

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GREEN VALLEY RECREATION, INC.**

ARTICLE I

The name of the corporation shall be GREEN VALLEY RECREATION, INC.

ARTICLE II

The principal place of business shall be in Green Valley, Pima County, Arizona. The business address of the corporation is 1070 S. Calle de Las Casitas, Green Valley, Arizona, 85614.

ARTICLE III

The purposes for which this corporation is organized are the following:

A. GENERAL PURPOSE:

The mission of Green Valley Recreation, Inc. is to address the recreational needs of its members which best serve the overall good of the organization through the operation and maintenance of recreational and social facilities and the sponsorship of cultural and civic activities for its members and other persons and groups within the community of Green Valley. In aid of this purpose and to the extent consistent with its non-profit status, it shall have the power enumerated hereafter.

B. To solicit, collect, receive, administer and disburse funds in such manner, in the sole discretion of the Board of Directors subject to any limitations as may be set forth in the bylaws, as will most effectively further the general purpose as defined in paragraph A of this Article; to buy, sell, lease, mortgage, pledge, encumber, own, hold, exchange, improve, develop, subdivide, contract regarding and otherwise deal in all kinds of real and personal property, tangible and intangible, and interests therein and borrow and lend money for the purposes provided in paragraph A of this Article; to make contracts, incur liabilities, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its real property, personal property and income for the purposes provided in paragraph A of this Article; to enter into a partnership, joint venture, trust agreement or any other business arrangement for the purposes provided in paragraph A of this Article; to apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, sell or dispose of any license, franchise, permit, or certificate of convenience and necessity for the purposes provided in paragraph A of this Article; and to do each and everything necessary, suitable, useful or advisable in connection with any, or all of the objects hereinbefore and hereinafter set forth for the accomplishment of any one or more of said objects, or which, shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

**AZ CORPORATION COMMISSION
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ARTICLE IV

This corporation is not organized for profit and it shall not operate for profit, but is organized for and shall operate for the exclusive benefit of the tax exempt purpose hereinbefore described. Further, no part of its income or assets shall be distributed to or inure to its members, directors or officers; provided, however, it may make reimbursement to its members, directors, officers or employees for expenses incurred in attending to their authorized duties.

ARTICLE V

This corporation shall have members. Membership qualifications, election and terms of admission, fees, admissions, dues, expulsion and suspension of members, and the contracting, securing, paying and limiting the amount of corporate indebtedness shall be provided in the bylaws.

ARTICLE VI

The period of duration of the corporation shall be perpetual.

ARTICLE VII

A. The affairs of the corporation are to be conducted by the Board of Directors. The number of directors shall not be less than three, and the maximum number of directors, the manner of their election and the length of term in office shall be as set forth in the bylaws of the corporation.

B. The Annual Meeting of the corporation shall be held within 90 days after the end of the fiscal year.

ARTICLE VIII

LIMITATION ON DIRECTORS' LIABILITY

The personal liability of directors to the corporation for monetary damage for any action or failure to take an action as a director is eliminated except for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the corporation or the members.
- C. A violation of A.R.S. §10-3833 relating to unlawful distributions.
- D. An intentional violation of criminal law.

ARTICLE IX

Amendments to the Articles of Incorporation shall be made in the following manner:

(1) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the membership.

(2) Amendments shall be approved by the affirmative vote of members representing a majority of the total votes in the corporation or two-thirds (2/3) of those voting on the matter, whichever is less, or as may otherwise be required under A.R.S. §10-11003.

ARTICLE X

The name of the statutory agent shall be as filed with the Arizona Corporation Commission. The Board of Directors of the corporation may revoke the appointment of statutory agent at any time and shall have the power to fill any vacancy in such position pursuant to A.R.S. §10-3502. The current statutory agent for the corporation is:

Kent J. Blumenthal
1070 S. Calle de Las Casitas
Green Valley, AZ 85614

ARTICLE XI

The power to amend the bylaws shall be vested in the members and the procedure for amendment shall be provided in the bylaws.

ARTICLE XII DISSOLUTION

Dissolution of the corporation may be effected only by an affirmative vote of the majority of the membership pursuant to A.R.S. §10-11402.