

AZ CORPORATION COMMISSION
FILED

MAR 14 2018

FILE NO. 2269723-0

ARTICLES OF INCORPORATION

OF

THE GROVE AT VALENCIA COMMUNITY ASSOCIATION

1. Name. The name of this corporation (hereinafter "Association") is **THE GROVE AT VALENCIA COMMUNITY ASSOCIATION.**

2. Duration. The period of duration of the Association shall be perpetual.

3. Principal Place of Business. The principal office for the transaction of business of the Association is located at 3321 East Baseline Road, Gilbert, Arizona 85234 in Maricopa County, Arizona.

4. Statutory Agent. The name and address of the initial Statutory Agent for the Association are ZG Law Agent Services LLC, 2425 E. Camelback Road, Suite 600, Phoenix, Arizona 85016.

5. Nonprofit Corporation. This Association is organized as a nonprofit corporation under the laws of the State of Arizona.

6. Purpose and Powers. This Association does not contemplate the distribution of gains, profits or dividends to its Members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Common Area, Areas of Association Responsibility and all other areas for which the Association has such responsibility within the Community situated in Maricopa County, Arizona, which is more particularly described in that certain Declaration of Covenants, Conditions and Restrictions for The Grove at Valencia (the "Declaration") which will be recorded in the official records of the Maricopa County Recorder, as the same may be amended, and to perform the duties and exercise the rights of the Association under the Declaration and other Community Documents described therein.

In furtherance of said purposes, this Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Arizona Nonprofit Corporation Act (A.R.S. Section 10-3101 et seq.) by law may now or hereafter have or exercise, subject to the Community Documents.

7. Membership Voting Rights. There will be Members of the Association. The number and qualifications of Members of the Association, the different classes of Membership, if any, the property, voting and other rights and privileges of Members, their

liability for Assessments and the method of collection thereof shall be as set forth in the Declaration and the Bylaws.

8. Board of Directors. The affairs of this Association shall be managed by a Board of Directors (the exact number and qualifications of which shall be fixed by the Bylaws, or amendments thereof, duly adopted by the Members). The initial Board of Directors, the members of which shall serve until their successors are elected or appointed according to the Bylaws, are as follows:

Jeff Blandford
3321 East Baseline Road
Gilbert, Arizona 85234

Lori Anderson
3321 East Baseline Road
Gilbert, Arizona 85234

Sheri Villa
3321 East Baseline Road
Gilbert, Arizona 85234

Paul Dugas
3321 East Baseline Road
Gilbert, Arizona 85234

9. Elimination of Director Liability. As set forth in the Arizona Nonprofit Corporation Act, each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if said Director was acting in compliance with A.R.S. 10-3830. The Directors shall have the full benefits and immunities created by or available under the provisions of A.R.S. 10-3830 and 10-3850 through 3858, as the same may be expanded or modified in the future.

10. Dissolution. The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-thirds (2/3) of the authorized votes in each class of Membership. In the event of dissolution, liquidation or winding up of the Association (other than incident to a merger or consolidation), the Association shall pay or adequately provide for the debts and obligations of the Association and otherwise comply with the Arizona Nonprofit Corporation Act. The Directors or Persons in charge of the liquidation shall dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which this Association was created or if such dedication is refused acceptance then such assets may be granted, transferred or conveyed to any nonprofit corporation, association, trust or other organization devoted to similar purposes. If such actions are not feasible, said Directors or other Persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights therein as set forth in the Declaration, except as otherwise required by law.

11. Amendments. These Articles may be amended by the vote or written assent of Members representing sixty-seven percent (67%) of the total allocated votes in the Association; provided, however, that the Declarant, so long as the Declarant is a Member of the Association, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local governmental agency and/or private agency whose approval of the Community or the Community Documents is


required by law or requested by the Declarant or the Association in connection with financing for Lots or Dwelling Units. So long as the Declarant is a Member of the Association, any amendment to these Articles must be approved in writing by the Declarant.

12. Incorporator. The Incorporator and his name and address are:

Jeff Blandford
3321 East Baseline Road
Gilbert, Arizona 85234

13. Definitions. All initially capitalized terms used herein without definition shall have the meanings set forth for such terms in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Arizona, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 9th day of March, 2018.




Jeff Blandford, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

ZG Law Agent Services LLC, an Arizona limited liability company, having been designated to act as Statutory Agent of The Grove at Valencia Community Association, an Arizona non-profit corporation, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: March 14, 2018

ZG Law Agent Services LLC,
an Arizona limited liability company



By: James S. Gibson
Its: Member

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:

THE GROVE AT VALENCIA COMMUNITY ASSOCIATION

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

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 five-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 five-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 five-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 Certificate of Disclosure Felony/Judgment Attachment form C004.	

5. BANKRUPTCY QUESTION:		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5.2	If the answer to number 5.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.	

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 Incorporator Attachment 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.

Jeff Blandford
Name


3321 East Baseline Road
Address 1

Address 2

Gilbert	AZ	85234
City	State	Zip
Country	UNITED STATES	

SIGNATURE - see Instructions C0031:

By typing or entering my name and 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

Signature
Jeff Blandford
Printed Name

3/07/2018
Date

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 C0031:

By typing or entering my name and 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

Signature

Printed Name

Date

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.

Filing Fee: None 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.