

Casa Paloma I Homeowners, Inc.

ARTICLE III
PLACE OF BUSINESS

The principal place of business of the corporation shall be c/o Royal and Murray, 115 W. Esperanza, Green Valley, Arizona.

ARTICLE IV
TIME OF COMMENCEMENT

The time of commencement of this corporation shall be the date on which the Articles of Incorporation were filed with the Arizona Corporation Commission.

ARTICLE V
OBJECTS OF CORPORATION

SECTION 1: The object of the corporation is to give effect to any valid conditions, covenants and restrictions of record affecting that certain subdivision in Pima County, Arizona, designated Green Valley Townhouse III, Lots 1 thru 256, inclusive, and Lot 258, also known as Casa Paloma I, and to perform the functions, the duties, and exercise the powers of the property owners' association as described in the recorded Declaration of Establishment of Conditions, Covenants 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 all powers which may reasonably be implied from the above language.

SECTION 2: The corporation may, insofar as permitted by law, establish, amend and enforce such regulations as may be necessary to promote the objects for which this corporation is organized, provided that such regulation may not abrogate any condition, covenant or restriction imposed on any property by Deed Restrictions of record.

ARTICLE VI
MEETINGS

SECTION 1: The annual meeting shall be held on the third Tuesday in January.

SECTION 2: Special meetings shall be held upon the 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 the annual meeting and of a special meeting shall be by the mailing of a notice to each member at the last address reported by the member to the Secretary. The notice shall be mailed at least 15 days prior to the meeting, and shall set forth the general nature of the business to be conducted.

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 for 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 Townhouse III, Lot^s 1 thru 256, inclusive, 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 person 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 is automatically suspended when any assessment is delinquent for more than thirty days. However, upon payment of such assessment, together with reasonable costs of collection, interest and attorneys fees either assessed by the Board of Directors or imposed by the Court, the delinquent member 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 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 shall, until the next annual meeting, be filled by a majority vote of the remaining members of the Board.

SECTION 2: The following persons were elected members of the Board of Directors at a meeting held on November 20, 1976 at Green Valley, Arizona:

Arthur C. Mains, 150 N. Camino Del Varonil, Green Valley, AZ 85614
Marie Walbrecht, 248 N. Calle del Santo, Green Valley, Az 85614
Nat Winslow, 394 W. Calle de las Flores, Green Valley, AZ 85614
Steve Y. Felker, 237 N. Calle del Diablo, Green Valley, AZ 85614
Frank Kislin, 160 N. Camino Del Varonil, Green Valley, AZ 85614
Milton Waltensperger, 201 N. Camino del Varonil, Green Valley, AZ 85614
Dean Bogan. 382 W. Calle de Las Flores, Green Valley, AZ 85614
Philip H. Landrey, 343 W. Camino del Sonador, Green Valley, Az 85614
Berthold M. Fischer, 348 Avenida de Lumbre, Green Valley AZ 85614

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 the Board of 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 majority vote at either a special or annual meeting.

ARTICLE XI
LIABILITY OF CORPORATION

The maximum amount of liability, direct or contingent, to which the corporation may be subject shall be Two Thousand Five Hundred Dollars, unless said maximum amount is changed by a majority vote of the entire membership at either a special or annual meeting. *Amended 2. 1982*

ARTICLE XII
LIABILITY OF MEMBERS

~~The private property of 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.~~ *Amended 1989*

ARTICLE XIII
ORGANIZED NOT FOR PROFIT

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

ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION

*Amendment
in 1982*

The Articles of Incorporation may be amended by a majority vote of the entire membership of the corporation at either a special or annual meeting provided that no amendment shall be in conflict with the recorded Deed Restrictions.

ARTICLE XV
AMENDMENT OF BY-LAWS

*Amended
1982*

The By-Laws may be amended by a majority vote at either a special or annual meeting provided that no by-law shall be in conflict with the Articles of Incorporation or the recorded Deed Restrictions.

ARTICLE XVI
AMENDMENT OF DEED RESTRICTIONS

The Deed Restrictions affecting Green Valley Townhouses III, Lots 1 thru 256, inclusive, and Lot 258, may be amended in accordance with the recorded Deed Restrictions provided such amendment is approved by a majority vote of the entire membership of the corporation at either a special or annual meeting.

*amended
1982*

ARTICLE XVII
QUORUM REQUIREMENTS AND PROXIES

The quorum required for any action of the corporation at either the annual or a special meeting shall be the members present, in person or by proxy, unless otherwise specified. Proxy votes shall be legal for all business of the corporation.

ARTICLE XVIII
REGISTERED AGENT

Robert Royal, 705 Lawyers Title Building, Tucson, 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. Robert Royal has been a resident of Arizona for three years. *Amended 1982*

ARTICLE XIX
MERGER

The corporation may participate in mergers and consolidations with other non-profit corporations organized

for similar purposes, provided such merger is approved by a ^{amended} majority vote of the entire membership of the corporation at either a special or annual meeting. 1982

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 13th day of December, 1976.

Berthold M. Fischer

William B. King

Nelly M. Lewis

Harold R. Reid

Anthony Saelli

Nat R. Winslow

STATE OF ARIZONA)
COUNTY OF PIMA)^{SS}

This instrument was acknowledged before me this 13th day of December, 1976, by Berthold M. Fischer, William B. King, Nelly M. Lewis, Harold R. Reid, Anthony Saelli, and Nat R. Winslow.

Robert Royal
Notary Public

My Commission Expires:
July 16, 1977

A. C. C. - INCORPORATING DIV.
RECEIVED - T
DEC 15 1976
DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING.

A. C. C. - INCORPORATING DIV.
FILED - T
DEC 15 1976
WVW

500104-T

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION - T
FILED

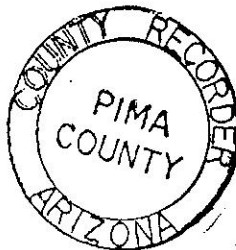
DEC 15 1976

At 1:00 P.M. at request of
Robert Royal, Esq.
Address Tucson, Arizona 85701
By: Rouben M. Payne
EVO J. DeCONCINI, ASSISTANT EXECUTIVE SECRETARY.

705 Lawyers Title Bldg.

R/52425

6145



INDEXED	COPIES	BLOTTED
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State of Arizona } ss
County of Pima }

I hereby certify that the within instrument was filed for record as request

Of Royal + Murray

Date JAN 21 '77 - 4:30 PM

Book 5447 Page 624-631

Witness my hand and Official Seal

day and year above written

IDA MAE SMYTH County Recorder

By Ida Mae Smyth
Deputy

BOOK 5447 PAGE 631



AZ CORPORATION COMMISSION
FILED

APR 07 2011

NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT
Pursuant to A.R.S. §10-11006

FILE NO. -0500104-4

1. The name of the corporation is:
CASA PALOMA I HOMEOWNERS, INC.
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. The amendment was adopted the 15 day of FEBRUARY, 2011.
4. The amendment was duly adopted by act of (choose one):
 the members
 the board of directors (without member action and either member action was not required or members are not entitled to vote).
5. and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

Dated as of this 5 day of APRIL, 2011.

Signature: Jerry Ferris
(Pursuant to ARS §10-3120 (F)(G) the Articles of Amendment must be executed by an officer of the corporation or the Chairman of the Board of Directors).

Title: PRESIDENT

AZ CORPORATION COMMISSION FILED Name: JERRY FERRIS

AUG 02 2011

FILE NO. -0500104-4

AZ CORPORATION COMMISSION
FILED

JUN 15 2011

FILE NO. 05001044

EXHIBIT A

Changes to Articles of Incorporation

Current:

Article VI Meetings

Section 3: Notice of the annual meeting shall be by mailing of a notice to each member at the last address reported by the member to the Secretary. The notice shall be mailed at least 15 days prior to the meeting, and shall set forth the general nature of the business to be conducted.

Revised 2007

Proposed change:

Section 3: Notice of the annual meeting shall be ~~mailed or hand delivered~~ to each member at the last address reported by the member to the Secretary. The notice shall be mailed or hand delivered at least 15 days prior to the meeting, and shall set forth the general nature of the business to be conducted.

Revised 2007, 2011

Rationale: Current Practices

Current:

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 majority vote at either a special or annual meeting.~~

Proposed change:

Article X Assessments

Members of the corporation shall pay an annual assessment as determined by the Board of Directors, unless said assessment is changed at a special meeting by a two-thirds of the votes cast or majority of the voting power whichever is less.

Rationale: All members must have opportunity to vote

Directors cannot impose a regular assessment that is more than twenty per cent greater than the preceding year's assessment without the approval of the majority of the voting power.

Current:

Article XI Liability of Corporation

The maximum amount of liability, direct or contingent, to which the corporation may be subject shall be Two Thousand Five Hundred Dollars, unless said maximum amount is changed by a majority vote of the members of the corporation who exercise their right to vote at either a special or annual meeting.

Revised 1982

Proposed Change:

Article XI Liability of Corporation

The maximum amount of liability, direct or contingent, to which the corporation may be subject shall be Two Thousand Five Hundred Dollars, unless said maximum amount is changed at either a special or annual meeting by a two-thirds of the votes cast or majority of the voting power whichever is less.

Revised 1982, 2011

Rationale: Legislative Change ARS10-11003

Current:

Article XIV Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by a majority vote of the members of the corporation who exercise their right to vote at either a special or annual meeting provided that no amendment shall be in conflict with the recorded Deed Restrictions.

Proposed Change:

Article XIV Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by a two-thirds of the votes cast or majority of the voting power whichever is less at either a special or annual meeting provided that no amendment shall be in conflict with the recorded Deed Restrictions.

Revised 2011

Rationale: Legislative Change ARS10-11003

Current:

Article XV Amendment of By-Laws

The By-Laws may be amended by a majority vote of the members of the corporation who exercise their right to vote at either a special or annual meeting provided that no by-law shall be in conflict with the Articles of Incorporation of the recorded Deed Restrictions.

Revised 1982

Proposed Change:

Article XV Amendment of By-Laws

The By-Laws may be amended by a two-thirds of the votes cast or majority of the voting power whichever is less at either a special or annual meeting provided that no by-law shall be in conflict with the Articles of Incorporation or the recorded Deed Restrictions.

Revised 1982, 2011

Rationale: Legislative Change ARS10-11003

Current:

Amendment of Deed Restrictions

The Deed Restrictions affecting Green Valley Townhouses III, Lots 1 thru 256, inclusive, and Lot 258, may be amended in accordance with the recorded Deed Restrictions provided such amendment is approved by a majority vote of the members of the corporation who exercise their right to vote at either a special or annual meeting.

Revised 1982

Proposed Change:

Amendment of Deed Restrictions

The Deed Restrictions affecting Green Valley Townhouses III, Lots 1 thru 256, inclusive, and Lot 258, may be amended in accordance with the recorded Deed Restrictions provided such amendment is approved by a two-thirds of the votes cast or majority of the voting power whichever is less at either a special or annual meeting.

Revised 1982, 2011

Rationale: Legislative Change ARS10-11003

Article XVII Quorum Requirements and Proxies

The quorum requires for any action of the corporation at either the annual or a special meeting shall be the members present, in person or proxy, unless otherwise specified. Proxy votes shall be legal for all business of the corporation.

Proposed Change:

Article XVII

Quorum Requirements

The presence in person or by absentee ballot of Members entitled to cast at least 10% of the Eligible Votes in the Association shall constitute a quorum at any meeting of the Members.

Revised 2011

Rationale: Legislative Change 33-1812 Proxy voting not permitted

Article XIX

Merger

The corporation may participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided such merger is approved by a majority vote of the members of the corporation who exercise their right to vote at either a special or annual meeting.

Revised 1982

Proposed Change:

Article XIX

Merger

The corporation may participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided such merger is approved by two-thirds of the votes cast or majority of the voting power whichever is less at either a special or annual meeting.

Revised 1982, 2011

Rationale: Legislative Change ARS10-11003