

AZ CORPORATION COMMISSION
FILED

MAR 21 2012

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF

MAR 28 2012

0502597-1
FILE NO

GREEN VALLEY DESERT MEADOWS III, INC.

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FILE NO

1. Authority: Pursuant to Article XIV of the Articles of Incorporation for Green Valley Desert Meadows III, Inc. (hereafter "Association"), filed with the Arizona Corporation Commission on March 26, 1979, these Amended and Restated Articles of Incorporation were approved at a meeting of the members of the Association held on February 1, 2012 were approved by a majority of the members who voted in person or by absentee ballot at such meeting. These Amended and Restated Articles of Incorporation supercede, in their entirety, the Articles filed with the Arizona Corporation Commission on March 26, 1979, which, upon filing with the Arizona Corporation Commission go into full force and effect.
2. Name: The Association's name is Green Valley Desert Meadows III, Inc. The physical address for the Association is 2060 S. San Ray., Green Valley, AZ 85614. The mailing address is P.O. Box 271, Green Valley, AZ 85622. The principal place of business for the Association is Pima County, Arizona.
3. Duration of Association: The duration of this Corporation is perpetual.
4. Purpose of Association: The purpose for which this Association is organized is to carry on any or all lawful activities for which owner's associations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association does not contemplate pecuniary gain or profits to the members. No profits or dividends will ever be declared by the Association.
5. Specific Purposes: The Association intends to enforce the terms and conditions of the Declaration of Establishment of Conditions and Restrictions for Green Valley Desert Meadows III (Revised 2006), applicable to Lots 1 through 223, according to the plat for Green Valley Desert Meadows No. 3, recorded in Book 25 of Maps and Plats and Page 73, which were recorded in the Office of the Pima County Recorder on March 3, 2007 in Docket 13002 at Page 7, et. seq. The Association intends to perform all of the duties and obligations of the Association as that term is used in the Declaration, as amended from time to time, for the mutual benefit of the owners and residents and the preservation of their respective Lot's value.
6. Membership: Every Owner of a Lot automatically becomes a Member of the Association at the time that a deed to the Lot is recorded. Such Lot Owners will remain Members for so long as such ownership continues.
7. Voting: Each Owner of a Lot, provided that the Owner is in good standing, which means that he/she is current in the payment of his/her assessments and/or in compliance with the Governing Documents for the Association, is entitled to one vote on all matters coming for a vote, with one vote per Lot, irrespective of the number of Owners of such Lot.
8. Initial Statutory Agent: The name and address of the statutory agent is Tanis

A. Duncan, whose address is 548 E. Speedway Blvd., Tucson, AZ 85705 and who has been a resident of Arizona for more than three years.

9. Indemnification of Directors: The Directors will be indemnified by the Association to the fullest extent permitted by law.
10. Amendment: These Articles may be amended with the approval of a majority of the Owners voting in person or by absentee ballot at any meeting of the members of the Association at which a quorum is present.
11. Board of Directors: The Board of Directors of the Association at the time of the adoption of these Amended and Restated Articles of Incorporation consists of from three to nine directors, who are elected for staggered terms of three years in accordance with the procedures set forth in the Bylaws. The following persons are the officers of the Corporation and are authorized to sign and file this Amended and Restated Articles of Incorporation on behalf of the members.

Catherine Tewksbury, President
2060 S. San Ray
Green Valley, AZ 85614

Shirley Girod, Secretary
2000 S. San Vincent Drive
Green Valley, Arizona 85614

Duane Huckleberry, Vice President
153 E. Santa Chalice
Green Valley, Arizona 85614

Mary Wood, Treasurer
1946 S. Abrego Drive
Green Valley, Arizona 85614

12. Dissolution: The Association can be dissolved in accordance with the procedures set forth in the Arizona Nonprofit Corporation Act. Upon dissolution of the Association, the assets of the Association will be dedicated to a public body or conveyed to a nonprofit organization having a similar purpose as the Association.

DATED: February 1, 2012.

By: Catherine Tewksbury
Catherine Tewksbury, President

Attest:

Shirley Girod
Shirley Girod, Secretary

CONSENT TO SERVE AS STATUTORY AGENT

I consent to serve as statutory agent for the above Association until resignation or replacement as provided by Arizona law.

Tanis A. Duncan
Tanis A. Duncan

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Green Valley Desert Meadows III, Inc.
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
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 execution of this Certificate?
 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 execution of this Certificate?
 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 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?

Yes _____ No X

B. IF YES, 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. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) 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 in any jurisdiction on the bankruptcy or receivership of the other corporation?

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 other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(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, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Catherine A. Tewksbury

BY Shirley A. Girod

PRINT NAME Catherine A. Tewksbury

PRINT NAME SHIRLEY A. GIROD

TITLE President DATE 3-13-12

TITLE SECRETARY DATE 3-13-2012

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) 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 a SUPPLEMENTAL 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.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.