

JIM IRVIN
COMMISSIONER-CHAIRMAN

TONY WEST
COMMISSIONER

CARL J. KUNASEK
COMMISSIONER



ARIZONA CORPORATION COMMISSION

STUART R. BRACKNEY
ACTING EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

03-16-99

RE: THE VILLAGE GREENS HOMEOWNERS ASSOCIATION.

This letter concerns the document checked below which was filed on 03-16-99

- ARTICLES OF AMENDMENT
- ARTICLES OF RESTATEMENT
- ARTICLES OF MERGER
- APPLICATION FOR NEW AUTHORITY
- STATEMENT OF INTENT TO DISSOLVE

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in which you are doing business in Arizona for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing.

Sincerely

Mary Baines

Examiner

Corporations Division

(602) 542-3135

1-800-345-5819 (AZ only)

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B)
ANSWER "C"

Village Green Homeowners Association
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 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 restraint of 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 wherein 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, prior name(s) and aliases, if 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.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

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 aliases) 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. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31/99

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____ BY Donald L. Cleven

PRINT NAME _____ PRINT NAME Donald L. Cleven

TITLE _____ DATE _____ TITLE President DATE 5/12/99

DOMESTIC CORPORATIONS ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS. MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

ARTICLES OF INCORPORATION
OF
THE VILLAGE GREEN HOMEOWNER'S ASSOCIATION

The undersigned, all of whom are residents of Pima County, Arizona, and all of whom are of full age, have this day 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 THE VILLAGE GREEN HOMEOWNER'S ASSOCIATION, hereinafter called the "Association".

ARTICLE II

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

ARTICLE III

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

Stanley Abrams, 4540 Carco del Corazon, Tucson, Arizona
Melvin Ritter, 2345 E. Elm Street, Tucson, Arizona
J. William Mandelbaum, 10509 Tanque Verde Road,
Tucson, Arizona
Lawrence P. D'Antonio, 45 Calle Clara Vista, Tucson,
Arizona

ARTICLE IV

LAWRENCE P. D'ANTONIO, 600 Lawyers Title Building,
Tucson, Arizona, who has been a bona fide resident of the State

Recorded April 4, 1973
Book 4480, pp. 794-804

of Arizona for more than three (3) years last past, is hereby appointed the lawful or statutory agent of this corporation for and on behalf of said association, to accept and acknowledge service of all necessary processes and for all purposes required by law. The Board of Directors may, at their option, revoke such appointment and shall have the power to fill any such vacancy.

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

This association is organized pursuant to the general non-profit corporation laws of the State of Arizona and does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain tract of property described as:

VILLAGE GREEN - PHASE 1

All of that portion of the northwest quarter of Section 23 in T-14-S of R-15-E, G&SRB&M, Pima County, Arizona, more particularly described as follows, to-wit:

Beginning at the southeast corner of said northwest quarter of Section 23, said point being the true point of beginning, run thence S89°53'36"W along the south line of said northwest quarter of Section 23, a distance of 1314.03 feet to a point, Thence N0°09'37"W a distance of 698.77 feet to a point; Thence N89°53'08"E a distance of 415.00 feet to a point, Thence N0°09'37"W a distance of 132.00 feet to a point, Thence N61°04'22"E a distance of 80.60 feet to a point on a curve at which point the radius bears N53°49'00"E, Thence northwesterly along the arc of a 772.17 foot radius curve to the right a distance of 191.32 feet to a point

where the radius bears N68°00'48"E,
Thence S89°53'08"W a distance of 378.35 feet to a point,
Thence S0°09'37"E a distance of 337.79 feet to a point,
Thence S89°53'08"W a distance of 15.00 feet to a point,
Thence N0°09'37"W a distance of 625.00 feet to a point,
Thence S89°53'08"W a distance of 151.00 feet to a point,
Thence N0°06'52"W a distance of 132.00 feet to a point,
Thence N54°00'30"E a distance of 138.42 feet to a point,
Thence N71°24'38"E a distance of 183.98 feet to a point,
Thence S11°19'09"E a distance of 189.45 feet to a point,
Thence S32°13'33"E a distance of 49.48 feet to a point,
Thence N59°37'43"E a distance of 59.34 feet to a point,
Thence N89°50'23"E a distance of 147.89 feet to a point,
Thence S0°09'37"E a distance of 73.79 feet to a point
of curvature,
Thence southeasterly along the arc of a 712.17 foot radius
curve to the left a distance of 133.64 feet to a point
where the radius bears N79°05'17"E,
Thence N86°08'53"E a distance of 119.76 feet to a point,
Thence S0°09'37"E a distance of 257.21 feet to a point,
Thence N89°53'08"E a distance of 579.09 feet to a point,
Thence N0°09'37"W a distance of 446.47 feet to a point on
a curve where the radius bears S48°01'21"W,
Thence southeasterly along the arc of a 1380.67 foot radius
curve to the right a distance of 199.51 feet to a point of
tangency,
Thence S33°41'53"E a distance of 151.16 feet to a point,
Thence S0°08'22"E a distance of 1104.46 feet to the true
point of beginning.

Further described as VILLAGE GREEN, Lots 1 through 113,
Lots 112 and 113 being common area.

VILLAGE GREEN - PHASE 2

All of that portion of the northwest quarter of Section 23,
T-14-S, R-15-E, G&SRB&M, Pima County, Arizona more particularly
described as follows, to-wit:

Beginning at the southeast corner of said northwest quarter
of Section 23 run thence S89°53'36"W along the south line
of said northwest quarter of Section 23 a distance of 1314.03
feet to the southwest corner of the southeast quarter of the
northwest quarter of Section 23;
Thence N0°09'37"W along the west line of said southeast
quarter of the northwest quarter of Section 23 a distance
of 1323.77 to the southeast corner of the southeast quarter
of the northwest quarter of the northwest quarter of Section
23;
Thence S89°53'08"W along the south line of said southeast

quarter of the northwest quarter of the northwest quarter of Section 23 a distance of 151.00 feet to a point, said point being the true point of beginning;
Thence continue $S89^{\circ}53'08''W$ along the south line of said southeast quarter of the northwest quarter of the northwest quarter of Section 23 a distance of 506.26 feet to the southwest corner of said southeast quarter of the northwest quarter of the northwest quarter of Section 23,
Thence $N0^{\circ}10'14''W$ along the west line of said southeast quarter of the northwest quarter of the northwest quarter of Section 23 a distance of 661.84 feet to the northwest corner of said southeast quarter of the northwest quarter of the northwest quarter of Section 23;
Thence $N89^{\circ}52'55''E$ along the north line of said southeast quarter of the northwest quarter of the northwest quarter of Section 23 a distance of 657.38 feet to the southwest corner of the northwest quarter of the northeast quarter of the northwest quarter of Section 23;
Thence $N0^{\circ}09'37''W$ along the west line of said northwest quarter of the northeast quarter of the northwest quarter of Section 23 a distance of 430.96 feet to a point in the southwesterly right of way line of Old Spanish Trail, said Old Spanish Trail being on record in the Office of the County Recorder of Pima County, Arizona in Book 5 of Road Maps at Page 18 thereof;
Thence $S55^{\circ}02'11''E$ along the southwesterly right of way line of Old Spanish Trail a distance of 391.21 feet to a point of curvature;
Thence continue along the southwesterly right of way line of Old Spanish Trail southeasterly around a curve to the right whose radius is 1392.55 (1392.39 Record) a distance of 273.34 feet to a point of tangency;
Thence $S43^{\circ}47'24''E$ along said southwesterly right of way line a distance of 4.65 feet to a point;
Thence $S0^{\circ}09'37''E$ a distance of 811.74 feet to a point;
Thence $S86^{\circ}08'53''W$ along a northerly line of Village Green Lots 1 thru 113 a subdivision of record in the office of the County Recorder of Pima County, Arizona in Book 24 of Maps and Plats at Page 24 thereof a distance of 119.76 feet to a point in a curve of the easterly right of way line of Desert Vista Drive as shown on said map or plat of Village Green;
Thence northerly around said curve to the right whose radius is 712.17 a distance of 133.64 feet to a point of tangency;
Thence $N0^{\circ}09'37''W$ a distance of 73.79 feet to a point;
Thence $S89^{\circ}50'23''W$ a distance of 147.89 feet to a point;
Thence $S59^{\circ}37'43''W$ a distance of 59.34 feet to a point;
Thence $N32^{\circ}13'33''W$ a distance of 49.48 feet to a point;

Thence N11°19'09"W a distance of 189.45 feet to a point;
Thence S71°24'38"W a distance of 183.98 feet to a point;
Thence S54°00'30"W a distance of 138.42 feet to a point;
Thence S0°06'52"E a distance of 132.00 feet to a point;
said point being the true point of beginning, said Phase 2
containing 19.42 acres.

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 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
or to be recorded in the Office of the Pima County Recorder,
State of Arizona 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 expenses in con-
nection 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;

(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 assent 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 the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation or annexation shall have the assent by vote of two-thirds (2/3) of each class of members.

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Arizona by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII

The private property of each and every officer, director and member of this Association shall at all times be exempt from all debts and liabilities of this Association.

ARTICLE VIII

VOTING RIGHTS

The association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the declarant and shall be entitled to one vote for each lot owned. When more than one person holds an 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(s) shall be the declarant (as specified in the Declaration), and shall be entitled to three (3) votes for each lot 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 earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) January 1, 1975.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Nine (9) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. At the first annual meeting of the members held on Monday, November 27,

1972 at 9:00 a.m., Stanley Abrams, Melvin Ritter, J. William Mandelbaum and Lawrence P. D'Antonio were elected as directors for a term of one year and at the next annual meeting to be held on the first Monday in November, the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect three directors for a term of three years.

ARTICLE X

Any indebtedness, or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and approved by the Arizona Corporation Commission, to the extent required by the laws of the State of Arizona. The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed One Hundred Fifty (150%) percent of its income for the previous fiscal year, except that additional amounts may be authorized by an affirmative vote of two-thirds (2/3) of the membership of the Association.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3)

of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The time of commencement of this corporation shall be the date on which the Certificate of Incorporation is issued by the Arizona Corporation Commission, and it shall terminate twenty-five (25) years thereafter, unless renewed in the manner provided by law.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent of the entire membership.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of

additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

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 this 27th day of November, 1972.

STANLEY ABRAMS
Stanley Abrams

MELVIN RITTER
Melvin Ritter

J. WILLIAM MANDELBAUM
J. William Mandelbaum

LAWRENCE P. D'ANTONIO
Lawrence P. D'Antonio

STATE OF ARIZONA)
 : SS
COUNTY OF PIMA)

The foregoing Articles of Incorporation were acknowledged before me this 27th day of November, 1972, by STANLEY ABRAMS, MELVIN RITTER, J. WILLIAM MANDELBAUM and LAWRENCE P. D'ANTONIO.

TRUDY MATOLES
Notary Public

My Commission Expires:

3-7-76