

CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: Villas Montanas Community Association
ENTITY ID: 23580865
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 09/11/2023

FELONY JUDGEMENT 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 percent of any other proprietary, beneficial or membership interest in the corporation been:

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? NO

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? NO

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: NO

The violation of fraud or registration provisions of the securities laws of that jurisdiction;

The violation of the consumer fraud laws of that jurisdiction;

The violation of the antitrust or restraint of trade laws of that jurisdiction?

BANKRUPTCY QUESTION

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*? NO

SIGNATURE

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.

Incorporator: Barbara Wiess - 09/11/2023

ARTICLES OF INCORPORATION
Of
VILLAS MONTANAS COMMUNITY ASSOCIATION
AN ARIZONA NONPROFIT CORPORATION

In compliance with the requirements of § 10-3101, et seq., Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE I

NAME

The name of the corporation is Villas Montanas Community Association.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Villas Montanas (the "Declaration") recorded in the office of the County Recorder of Maricopa County, Arizona, as amended from time to time.

ARTICLE III**PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at

16625 S. Desert Foothills Pkwy
Phoenix, AZ 85048-8470

ARTICLE IV**STATUTORY AGENT**

Maura A. Abernethy, Esq., whose address is Goodman Law Group LLP; 3654 N. Power Rd, Suite 132, Mesa, AZ 85215-9789, is hereby appointed and designated as the initial statutory agent for the corporation.

ARTICLE V**PURPOSE OF THE ASSOCIATION**

The purpose for which the corporation is organized is to act as a homeowners' association in accordance with Section 528 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or if the corporation so elects, pursuant to Section 501(c)(4) of the Internal Revenue Code, as the same may be amended from time to time, and as such shall provide for the management, maintenance, and care of the Common Area and other property owned by the Association or property placed under its jurisdiction and shall perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they be amended from time to time.

ARTICLE VI

CHARACTER OF BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the management, maintenance and care of the Common Area and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Project Documents.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

The corporation has members. Membership in the Association shall be limited to Owners of Lots. Membership is appurtenant to and inseparable from ownership of a lot. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one. The name and address of the initial director of the Association who, unless subsequently replaced by the Association, shall serve until the membership in the Association elects a new Board of Directors:

<u>Name</u>	<u>Mailing Address</u>
Barbara Wiess	16625 S. Desert Foothills Pkwy Phoenix, AZ 85048-8470

The Board shall adopt the Initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws 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 whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Association.

ARTICLE VIII**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors shall be one. The name and address of the initial director of the Association who, unless subsequently replaced by the Association, shall serve until the membership in the Association elects a new Board of Directors:

Name**Mailing Address**

Barbara Wiess

16625 S. Desert Foothills Pkwy
Phoenix, AZ 85048-8470

The Board shall adopt the Initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws 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 whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Association.

ARTICLE IX

OFFICERS

The following person shall be the initial officers of the Association and shall hold the positions opposite their names until replaced by the membership in the Association:

<u>Name</u>	<u>Position</u>
Barbara Wiess	President
Barbara Wiess	Vice-President
Barbara Wiess	Secretary/Treasurer

ARTICLE X

LIMITATION ON LIABILITY

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. The private property of the Members, directors and officers of the Association shall be forever exempt from the Association's debts and obligations, except as otherwise provided in the Project Documents.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

To the extent it has the power to do so under the Arizona Nonprofit Corporation Act, A.R.S. § 10-1031, et seq., the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association or is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona Nonprofit Corporation Act. The Association shall obtain and maintain a policy of directors' and officers' liability insurance in an amount determined from time to time by the Board of Directors. The policy shall be written by an insurance company having a rating of at least "A" and first class by A.M. Best or a similar entity.

ARTICLE XII**AMENDMENTS**

These Articles may be amended by Members representing at least seventy-five percent (75%) of the total authorized votes of the Association; provided, however, that the Board, without a vote of Members, may amend these Articles in order to confirm 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 whose approval of the Project, the Plat or the Project Documents is required by law or requested by the Association.

ARTICLE XIII**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 total authorized votes in each class of membership. Upon dissolution of the Association, other than incident 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, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XIV**DURATION**

The corporation shall exist perpetually.

ARTICLE XV**VA/FHA APPROVAL**

The following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers or consolidations; or mortgage of Common Area.

ARTICLE XVI**PRIORITY**

To the extent of any conflict between the provisions of these Articles of Incorporation and the Declaration, the provisions of the Declaration shall control and supersede the provisions hereof.

ARTICLE XVII

INCORPORATOR

The name and address of the incorporator of the Association is:

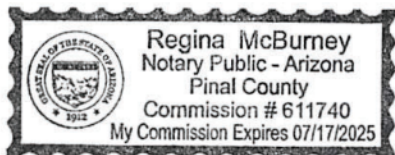
<u>Name</u>	<u>Mailing Address</u>
Barbara Wiess	16625 S. Desert Foothills Pkwy Phoenix, AZ 85048-8470

Dated this 7th Day of September 2023.

Barbara Wiess
Barbara Wiess

STATE OF ARIZONA)
)ss:
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this 7th Day of September 2023, by Barbara Wiess, an incorporator of **VILLAS MONTANAS COMMUNITY ASSOCIATION**, an Arizona nonprofit organization.



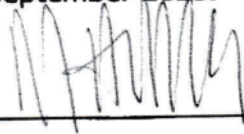
Regina McBurney
Notary Public

My Commission Expires: 07/17/2025

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for this corporation, hereby accepts such appointment and agrees to act in that capacity until removal or resignation is submitted in accordance with applicable provisions of the Arizona Revised Statutes.

Dated this 7th day of September 2023.



Maura A. Abernethy, Esq.