

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DREAMLAND VILLA RETIREMENT COMMUNITY**

Pursuant to A.R.S. § 10-11007, the undersigned corporation hereby adopts the following Articles of Incorporation amending and restating in their entirety the Articles of Incorporation filed with the Arizona Corporation Commission on June 1, 1961, as amended to date. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

1. **Name:** The name of the corporation is Dreamland Villa Retirement Community (or referred to herein as "Dreamland").
2. **Purpose:** Dreamland is organized and shall be operated as a nonprofit corporation for the purposes set forth for "Dreamland" as provided in the Declaration, these Articles of Incorporation, the Bylaws for the corporation, and for conducting any or all lawful affairs for which corporations may be incorporated under Title 10, Arizona Revised Statutes. Dreamland shall have the power to adopt Rules and Regulations regarding its members, facilities, and property of Dreamland that is necessary or incidental to the general purpose for which Dreamland is organized. To the extent that any of the Declarations of Restrictions ("Declaration(s)") of the 18 Sections comprising Dreamland currently provide for or are amended giving power and authority to Dreamland, the purpose of Dreamland shall include enforcement of such Declarations, including all powers available pursuant to Arizona law. The existence of Dreamland shall be perpetual, with the right of termination as provided by law.
3. **Character of Affairs:** The character of affairs which the corporation conducts in Arizona is the fulfillment of all its duties and responsibilities, and the exercise of all its rights, powers and prerogatives under the Declaration and Bylaws. Dreamland is operated for nonprofit purposes which include the recreation and civic activities designed for retired residents.
4. **Board of Directors:** The business and affairs of Dreamland shall be conducted by a Board of Directors ("Board"), the number of Directors shall be set in the Bylaws. The Board shall elect such officers as required by the Bylaws. Vacancies on the Board shall be filled in the manner provided in the Bylaws.
5. **Members/Membership Fee:** The Members of Dreamland and their voting rights shall be determined as provided in the Declaration and Bylaws. Payment of the initial membership fee/and or the first annual dues as required for membership in Dreamland by the Declaration or Bylaws shall constitute payment in full for membership in Dreamland, and from and after that time the membership shall be nonassessable; provided however, that the Bylaws or Declaration may require payment of regular dues as a condition for the continuation of membership. The powers of voting and of holding office shall be vested in such members of Dreamland as may be designated by the Declaration or Bylaws. A

quorum of the membership and a quorum of the Board for the transaction of business shall be determined by the Bylaws.

6. Amendments: The Articles may only be amended with the approval of Members casting at least two-thirds of the votes cast at a meeting.
7. Director Liability and Indemnification: Dreamland shall indemnify Directors to the extent permitted by Arizona Revised Statutes. Further, Dreamland shall defend Directors to the extent permitted by Arizona Revised Statutes.

IN WITNESS WHEREOF, the undersigned, has executed these Amended and Restated Articles of Incorporation this 12 day of January, 2017, and attest that the Articles of Incorporation were amended by the affirmative vote of two-thirds of the votes cast in accordance with A.R.S. § 10-11003.

DREAMLAND VILLA RETIREMENT COMMUNITY

By: Pat Clark
Its: President

By: Ward Jennings
Its: Secretary/Treasurer

JAN 20 2017

FILE NO. 0058072.7



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Clear Form

Print Form

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:
Dreamland Villa Community Club

2. **A.C.C. FILE NUMBER:** 00580727
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: 1/11/2017

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

Ward Jennings

01/13/2017

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. <u>Ward Jennings</u>	<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

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.

**CERTIFICATE OF ADOPTION OF RESTATEMENT TO
ARTICLES OF INCORPORATION OF DREAMLAND VILLA RETIREMENT
COMMUNITY**

This restatement contains an amendment to the articles requiring approval by persons other than the board of directors (specifically, the members of the corporation). Members of the corporation holding at least two-thirds of the votes cast adopted the restatement in accordance with A.R.S. § 10-11003.

The restatement does not contain an amendment to the articles requiring approval by a person whose approval is required pursuant to A.R.S. § 10-11030.

Pat Clark

Pat Clark
President, Dreamland Villa Retirement Community