

STATE OF ARIZONA  
RESTATED ARTICLES OF INCORPORATION  
OF A NONPROFIT CORPORATION  
TANQUE VERDE VALLEY ASSOCIATION, INC.

Pursuant to the provisions of Section 10-11007, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Amended and Restated Articles of Incorporation:

1. The document attached hereto as Exhibit A sets forth amended and restated Articles of Incorporation and were adopted by the board of directors of the corporation on March 10, 2020, in the manner prescribed by the Arizona Corporation Act.

2. The amendment and restatement was duly adopted by act of the board of directors and with the approval, in writing by the person so specified in the corporation's Bylaws.

DATED: May 18<sup>th</sup>, 2020.

TANQUE VERDE VALLEY ASSOCIATION,  
INC., an Arizona nonprofit corporation

By: 

Peter Reinthal  
President

EXHIBIT ARESTATED ARTICLES OF INCORPORATION  
OF  
TANQUE VERDE VALLEY ASSOCIATION, INC.  
A NON-PROFIT CORPORATIONARTICLE I  
NAME AND PERPETUAL DURATION

The name of the corporation shall be "Tanque Verde Valley Association, Inc.," hereafter referred to as the "Corporation," and the Corporation shall remain in effect in perpetuity, unless earlier terminated by the Board of Directors upon the same vote as is required to amend these Articles.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 8987 East Tanque Verde Road, #309-189, Tucson, Arizona 85749, but the Corporation may establish other places of business and other offices elsewhere within the State of Arizona.

ARTICLE III  
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time. The initial purpose and objective of this Corporation are to preserve and improve the inherent scenic, environmental, and ecological characteristics of the area bounded by the Coronado National Forest on the north and northeast, Saguaro National Monument on the east, Pantano Road on the west, and Irvington Road on the south in Pima County, Arizona, (the 'Area'); and to support residents, property owners and their associations to further this purpose.

ARTICLE IV  
POLICY

It shall be the policy of the Corporation:

SECTION 1: To function in accordance with all applicable local, state, and federal laws and regulations concerning not for profit corporations.

SECTION 2: That any actions to influence legislation are prohibited by the Corporation, except as may be permitted for a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

SECTION 3: That all advertisements or notices in any Corporation Newsletter shall conform to all applicable local, state and federal laws and regulations concerning not for profit corporations.

SECTION 4: To promote and encourage the preservation and improvement of the Area as set forth in Article III; and support residents, property owners and their associations in furtherance of this purpose.

ARTICLE V  
STATUTORY AGENT

The name and address of the statutory agent for the Corporation is BR Statutory Service LLC, an Arizona limited liability company, whose address is c/o Bossé Rollman PC, 3507 North Campbell Avenue, Suite 111, Tucson, Arizona 85719. Email address: statagent@bosserollman.com.

ARTICLE VI  
BOARD OF DIRECTORS

The affairs of the Corporation shall be vested with and conducted by a Board of Directors and such officers, employees and agents as the directors may elect or appoint. There shall be no less than one (1) director. The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws. Directors shall be elected annually by an act of the Board of Directors.

ARTICLE VII  
MEMBERS

The Corporation shall not have members.

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any person who may incur expenses by reason of the fact that he or she is or was an officer, director, employee, agent or member. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX  
EXEMPT PROPERTY

All property of whatsoever kind and nature, real and personal, of the directors, officers, employees, agents and members of this Corporation or anyone connected therewith shall at all times be exempt from all Corporation liability and debts whatsoever.

ARTICLE X  
EXEMPTION FROM LIABILITY

To the fullest extent allowed by law, each incorporator, officer, director, employee, agent of, or advisor to the corporation, shall be exempt from any liabilities of the corporation or any liabilities arising from services performed on behalf of the corporation. This exemption shall include any liability for monetary damages as a director or member of the corporation for breach of his/her fiduciary duty.

ARTICLE XI  
DIRECTORS

The names and addresses of each original director are:

Peter Reinthal  
1700 North Tanque Verde Loop Road  
Tucson, Arizona 85749

Lainie Levick  
12120 East Snyder Road  
Tucson, Arizona 85749

Ken Wise  
11070 East Linden Street  
Tucson, Arizona 85749

Patricia Popp  
8971 East Chauncey Street  
Tucson, Arizona 85715

Jack Pace  
3960 North Jimsonweed Drive  
Tucson, Arizona 85749

Susan Clark  
3088 North Madera Mesa Place  
Tucson, Arizona 85749

ARTICLE XII  
PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. Further, a director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury while acting in good faith and within the scope of their official capacity. Neither this provision nor any other provisions in these Articles shall eliminate the liability of the director for any of the following:

1. Any breach of the director's duty of loyalty to the Corporation;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any violation of Arizona Revised Statutes;
4. Any transaction from which the director derived an improper personal benefit.

ARTICLE XIII  
TAX EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE XIV  
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV  
AMENDMENT

These Articles may be amended by a vote of the majority of Board of Directors at any special or annual meeting in which a quorum is present, or by act without a meeting by two-thirds (2/3) vote of all of the Board of Directors.