

MAY 9 - 2006

FILE NO. 0753654-1

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

**PORTILLO RIDGE HOMEOWNERS' ASSOCIATION**

In compliance with the requirements of §10-11003, Arizona Revised Statutes, the following is the Amended and Restated Articles of Incorporation of PORTILLO RIDGE HOMEOWNERS' ASSOCIATION, an Arizona non-profit corporation.

**ARTICLE I**

**NAME**

The name of the corporation is **PORTILLO RIDGE HOMEOWNERS' ASSOCIATION** (the "Association").

**ARTICLE II**

**DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Arizona Planned Communities Act, A.R.S. §33-1801, *et seq.*, and the Amended and Restated Declaration of Covenants, Conditions and Restrictions For Portillo Ridge (the "Declaration"), recorded on July 25, 1995, in Docket 10092 at page 554, *et seq.* in the office of the County Recorder of Pima County, Arizona, as amended from time to time.

**ARTICLE III**

**PRINCIPAL OFFICE**

The mailing address of the Association is P.O. Box 592, Green Valley, AZ 85622.

**ARTICLE IV**

**STATUTORY AGENT**

Donna Severidt, whose address is 823 S. Paseo de la Lira, Green Valley, Arizona 85614, and who has been a bona fide resident of the State of Arizona, is the statutory agent for the Association.

**ARTICLE V**

**PURPOSE OF THE ASSOCIATION**

The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of the Common Area and to perform such other

duties as are imposed upon the Association under the Declaration and Bylaws, including the enforcement thereof. 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 amended from time to time, and may exercise all powers granted to the Association by the Declaration, the Bylaws or by the laws of the State of Arizona governing nonprofit corporations.

**ARTICLE VI**  
**MEMBERSHIP AND VOTING RIGHTS**

The Members of the Association shall be Lot Owners. All Lot Owners shall be mandatory Members of the Association, and no Member shall have the right to resign as a Member of the Association. By acquiring fee title to or otherwise becoming a Lot Owner, he/she consents to becoming a Member of the Association. Each Lot Owner shall have such rights, privileges and votes in the Association as are set forth in the Declaration and the Bylaws. The provisions of the Declaration with respect to membership in the Association and the voting rights of the Members are hereby incorporated in these Articles by reference.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

There are five directors constituting the Board of Directors. The names and addresses of the directors of the Association, who shall serve as directors until they resign, are removed or their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Mailing Address</u>
Donna Severidt, President	823 S. Paseo de la Lira, Green Valley, AZ 85614
Nina Keck, Vice President	571 Cam. del Portillo, Green Valley, AZ 85614
Bernice Hill, Treasurer	835 S. Paseo de la Lira, Green Valley, AZ 85614
Kenneth Jensen, Secretary	809 S. Plac. Hermosura, Green Valley, AZ 85614
Fred Wray	875 S. Corte Monte Cristo, Green Valley, AZ 85614

**ARTICLE IX**  
**LIMITATION ON LIABILITY OF DIRECTORS**

The private property of directors and officers of the Association shall be forever exempt from liability for debts, obligations and liabilities of the Association.

The personal liability of directors to the Association and its Members for monetary damages for breach of fiduciary duty as a director shall be eliminated to the extent

permissible under Section 10-3202(B), Arizona Revised Statutes, and as the same may hereafter be amended.

**ARTICLE X**  
**DISSOLUTION**

The Association may be dissolved with the consent given in writing and signed by Members holding not less than eighty percent (80%) of the total votes in the Association, and in accordance with the provisions of Arizona's Non-Profit Corporation Act.

**ARTICLE XI**  
**AMENDMENTS**

These Articles may be amended by the affirmative vote of 2/3 of the votes cast at a meeting of the Association or by mail-in ballot, provided the quorum requirement is met.

**ARTICLE XII**  
**DURATION**

The Association shall exist perpetually.

**CERTIFICATION**

The undersigned, as President of the Association, certifies that the foregoing Amendment and Restatement to the Articles of Incorporation of PORTILLO RIDGE HOMEOWNERS' ASSOCIATION was proposed by the Association's Board of Directors and duly approved by the lesser of two-thirds of the votes cast in a duly-held election of Members, or by a majority of the Association's voting power.

DATED this 3<sup>rd</sup> day of May, 2006.

PORTILLO RIDGE HOMEOWNERS'  
ASSOCIATION, an Arizona non-profit  
corporation

Donna J. Severitt  
President

ATTEST:

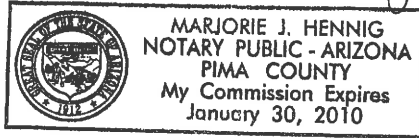
*Kenneth Jensen*  
Secretary

STATE OF ARIZONA)  
                                  ) ss.  
County of Pima            )

SUBSCRIBED AND SWORN TO before me this 4<sup>th</sup> day of May, 2006,  
by DONNA SEVERIDT, as President of the Portillo Ridge Homeowners'  
Association.

*Marjorie J. Hennig*  
Notary Public

STATE OF ARIZONA)  
                                  ) ss.  
County of Pima            )



SUBSCRIBED AND SWORN TO before me this 4<sup>th</sup> day of May, 2006,  
by KENNETH JENSEN, as Secretary of the Portillo Ridge Homeowners' Association.

*Marjorie J. Hennig*  
Notary Public