

AAMHO ARTICLES OF INCORPORATION REVISED DECEMBER 2017

The Arizona Association of Manufactured Homeowners Inc. incorporated on February 11th, 1987 duly existing under Arizona law and desiring to amend and restate its Articles of Incorporation submits the following Amended and Restated Articles of Corporation.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC.

Pursuant to Title 10, Chapters 24-40 of the Arizona Revised Statutes, the undersigned hereby adopt the following Articles of Incorporation.

ARTICLE I – NAME AND DURATION

The name of the corporation shall be ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC. (hereinafter referred to as the “Association”). The duration of the Corporation shall be perpetual.

ARTICLE II – NONPROFIT CORPORATION

The Association is organized as a nonprofit Association pursuant to Title 10, Chapters 24-40, of the Arizona Revised Statutes. The Association shall have no stock, and no dividends or pecuniary profits shall be declared to be paid to its members, directors or officers. All income and earnings of the Association shall be used to further the purpose and objectives of the Association. Nothing contained herein, however, shall prohibit payments by the Association to members, directors or officers as reasonable compensation or reimbursement for services rendered to the Association.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS

The Association’s principal place of business is located at 2334 South McClintock Drive, Tempe, Arizona 85282-2674 but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine. The mailing address of the corporation is 2334 South McClintock Drive, Tempe, Arizona 85282-2674.

ARTICLE IV – PURPOSE, POWERS AND DUTIES

This Association is organized for any and all lawful purposes not specifically prohibited to non-profit corporations under the laws of the State of Arizona and to conduct any and all lawful business. In furtherance of said purpose, the Association shall have the powers and shall perform the duties and obligations granted to and imposed upon it by these Articles and the Bylaws of the Association. In addition, the Association shall have and may exercise any and all of the Powers, Rights and Privileges now or hereafter granted to nonprofit corporations by Title 10, Chapters 24-40, of the Arizona Revised Statutes, as the same may be amended or revised.

ARTICLE V – MEMBERSHIP AND VOTING RIGHTS

The Association shall have members. The Association does not contemplate any pecuniary gain to its members and no shares of stock will be issued. The membership of the Association shall consist of individual owners of manufactured homes, park model homes and RV’s who meet the requirements set forth in the

Association's Bylaws. The voting and other rights and privileges of members, and their liability for dues and other charges, shall be set forth in the Association Bylaws.

ARTICLE VI – BOARD OF DIRECTORS

The Board of Directors, consisting of no fewer than nine (9) and no more than twenty three (23) directors shall be responsible for overseeing the affairs of the Association to ensure that it functions in an ethical business manner with the best interests of its members in mind. The Bylaws of the Association shall prescribe the terms of office and manner of election of directors, the number of directors and their specific duties.

ARTICLE VII – OFFICERS

The affairs of the Association shall be administered by officers elected by the Members of the Association at the annual meeting of the Members or at another meeting called for such purpose. The officers shall consist of a President, Vice President, Secretary, Treasurer and other officers as required, who shall be selected by the Nominating Committee and presented to the members for election to a two year term of office.

ARTICLES VIII – INCORPORATORS

The names and addresses of the initial incorporators were:

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| Leona Easterly | 20 East Main St. Suite 525, Mesa, Arizona 85201 |
| Robert Quaintance | 20 East Main St, Suite 525, Mesa, Arizona 85201 |

ARTICLE IX – NO PERSONAL LIABILITY

The directors, officers and members of the Association shall not be individually liable for the Association's debts. or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the Association shall not be personally liable to the Association or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Association or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Arizona Nonprofit Corporation Act as it may be amended from time to time , or (iv) for any transaction from which the director derived any improper personal benefit. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE X– INDEMNIFICATION

The Association shall indemnify any person who incurs any loss, cost or expense by reason of the fact that such person is or was an officer, director, employee or agent of the Association and except as may be otherwise provided by the Bylaws, such indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE XI -DISSOLUTION

No person shall possess any property right in or to the property or assets of the Association. On dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute the assets of the Association to one or more of the following qualified recipients: (a) a non-profit organization or organizations that may have been created to succeed the Association and/or (b) a non-profit organization or organizations engaged in activities substantially similar to those of the Association and which may be selected as a qualified recipient of such assets. The Association may be dissolved with the approval of not less than a two-third (2/3) vote of the members present at a duly called meeting.

ARTICLE XII – FISCAL YEAR

The Association fiscal year shall begin on January first and end on the last day of December.

ARTICLE XII– AMENDMENTS

These Articles of Incorporation may be amended as provided in A.R.S Sections 10-11001 through 11004, as the same may be amended or revised. Amendments shall require the approval of not less than two thirds (2/3) of the members present at a duly called meeting.

ARTICLE XIII – STATUTORY AGENT

The Association hereby appoints DG Service Corp. as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be 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.

IN WITNESS WHEREOF, we have executed these Amended and Restated Articles of Incorporation the ____ day of _____ 2018

_____ Incorporator/s

CONSENT OF STATUTORY AGENT

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



_____ On behalf of DG Service Corp. as statutory Agent