

AUG 06 2014

FILE NO. -0063214-0

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:
RESORT PARK ASSOCIATION, INC.

2. **A.C.C. FILE NUMBER:** 0063214-0

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: 7-18-14

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

Jerome A. Mosier

8/1/2014
Date (mm/dd/yyyy)

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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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
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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
RESORT PARK ASSOCIATION, INC.
an Arizona non-profit corporation**

In compliance with the requirements of § 10-2301, *et seq.*, Arizona Revised Statutes, as may time to time be amended, Resort Park Association, Inc., by and through its members, hereby adopts the following Amended and Restated Articles of Incorporation ("Articles"):

**ARTICLE I
NAME AND TERM**

The name of the corporation is Resort Park Association, Inc. ("Association"). The Association shall exist perpetually.

**ARTICLE II
DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for those terms in the Villa Monterey Units IV, V B Amended and IV D Declaration of Restrictions, recorded in the Official Records of Maricopa County, Arizona, at Recording Number 89-015726, and all amendments thereto ("Declaration"). In the case of any conflict between the Articles and the Declaration, the Declaration shall control. As used in these Articles of Incorporation, the term "Association Common Area" shall all real and personal property owned by the Association or placed under its jurisdiction, all property and improvements within the Property used in common by and for the benefit of the Owners of Lots, and any additions to any of the foregoing as may be brought within the jurisdiction of the Association pursuant to the Declaration.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Association shall be located 7667 E. Northland Drive, Scottsdale, AZ 85251, but other offices may be maintained within the State of Arizona at such places as the Board of Directors may designate, where meetings of members and directors may be held.

**ARTICLE IV
STATUTORY AGENT**

Curtis Ekmark, 6720 N. Scottsdale Road, Suite 261, Scottsdale, AZ 85253, has been a bona fide resident of the State of Arizona for more than three (3) years, is appointed and

designated as the Statutory Agent for the corporation for the State of Arizona, upon whom service of process may be made. This appointment may be revoked at any time by the Board of Directors of the Association by the filing of the appointment of another Statutory Agent.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The Association is not organized for the purpose of gaining pecuniary profit. The object and purpose for which this Association is organized is to provide for the ownership, management, maintenance, and care of the Association Common Area and for the administration of the affairs of the Association. In furtherance of, and in order to accomplish these objectives and purposes, the Association may enter into and carry out contracts and otherwise transact any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time, including the power to indemnify the directors, officers, members, employees, or agents of the Association in the manner specified in Arizona law. All business transacted by the Association shall be transacted in a way so as to further its tax-exempt status as an association under the Internal Revenue Code, if the Association so elects to be treated as a tax-exempt organization. The Association came into existence on the date of the filing of the Original Articles with the Arizona Corporation Commission.

The Association may borrow money and pledge its right to receive future assessments as collateral for such loan. The highest amount of indebtedness or liability to which the Association is at any time subject shall be \$250,000.00, unless a greater amount is approved by a majority of the Owners who are voting (in person or by absentee ballot) at a meeting called for such purpose.

ARTICLE VI
MEMBERSHIP

1. **Identity of Members.** The Association shall be a non-stock corporation. No dividends or pecuniary profits shall be paid at any time to its Members. Membership in the Association shall be limited to Owners of Lots within the Property. An Owner of a Lot shall automatically, upon becoming the Owner of such Lot, become a Member of the Association and shall remain a Member of the Association until the ownership ceases, for any reason, at which time the Owner's membership in the Association shall automatically cease.

2. **Transfer of Membership.** Membership in the Association shall be appurtenant to each Lot and a membership in the Association shall not be transferred, pledged, or alienated in any way, except: (i) upon the sale of a Lot, and then only to the purchasers; (ii) by intestate succession or testamentary disposition; (iii) foreclosure of mortgage (or similar security instrument) of record; or (iv) other legal process. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association.

ARTICLE VII
VOTING RIGHTS

1. Voting Rights. Members shall be all Owners of Lots. Each Member shall be entitled to one (1) vote for each Lot owned.
2. Cumulative Voting. There shall be no cumulative voting on any issue related to the administration or organization of the Association or its matters.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors of the Association and such officers and committees as the Board may elect and appoint. The Board shall be elected by the Members. All directors must be Members of the Association. The number of directors shall be as set forth in the Bylaws. The directors shall serve for terms as set forth in the Bylaws.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the affirmative written approval of Owners holding two-thirds ($\frac{2}{3}$) or more of the total number of votes in the Association. Upon dissolution of the Association, other than incidental 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, the assets shall be granted, conveyed, or assigned to any non-profit corporation, association, trust, or other organization to devoted to a similar purpose or purposes.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the approval of Members holding two-thirds of the votes cast, or a majority of the total votes in the Association, whichever is less.

The Vice President of the Association hereby certifies that these Amended and Restated Articles of Incorporation have been approved by the required percentage of the members.

Dated this 28 day of JULY, 2014

[Signature]
Vice President, Resort Park Association, Inc.
Jerome A. Mosier

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 28 day of July, 2014, before me personally appeared Jerome A Mosier whose identity was proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this document, and who acknowledged that he/she signed this document.

 [Signature]
Notary Public

My Commission Expires:
8.15.2016

CONSENT TO ACT AS STATUTORY AGENT

I, Curtis Ekmark, having been designated to act as Statutory Agent for Resort Park Association, Inc., an Arizona non-profit corporation, hereby consent to act in that capacity until removed, or my resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: July 30, 2014

[Signature]
Curtis Ekmark

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

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

RESORT PARK ASSOCIATION, INC.

2. **A.C.C. FILE NUMBER** (If already incorporated or registered in AZ): 0063214-0

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. **Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a _____ form C004.		

5. BANKRUPTCY QUESTION:

<p>5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p>5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of form C005.</p>		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an _____ form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Jerome A. Mosier

Name
4931 N 77TH PL

Address 1

Address 2

SCOTTSDALE AZ 85251


City State Zip

Country USA

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I intend to affix my electronic signature and (or through my physical signature appearing below) I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature


Printed Name
Jerome A. Mosier

Date
8/1/2014

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City State Zip

Country

SIGNATURE - see Instructions C003i:

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I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
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- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

<p>Filing Fee: None All fees are nonrefundable - see Instructions.</p>	<p>Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100</p>
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