

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORENCE GARDENS MOBILE HOME ASSOCIATION  
Pursuant to A.R.S. §10-11003 and 11007

1. Name. The name of the corporation is Florence Gardens Mobile Home Association.
2. Purpose. The corporation shall manage and maintain the Association known as Florence Gardens Mobile Home Association. The corporation shall act as the "Association" as that term is defined in the Bylaws and shall perform all duties of the Association as established in its Community Documents and any amendments thereto, ARS §33-1801, et seq., and ARS §10-3101, et seq.
3. Place of Business. The Association's principal place of business is located at 3830 N. Florence Blvd, Florence, AZ 85132.
4. Character of Affairs. The corporation is organized exclusively and shall be operated exclusively as a non-profit homeowners association within the meaning of and in accordance with Section 528 of the Internal Revenue Code (the IRC) and within the purposes contemplated by Section 528 of the IRC, as amended, and as such, it is to be operated to provide for the acquisition, construction, management and care of the corporation's property and property placed under its jurisdiction and perform such duties as are imposed upon the corporation under the Bylaws and Declaration for Florence Gardens Mobile Home Association, as amended. In furtherance of and in order to accomplish the foregoing object and character of affairs, the corporation may transact any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Association shall be a non-stock corporation and no dividends or pecuniary profits shall be paid to its Members. The control and management of the affairs of the corporation shall be vested in a Board of Directors consisting of an odd number of Directors as set forth in the Bylaws; the current number of Directors serving is seven, and the number of Directors at any time is limited to no more than seven.
5. Membership. The membership of the Association shall consist of all of the owners of the lots in Units A, B, C, D, E, and F which are not merged into tracts. Florence Gardens is a 55+ senior community as set forth in the Declaration. An Owner of a lot shall automatically become a Member of the Association and shall remain a Member of the Association until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Voting rights of Members are as set forth in the Declaration or Bylaws. The foregoing is not intended to include any person or entity that holds an interest merely as security for the performance of any obligation.
6. Limitations of Liability and Indemnification. Any person who serves as an Officer, Director or member of the Board of Directors, or any committee appointed by the Board of Directors, 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 if such person was acting in good faith and within the scope of his official capacity.

The liability of a Director shall not in any way be eliminated for any of the following:

- a. Any breach of the Director's loyalty to the Association or its Members.
- b. Acts or omissions that involve intentional misconduct or a known violation of law.
- c. Any transaction from which the Director derived an improper personal benefit.

The Association shall indemnify any person made a party to any civil suit, administrative or investigative action, 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 against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interest, (ii) in all

other cases, that the conduct was at least not opposed to its best interests. The Association shall not be obligated to indemnify any person for liability for any of the exceptions described in Arizona Revised Statutes, §10-851(D).

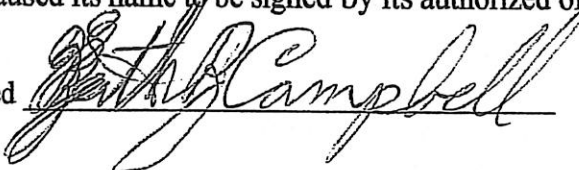
7. Dissolution. The Association may be dissolved only by the affirmative vote of two-thirds (2/3) of all the Members of the Corporation, voting in person or by absentee ballot at a meeting duly held for such purpose. Upon dissolution of the Corporation, the assets of the Corporation shall be distributed and/or dedicated as dictated by two-thirds (2/3) of all Members voting at said meeting, in person or by absentee ballot and, in the absence of any such instructions, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created.

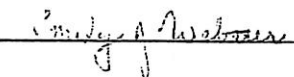
8. Amendment. The Amended and Restated Articles of Incorporation may be further amended by the membership at any regular or special meeting of the Members by approval of two-thirds of the votes cast or by a majority of the voting power, whichever is less.

9. Statutory Agent. The name and address of the statutory agent of the corporation is Community Asset Management, LLC, at 3205 Lakeside Village Dr, Prescott, AZ 86301. All notices and processes may be served upon said statutory agent and, when so served, shall be the lawful, personal service upon this Association. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

10. Certification. The Amended and Restated Articles of Incorporation of Florence Gardens Mobile Home Association was adopted by the affirmative vote of two-thirds of the Members present in person or by absentee ballot or by the majority of voting power, whichever is less, at the annual meeting of Members, wherein appropriate advance written notice was provided of the proposed Amended and Restated Articles and at which a quorum was present.

In witness whereof, the Florence Gardens Mobile Home Association, an Arizona nonprofit corporation, has caused its name to be signed by its authorized officers this 22nd day of February 2019.

Signed  Title President

Signed  Title Secretary

Consent of Statutory Agent

The undersigned hereby certifies that consent is given to act as statutory agent for this Association..

Signed \_\_\_\_\_

## STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

FLORENCE GARDENS MOBILE HOME ASSOCIATION

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

COMMUNITY ASSET MANAGEMENT, LLC

### 3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Signature

Justin Scott

Printed Name

5/15/19

Date

**REQUIRED** – check only one:

**Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

**Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)  
Expedited processing – not applicable.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

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.

