

JAN 2 3 2015

**ARTICLES OF INCORPORATION
OF**

FILE NO. 1977087-4 SANCTUARY AT SARIVAL VILLAGE ASSOCIATION

**ARTICLE I
NAME**

The name of the corporation is Sanctuary at Sarival Village Association (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association shall be located at c/o ERC Management, LLC, 6617 N. Scottsdale Road, Suite 101, Scottsdale, AZ 85250.

**ARTICLE III
STATUTORY AGENT**

Michael E. Woolf, Esq., whose address is 6617 N. Scottsdale Road, Suite 101, Scottsdale, AZ 85250, and an individual who resides in this state, is hereby appointed and designated as the initial statutory agent for the corporation.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of common areas (and other areas of Association responsibility) of the subdivision to be known as Sanctuary at Sarival, located in Peoria, Arizona (the "Subdivision"), and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration of Covenants, Conditions and Restrictions recorded with respect to the Subdivision (the "CCRS"). 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 may be amended from time to time. The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law (including, without limitation, all powers enumerated in A.R.S. § 10-3302) and all powers necessary or desirable to perform the Association's obligations and duties and to exercise the rights and powers of the Association set forth in the CCRs.

JAN 1 4 2015

ARTICLE V
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 areas (and other areas of Association responsibility) with respect to the Subdivision and the CCRs and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the CCRs and any ancillary documents (collectively, the "Project Documents").

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to owners of lots within the Subdivision and may only be transferred or terminated in conjunction with conveyance of the lot. Membership rights may be suspended or limited if a Member is in default under the CCRS. Each owner of a lot shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. Pursuant to the CCRS, there shall be two classes of members in the Association: Class A members, which shall include all lot owners, and the Class B member, which shall include the Declarant. Transfer of a Class A or Class B membership shall be pursuant to the provisions set forth in the CCRS.

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Rich Zacher	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250
Michael Woolf	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250
Michele Hoeliner	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members.

ARTICLE VIII
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

President	-	Rich Zacher
Vice President	-	Michael Woolf
Secretary	-	Michele Hoeliner
Treasurer	-	Michele Hoeliner

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

The personal liability of a director or officer of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director or officer is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect the personal liability of a director or officer or prior director or officer for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE X
AMENDMENTS

These Articles may be amended by the Members holding at least two-thirds (2/3) of the total authorized votes in the Association; provided, however, that the Declarant, so long as the Declarant owns any lot within the Subdivision, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform 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 Subdivision or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any lot within the Subdivision, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE XI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by owners representing not less than two-thirds (2/3) of the 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 disbursed in accordance with Arizona law for nonprofit corporations, or as otherwise agreed to by a unanimous vote of all Members.

ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
INDEMNIFICATION

The Association shall indemnify any person made a party to any civil suit or criminal, 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 attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, if he/she acted, or failed to act, in good faith and he/she reasonably believed (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (b) in all other cases, that the conduct was at least not opposed to its best interests and (c) in the case of any criminal action or proceeding, that he/she had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XIV
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael Woolf	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250

Dated this 13th day of January, 2015.



Michael Woolf, Incorporator

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 13th day of January, 2015.



Michael E. Woolf, Esq. 

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. ENTITY NAME - give the exact name of the corporation in Arizona:

SANCTUARY AT SARIVAL VILLAGE ASSOCIATION

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT 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 per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	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: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

<p>5.1 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?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p>5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.</p>		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

MICHAEL E. WOOLF
Name

6617 N. Scottsdale Road, Suite 101
Address 1

Address 2

Scottsdale	AZ	85250
City	State	Zip
Country UNITED STATES		

Name

Address 1

Address 2

City	State	Zip
Country		

SIGNATURE - see Instructions C003i:

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.

I ACCEPT

Michael E. Woolf
Signature

Michael E. Woolf
Printed Name

11/13/15
Date

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE - see Instructions C003i:

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.

I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

<p>Filing Fee: None All fees are nonrefundable - see Instructions.</p>	<p>Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100</p>
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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.



SEP 20 2016

FILE NO. 1977087-4

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C013i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
SANCTUARY AT SARIVAL VILLAGE ASSOCIATION

2. **A.C.C. FILE NUMBER:** 19770874
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 09/20/2016

4. **APPROVAL OF RESTATED ARTICLES** – check 4.1 or 4.2 (not both) and follow instructions:

4.1 The restated Articles were approved by the **board of directors without member or third person action**, and the approval of members or any other persons was not required – go to number 6.

4.2 The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 5.

5. **APPROVAL OF AMENDMENTS** – if 4.2 is checked, check all that apply concerning member or other person approval of the restated Articles with amendments:

Approved by members.

Approved by other person(s) as required by the Articles of Incorporation.

6. **The Restated Articles or Amended and Restated Articles must be attached to this Certificate.**

SIGNATURE: By 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.

I ACCEPT

Rich Zacher

09/20/2016

Date (mm/dd/yyyy)

Signature

Printed Name

REQUIRED – check only one:

I am the **Chairman of the Board of Directors** of the corporation filing this document.

I am a duly-authorized **Officer** of the corporation filing this document.

I am a duly authorized **bankruptcy trustee**, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: \$25.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
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.

**AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION
OF
SANCTUARY AT SARIVAL VILLAGE ASSOCIATION**

The original Articles of Incorporation of Sarival Village Association, as filed with the Arizona Corporation Commission on or about January 14, 2016, as filing number 19770874, are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the corporation is Sanctuary at Sarival Village Association (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association shall be located at c/o ERC Management, LLC, 6617 N. Scottsdale Road, Suite 101, Scottsdale, AZ 85250.

**ARTICLE III
STATUTORY AGENT**

Michael E. Woolf, Esq., whose address is 6617 N. Scottsdale Road, Suite 101, Scottsdale, AZ 85250, and an individual who resides in this state, is hereby appointed and designated as the initial statutory agent for the corporation.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The Association is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of common areas (and other areas of Association responsibility) of the subdivision to be known as Sanctuary at Sarival, located in Goodyear, Arizona (the "Subdivision"), and other property owned by the Association or property placed under its jurisdiction and to perform all duties and exercise all rights imposed on or granted to the Association by the Declaration of Covenants, Conditions and Restrictions recorded with respect to the Subdivision (the "CCRS"). 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 may be amended from time to time. The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Arizona law (including, without limitation, all powers enumerated in A.R.S. § 10-3302) and all powers necessary or desirable to perform the Association's obligations and duties and to exercise the rights and powers of the Association set forth in the CCRs.

ARTICLE V
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 areas (and other areas of Association responsibility) with respect to the Subdivision and the CCRs and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the CCRs and any ancillary documents (collectively, the "Project Documents").

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association shall be limited to owners of lots within the Subdivision and may only be transferred or terminated in conjunction with conveyance of the lot. Membership rights may be suspended or limited if a Member is in default under the CCRS. Each owner of a lot shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. Pursuant to the CCRS, there shall be two classes of members in the Association: Class A members, which shall include all lot owners, and the Class B member, which shall include the Declarant. Transfer of a Class A or Class B membership shall be pursuant to the provisions set forth in the CCRS.

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be three (3). The names and addresses of the current directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Rich Zacher	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250
Cindy Thimmesch	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250
Karen Gaabucayan	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250

The Board shall adopt the initial Bylaws of the Association The power to alter, amend or repeal the Bylaws is reserved to the Members.

ARTICLE VIII
OFFICERS

The following persons shall be the initial officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

President	-	Rich Zacher
Vice President	-	Karen Gaabucayan
Secretary	-	Karen Gaabucayan
Treasurer	-	Cindy Thimmesch

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

The personal liability of a director or officer of the Association to the Association or its members for money damages for any action taken or any failure to take any action as a director or officer is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect the personal liability of a director or officer or prior director or officer for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE X
AMENDMENTS

These Articles may be amended by the Members holding at least two-thirds (2/3) of the total authorized votes in the Association; provided, however, that the Declarant, so long as the Declarant owns any lot within the Subdivision, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform 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 Subdivision or the Project Documents is required by law or requested by the Declarant or the Association. So long as the Declarant owns any lot within the Subdivision, any amendment to these Articles must be approved in writing by the Declarant.

ARTICLE XI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by owners representing not less than two-thirds (2/3) of the 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 disbursed in accordance with Arizona law for nonprofit corporations, or as otherwise agreed to by a unanimous vote of all Members.

ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
INDEMNIFICATION

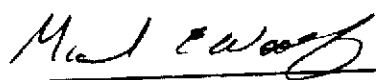
The Association shall indemnify any person made a party to any civil suit or criminal, administrative or investigative action, other than an action by or in the right of the Association, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, if he/she acted, or failed to act, in good faith and he/she reasonably believed (a) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (b) in all other cases, that the conduct was at least not opposed to its best interests and (c) in the case of any criminal action or proceeding, that he/she had no reasonable cause to believe the conduct was unlawful. Any indemnification of the members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect, defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XIV
INCORPORATOR


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

<u>Name</u>	<u>Address</u>
Michael Woolf	c/o ERC Management, LLC 6617 N. Scottsdale Road, Suite 101 Scottsdale , AZ 85250

Dated this 20th day of September, 2016.



Michael Woolf, Initial Incorporator



Richard Zacher, President and Director

MAR 22 2017

FILE NO. -1977087-4

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION
Read the Instructions C015I

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Sanctuary at Sarival Village Association

2. **A.C.C. FILE NUMBER:** 19770874
Find A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Date the attached amendment was adopted: 02/01/2017

4. Check 4.1 or 4.2, or both – also check 4.3 if applicable:

4.1 The Amendment was duly adopted by act of the Board of Directors.

4.2 The Amendment was duly adopted by act of the Members.

AND, if applicable:

4.3 The Amendment was approved by the person or persons required by the Articles of Incorporation.

5. **A copy of the corporation's amendment must be attached to these Articles.**

SIGNATURE: By 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.

I ACCEPT

Michael D. Brown

02/01/2017

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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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.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**AMENDMENT OF ARTICLES OF INCORPORATION
OF
SANCTUARY AT SARIVAL VILLAGE ASSOCIATION**

The original Articles of Incorporation of Sanctuary at Sarival Village Association, as filed with the Arizona Corporation Commission on January 14, 2015, as filing number 19770874, as amended and restated by that certain Amendment and Restatement of Articles of Incorporation of Sanctuary at Sarival Village Association, filed on September 20, 2016, are hereby amended as follows:

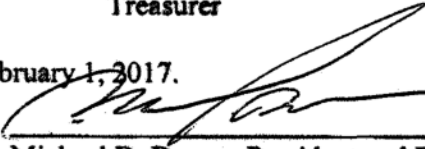
1. **Principal Office.** The principal office of the Association shall hereinafter be located at c/o Brown Homes, LLC, 8687 E. Via de Ventura, #200, Scottsdale, Arizona 85258.
2. **Statutory Agent.** Michael D. Brown, whose address is 8687 E. Via de Ventura, #200, Scottsdale, Arizona 85258, and an individual who resides in this State of Arizona, is hereby appointed and designated as the statutory agent for the corporation.
3. **Board of Directors.** The names and addresses of the current directors of the Association who shall serve until their successors are elected and qualified are as follows:

<u>Name:</u>	<u>Mailing Address:</u>
Michael D. Brown	8687 E. Via de Ventura, #200 Scottsdale, Arizona 85258
Tim Morris	8687 E. Via de Ventura, #200 Scottsdale, Arizona 85258
Jamison Hendrickson	8687 E. Via de Ventura, #200 Scottsdale, Arizona 85258

4. **Officers.** The names of the current officers of the Association, whose addresses are as listed in Section 3 above, who shall hold the positions opposite their names until their successors are elected and qualified are as follows:

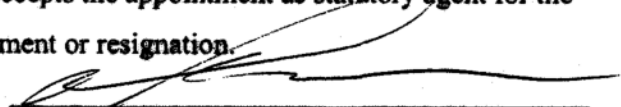
<u>Name:</u>	<u>Position:</u>
Michael D. Brown	President
Tim Morris	Vice President/Secretary
Jamison Hendrickson	Treasurer

This Amendment is dated and executed as of February 1, 2017.



Michael D. Brown, President and Director

The undersigned individual acknowledges and accepts the appointment as statutory agent for the Association as of February 1, 2017 until replacement or resignation.



Michael D. Brown, as Statutory Agent