

Amended and Restated
ARTICLES OF INCORPORATION



Villas 46A
Homeowners Association

Rev 1 PENDING
Includes Amendment dated PAENDING

**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
SUN LAKES VILLAS ASSOCIATION NO. 46A, INC.**

Pursuant to the provisions of the Arizona Revised Statutes, the undersigned Corporation pursuant to the resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation

**ARTICLE I
NAME**

The name of the Corporation is Sun Lakes Villas Association No. 46A, Inc.

**ARTICLE II
DELINITION**

Except as otherwise provided in Article VII below, capitalized terms used in these Articles of Incorporation without definition shall have the meaning specified for such terms in the Amended and Restated Declaration of Annexation of Covenants, Conditions and Restrictions for Sun Lakes Unit No. 46A, recorded in the Official Records of Maricopa County, Arizona on October 22, 2002, as Document No. 2002-1095151.

**ARTICLE III
DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV
PURPOSE**

The object and purpose for which the Corporation is organized is to provide for management, maintenance and care of the Villas area, or of other property owned by the Corporation, and of property placed under the jurisdiction of the Corporation, and to perform all duties and exercise all rights imposed upon, granted to or permitted to the Corporation by these Articles of Incorporation or by Amended and Restated Villas Declaration, or any additional Declaration. Without limiting the generality of the foregoing, to the extent authorized by the Villas Board, but subject to any limitations set forth in the Amended and Restated Villas Declaration, the Corporation shall be empowered:

(a) to accept such properties, improvements, rights and interest as may be conveyed, leased, assigned, or transferred to the Corporation; to assume such obligations and duties as may be contained in any lease or transferred to the Corporation; to maintain, operate and otherwise manage all buildings, structures, improvements, landscaping, walks, driveways, common elements, Villa areas and facilities now or hereafter constructed on the Villas Areas; to pay all taxes and assessments that

may be levied against Villas Areas; to repair, rehabilitate and restore all buildings, structures and improvements on the Villas Areas; to insure the Villas Areas, and buildings and structures thereon against such risks as the Board shall determine; to levy assessments for maintenance, operating charges and other matters as the Villas Boars shall determine in accordance with the Amended and Restated Villas Declaration, the Master Declaration, any Tract Declaration, any additional Declaration, these Articles of Incorporation, and the Villas Bylaws, and enforce the collection of such assessments; to impose liens against Villas Lots to secure the payment of obligations due from the Owners thereof, and to collect, sue, foreclose or otherwise enforce, compromise, release, satisfy and discharge such demands and liens in accordance with the Amended and Restated Villas Declaration and any Additional Declaration; to pay all maintenance, operating and other costs and to perform all acts which in the sole discretion of the Villas Board shall be deemed to be in the best interests of the members of the Corporation or the peace, comfort, safety or general welfare of the Corporation; to enter into use agreements and or reciprocal use agreements with respect to all or any portion of the Villas Areas or any facilities thereon; to make and amend rules and regulations respecting the Villas Areas and the Corporation; and to do all things necessary or appropriate to carry out and to enforce the terms and provisions of the Amended and Restated Villas Declaration, and any Additional Declaration.

(b) To purchase, acquire, lease, own, improve, develop, maintain, operate and hold real and personal property of every kind and description exclusive to the Villas Areas, and to lease, mortgage, assign, pledge, sell, transfer, encumber, hypothecate or otherwise deal with such property.

(c) To enter into, perform and carry out leases and contracts of any kind necessary or incidental to, or in connection with, the accomplishment of any one or more of the objects and purposes of the Corporation.

(d) To invest the Corporation's capital and reserves with security.

(e) To act as surety or guarantor, agent, trustee, broker or in other capacity when appropriate for the fulfillment or the furtherance of the Corporation's objects and purposes as reasonably determined by the Villas Board.

(f) To procure such types and kinds of insurance as shall be required by the Amended and Restated Declaration or deemed by the Villas Board to be in the best interests of the Corporation.

(g) in general, to do and perform such acts and to transact such business in connection with the foregoing objects and purposes as may be necessary, required or appropriate; and

(h) To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona.

ARTICLE V CHARACTER OF AFFAIRS

The character of affairs that the Corporation initially intends actually to conduct in Arizona is the fulfillment of all of the Corporation's duties and responsibilities and the exercise of all the Corporation's rights, powers and prerogatives under the Amended and Restated Villas Declaration.

ARTICLE VI MEMBERSHIP, VOTING RIGHTS

As provided in the Amended and Restated Villas Declaration, each Owner shall be a member of the Corporation. Each Owner shall have one membership for each Lot owned by the Owner. A membership in the Corporation shall not be transferred, pledged, or alienated in any way, except upon transfer of the Villas Lot to which it appertains, to a new Owner. A membership shall automatically be transferred to the new Owner upon the transfer of the Villas Lot to which the membership appertains (and then only to such transferee), whether the Villas Lot is transferred by sale, intestate succession, testamentary disposition, foreclosure of a lien or other legal process.

The voting rights of the Owners shall be as follows: Each membership shall be entitled one vote. In the event that more than one person or entity constitutes the Owner of a Lot, all such persons and/or entities shall be deemed to be members of the Corporation, but they collectively shall hold only a single membership. The voting for such Villas Lot shall be as they determine among themselves, but in no event shall the vote be split or more than one vote cast with respect to any such membership. If such persons and/or entities are unable to agree on how their single vote is to be cast, their vote shall not be counted.

The Corporation is not organized for the purpose of gaining pecuniary profit and shall not have to issue shares of stock. No dividend may be paid and no part of the income or profit of the Corporation may be distributed to its members, directors or officers in violation of Arizona nonprofit corporation law. No part of the net earnings shall inure to the benefit of any member or individual, other than by the Corporation acquiring, constructing or providing management, maintenance and care of Corporation property and other than by any rebate of excess membership dues, fees and assessments.

ARTICLE VII STATUTORY AGENT

Carpenter Hazlewood, PLC, an Arizona corporation, whose address is 1400 E. Southern Avenue, Suite 405, Tempe, AZ 85282, is hereby appointed statutory agent for the Corporation.

ARTICLE VIII BOARD OF DIRECTORS AND OFFICERS

The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Villas Board. The number of directors, who shall serve without compensation, shall not exceed five (5). The number of directors who shall serve without compensation, shall never be less than three (3) nor more than five (5). Each director shall be a member or spouse of a member of the Corporation. If a director shall cease to meet such qualifications during his/her term, he/she will thereupon cease to be a director and his/her place on the board shall be deemed vacant. A director shall serve his term until he/she resigns or is removed and his/her successor is elected and qualified. All directors shall serve **two-year terms** commencing with the elections of directors in the year of 2005.

The Villas Board shall have the power to adopt and amend Villas Bylaws. The Villas Bylaws shall prescribe, among other things, the date of the Annual Meeting of the members of the Corporation.

Unless otherwise required by these Articles, the Amended and Restated Villas Declaration, or by applicable law, the acts of a majority of directors present at a meeting at which a quorum is present shall constitute an act of the Villas Board.

The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Villas Board may desire. All officers of the Corporation shall be elected by the Villas Board. The officers of the Corporation shall have those powers, duties and responsibilities provided in the Villas Bylaws.

ARTICLE IX INCORPORATORS

The names and addresses of the Incorporators are:

Michael Osborn
9532 East Riggs Road
Sun Lakes, AZ 85248

Steven Millstein
9532 East Riggs Road
Sun Lakes, AZ 85248

ARTICLE X PRIVATE PROPERTY

The members, directors and officers of the Corporation shall not be individually or personally liable for the debts or other liabilities of the Corporation and the private property of the members, directors and officers of the Corporation shall be forever exempt from corporate debts and liabilities of every kind whatsoever.

ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify each of its committee members, directors and officers, and former committee members, directors and officers, against expenses incurred by them, including legal fees incurred by, and judgments and penalties rendered or levied against, each such person in any legal actions brought against each such person for acts or omissions alleged to have been committed by such person while acting within the scope of such person's authority as a committee member, director or officer of this Corporation, or exercising the powers of the Villas Board.

ARTICLE XII
LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director; provided, however that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any violation of Arizona Revised Statutes Section 10-1026 or successors statutes thereto; (d) any transaction from which the director derived an improper personal benefit; or (e) any violation of Arizona Revised Statutes Section 10-1097, or successor statutes thereto.

ARTICLE XIII
KNOWN PLACE OF BUSINESS

The known place of business of the Corporation shall be located at 24218 South Oakwood Blvd., Sun Lakes, AZ 85248. The Corporation may establish such offices, both within and outside the State of Arizona, as the Villas Board may from time to time designate.

ARTICLE XIV
AMENDMENTS

These Articles of Incorporation may be amended at a lawfully held meeting of the members of the Corporation by the affirmative vote of a majority of the votes held by those members present, whether in person or by valid proxy, after the Villas Board has first adopted a resolution setting forth the proposed amendment and directed that it be submitted to vote by the members; provided, however, that these Articles of Incorporation shall not be amended to contain any provision which would be contrary to or inconsistent with the Amended and Restated Villas Declaration, the Master Declaration, or any Tract or Additional Declaration, and any provision or purported amendment to these Articles of Incorporation which is contrary to or inconsistent with the Amended and Restated Villas Declaration, the Master Declaration, or any Tract or Additional Declaration shall be void to the extent of such inconsistency.

ARTICLE XV
CONFLICTS

In the event of any inconsistency between the Amended and Restated Villas Declaration and these Restated Articles of Incorporation, the Amended and Restated Villas Declaration shall govern and control.

ARTICLE XVI
CERTIFICATE OF ADOPTION

The undersigned President and Secretary do hereby certify that the foregoing Restated Articles of Incorporation were approved by a lawfully held meeting held on December 18, 2007 by a majority vote of the members of the Sun Lakes Villas Association No. 46A, Inc. Board of Directors.

_____ V.H. Bob Cole, President

_____ Wanda Wilson, Secretary

In witness whereof the undersigned officers of Sun Lakes Villas Association No. 46A, Inc. have executed these restated Articles of Incorporation this 18th day of December 2007.

Sun Lakes Villas Association No. 46A, Inc.

_____ V.H. Bob Cole, President

_____ Wanda Wilson, Secretary