

ARTICLES OF INCORPORATION OF GREEN VALLEY COUNCIL, INC.¹

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves for the purpose of forming a non-profit Corporation under the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The names and addresses of the incorporators are as follows:

John P. Hamilton	Green Valley, Arizona
Burn Bannister	Green Valley, Arizona
E. C. Bryden	Green Valley, Arizona
N. R. Winslow	Green Valley, Arizona
Barney Rosasco	Green Valley, Arizona
William Glenn DuChemin	Green Valley, Arizona
John C. Kalbach	Green Valley, Arizona

ARTICLE II

The name of the Corporation shall be **GREEN VALLEY COUNCIL, INC.**

ARTICLE III

The principal place of business of the Corporation shall be Green Valley, Pima County, Arizona.

ARTICLE IV

The term of existence of this Corporation shall be perpetual.

¹ *Last Amended 2018. This document incorporates the currently effective provisions of the Articles of Incorporation, including amendments approved since its original adoption in 1973.*

ARTICLE V

The general nature of the business of the Corporation and its objects shall be:

1. To promote the best interests of the community of Green Valley, Arizona, as a retirement community of older adults, and of the residents, property owners and investors therein and thereof, fostering and encouraging whatever appears to be for the good of the community and opposing what appears to be detrimental thereto.
2. To conduct studies of the problems affecting the community and to seek their solutions.
3. To give expression to the thoughts and interests of the members of the Corporation and to publish any consensus thereof.
4. To represent the interests of the community to County, State and Federal bodies and agencies and to any persons, firms or organizations affecting the community.
5. To hold meetings in the community of Green Valley, Arizona and to carry on any other lawful business whatsoever and to do all and everything necessary and advantageous in connection with and for the accomplishment of the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation and to do all the things herein before set forth to the same extent as a natural person could do.
6. The foregoing paragraphs shall be construed as the objects, purposes and powers of the Corporation and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by any reference or inference from the terms of any other clause, term, paragraph or Article herein contained.
7. The Green Valley Community, as referred to herein and in these Articles, shall mean the residents, property owners and investors within the boundaries of the Green Valley Community Plan adopted by the Pima County Board of Supervisors on March 21, 1989, with such other adjacent areas as may be approved by the Corporation for inclusion from time to time.

ARTICLE VI

Richard Duffield, Esq., 177 N. Church Avenue, Tucson, Arizona, 85701-1181 who has been a bona fide resident of the State of Arizona for the last three years, is appointed as the lawful agent of the Corporation.

ARTICLE VII

No capital stock or shares in this Corporation shall be issued but certificates of membership may be issued as may be provided in the Bylaws of the Corporation.

ARTICLE VIII

The Corporation is not organized for pecuniary profit and no member thereof shall have any individual or separate interest in any of the property, assets or profits of the Corporation. However, nothing herein contained shall deny the Corporation the power to compensate its officers, agents and employees for services rendered or expenses incurred.

ARTICLE IX

1. The affairs of the Corporation shall be conducted by a Board of Representatives of not less than seven members and by such other officers as may be provided in the Bylaws of the Corporation. The officers shall be elected biennially at the time and in the manner provided in the Bylaws of the Corporation.
2. This section lists the names and affiliations of the members of the original Board of Representatives.
3. Annual meetings of the Corporation shall be held at the regular meeting in December of each year hereafter unless such meeting time be changed by the Bylaws of the Corporation.

ARTICLE X

Private property of the members, officers and members of the Board of Representatives of the Corporation shall be forever exempt from debts and obligations of the Corporation.

ARTICLE XI

The number and qualifications of members and the terms and conditions of admission and termination of members, the contributions and voting rights of members and all matters affecting members and membership shall be as set forth in the Bylaws.

ARTICLE XII

Upon recommendation of the Executive Board and approval of the Board of Representatives for dissolution of the Corporation, and after payment of all debts of the Corporation, the remaining assets shall be distributed as follows:

1. Amounts of funded reserves will be distributed to those homeowner associations originally assessed in the ratio of the assessments;
2. The portion of the fund allocated to unexpended members' assessments for operations will be returned in the ratio of the assessments applicable; and
3. A portion applicable to income from the publication of the Directory will be distributed to selected Green Valley organizations tax exempt under Internal Revenue Code Section 501(c)(3).

ARTICLE XIII

Bylaws of the Corporation shall be adopted by the Board of Representatives named in these Articles and may thereafter be amended by any means provided in the Bylaws.

ARTICLE XIV

A volunteer acting on behalf of the Corporation shall be exempt from liability of the Corporation or its members for monetary damages for breach of fiduciary duties as a volunteer representative, except upon the occurrence of any of the following:

1. Any breach of the Directors' (Representatives') duty of loyalty to the Corporation or its members.
2. Acts or omissions which are not in good faith or which involve intentional

misconduct or a knowing violation of law.

- 3. A violation of A.R.S. Title 10 - 1026.
- 4. Any transaction from which the Director (Representative) derived an improper personal benefit.
- 5. A violation of A.R.S. Title 10 - 1097.

ARTICLE XV

These Articles of Incorporation may be amended at any meeting of the Board of Representatives provided:

- (a) that the proposed amendment is introduced at a meeting at least one month previous;
- (b) that notice of the meeting to consider the amendment was provided to all Representatives at least one month previous to the meeting at which it will be considered and,
- (c) that the amendment receives a favorable vote equal to two-thirds of the number of Representatives.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of June, 1973.

William Glenn DuChemin

Nat R. Winslow

John F. Hamilton

Barney Rosasco

Burn Bannister

J. C. Kalbach

E. C. Bryden