



APPROVED
Board of Directors
October 25, 2016

EXHIBIT

Amended and Restated Articles of Incorporation

Overview:

Phase I of our legal audit of governing documents has been completed. GVR's legal counsel wrote a draft of GVR Articles of Incorporation, the governing documents sub-committee reviewed, suggested changes and presented to Board Affairs Committee for their review and recommendation to Board of Directors to place on 2017 ballot.

Recommendation:

Board Affairs Committee recommends Board of Directors place the proposed Amended and Restated Articles of Incorporation on the 2017 ballot, and that the Board recommend their adoption by our Members.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GREEN VALLEY RECREATION, INC.

Pursuant to A.R.S. §10-11006, GREEN VALLEY RECREATION, INC., an Arizona non-profit corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is GREEN VALLEY RECREATION, INC.

SECOND: The Amendment to the Articles of Incorporation, as adopted, is as follows:

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation be, and it hereby is, amended in its entirety to read as follows:

"ARTICLE VI.

The period of duration of the Corporation shall be perpetual."

THIRD: The Amendment to the Articles of Incorporation was adopted on March 30, 1999.

FOURTH: The Amendment was duly adopted by the act of the members at the annual meeting of the Corporation on March 30, 1999.

DATED this 19th day of April, 1999.



RICHARD J. HANSEN, President



BETTYE JO PREIS, Secretary

STATE OF ARIZONA)
) ss
COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 19th day of April, 1999, by RICHARD J. HANSEN, President of GREEN VALLEY RECREATION, INC., on behalf of the Corporation.

J. M. G. Jones
Notary Public

My Commission Expires: 8/31/99

STATE OF ARIZONA)
) ss
COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 19th day of April, 1999, by BETTYE JO PREIS, Secretary of GREEN VALLEY RECREATION, INC., on behalf of the Corporation.

J. M. G. Jones
Notary Public

My Commission Expires: 8/31/99

ARTICLES OF INCORPORATION
OF
GREEN VALLEY RECREATION, INC.

ARTICLE I

The name of the corporation shall be GREEN VALLEY RECREATION, INC.

ARTICLE II

The principal place of business shall be in Green Valley, Pima County, Arizona.

ARTICLE III

The purposes for which this corporation is organized are the following:

A. GENERAL PURPOSE:

The mission of Green Valley Recreation, Inc. is to address the recreational needs of its members which best serve the overall good of the organization through the operation and maintenance of recreational and social facilities and the sponsorship of cultural and civic activities for its members and other persons and groups within the community of Green Valley. In aid of this purpose and to the extent consistent with its non-profit status, it shall have the power enumerated hereafter.

B. To solicit, collect, receive, administer and disburse funds in such manner, in the sole discretion of the Board of Directors, as will most effectively further the general purpose as defined in paragraph A of this Article; to buy, sell, lease, mortgage, pledge, encumber, own, hold, exchange, improve, develop, subdivide, contract regarding and otherwise deal in all kinds of real and personal property, tangible and intangible, and interests therein and borrow and lend money for the purposes provided in paragraph A of this Article; to make contracts, incur liabilities, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its real property, personal property and income for the purposes provided in paragraph A of this Article; to enter into a partnership, joint venture, trust agreement or any other business arrangement for the purposes provided in paragraph A of this Article; to apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, sell or dispose of any license, franchise, permit, or certificate of convenience and necessity for the purposes provided in paragraph A of this Article; and to do each and everything necessary, suitable, useful or advisable in connection with any, or all of the objects hereinbefore and hereinafter set forth for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

ARTICLES OF INCORPORATION
GREEN VALLEY RECREATION, INC.

ARTICLE IV

This corporation is not organized for profit and it shall not operate for profit, but is organized for and shall operate for the exclusive benefit of the tax exempt purpose hereinbefore described. Further, no part of its income or assets shall be distributed to or inure to its members, directors or officers; however it may confer benefits upon its members in conformity with its purposes, it may pay compensation in a reasonable amount to its members, directors, officers or employees for services rendered and may make reimbursement to its members, directors, officers or employees for expenses incurred in attending to their authorized duties.

ARTICLE V

The corporation shall have no capital stock. Membership qualifications, election and terms of admission, fees, admissions, dues, expulsion and suspension of members, and the contracting, securing, paying and limiting the amount of corporate indebtedness shall be provided in the Bylaws.

ARTICLE VI

The name, residence and post office address of each incorporator is:

William J. Pearce	231 Esperanza Blvd., P.O. Box 587 Green Valley, Arizona 85614
Neal T. Simonson	1207 Rebsaman Park Road Little Rock, Arkansas 72203
Larry R. Adamson	4909 E. Bermuda Tucson, Arizona 85712

ARTICLE VII

The time of commencement of this corporation shall be when the Articles of Incorporation have been filed in the Office of the Corporation Commission of the State of Arizona and a certified copy thereof recorded in the office of the County Recorder of Pima County, Arizona, and the termination shall be perpetual or any lesser period of time as limited by law.

ARTICLE VIII

A. The affairs of the corporation are to be conducted by the Board of Directors. The number of Directors shall not be less than three, and the maximum number of Directors, the manner of their election and the length of term in office shall be as set forth in the bylaws of the corporation.

B. The initial members of the Board of Directors, elected at a meeting held at 9:00 a.m. on May 3, 1971, at 231 Esperanza Boulevard, Green Valley,

ARTICLES OF INCORPORATION
GREEN VALLEY RECREATION, INC.

Arizona, who are to hold office until their status terminates or until their successor is elected or designated, in accordance with the Bylaws, are the following:

George H. Jacobus
Neal T. Simonson
William R. Vowell
C. Randolph Warner
William J. Pearce

C. The Annual Meeting of The Corporation shall be held within 90 days after the end of the fiscal year.

ARTICLE IX
LIMITATION ON DIRECTORS' LIABILITY

The Directors of the corporation shall be eliminated from liability to the corporation or its members for monetary damages for breach of fiduciary duty as a Director except upon the occurrence of any of the following:

- A. Any breach of the Directors' duty of loyalty to the corporation or its members
- B. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law
- C. A violation of A.R.S. S10-1026 (Share of Stock and Dividends Prohibited)
- D. Any transaction from which the Director derives an improper personal benefit
- E. A violation of A.R.S. S10-1097 (Member and Director Conflicts of Interest)

ARTICLE X

A. Amendments to the Articles of Incorporation shall be made in the following manner:

(1) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a membership meeting, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected shall be given to each member entitled to vote at the meeting within the time and in the manner provided in the Arizona Revised Statutes for the giving of notice of meetings of members. The proposed amendment may be adopted only by a two-thirds affirmative vote of those members voting in person or by proxy.

ARTICLES OF INCORPORATION
GREEN VALLEY RECREATION, INC.

B. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI

The Executive Director (currently J. J. Ziegler), 1070 S. Calle de las Casitas, Green Valley, Arizona 85622, has been designated to act as statutory agent and is the lawful agent of this corporation, to accept and acknowledge service and upon whom may be served all the necessary process or processes in an action, suit, or proceeding, that may be brought against this corporation in any of the Courts in the State of Arizona, and for all purposes required by law. The Board of Directors of the corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE XII

The power to amend the Bylaws shall be vested in the members and the procedure for amendment shall be provided in the Bylaws.

ARTICLE XIII
DISSOLUTION

Dissolution of the corporation can be effected only by an affirmative vote of the majority of the membership, pursuant to Arizona Revised Statutes Title 10, Chapter 5, Article 6, "Voluntary Dissolution and Liquidation."

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of Green Valley Recreation, Inc., an Arizona non-profit corporation, this 15th day of May, 1989.

Forrest Clark

Forrest Clark, President

Robert M. Fleury

Robert Fleury, Secretary

As amended
March 6, 1989

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GREEN VALLEY RECREATION, INC.

ARTICLE I

The name of the corporation shall be GREEN VALLEY RECREATION, INC.

ARTICLE II

The principal place of business shall be in Green Valley, Pima County, Arizona.

ARTICLE III

The purposes for which this corporation is organized are the following:

A. GENERAL PURPOSE:

The mission of Green Valley Recreation, Inc. is to address the recreational needs of its members which best serve the overall good of the organization through the operation and maintenance of recreational and social facilities and the sponsorship of cultural and civic activities for its members and other persons and groups within the community of Green Valley. In aid of this purpose and to the extent consistent with its non-profit status, it shall have the power enumerated hereafter.

- B. To solicit, collect, receive, administer and disburse funds in such manner, in the sole discretion of the Board of Directors subject to any limitations as may be set forth in the bylaws, as will most effectively further the general purpose as defined in paragraph A of this Article; to buy, sell, lease, mortgage, pledge, encumber, own, hold, exchange, improve, develop, subdivide, contract regarding and otherwise deal in all kinds of real and personal property, tangible and intangible, and interests therein and borrow and lend money for the purposes provided in paragraph A of this Article; to make contracts, incur liabilities, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its real property, personal property and income for the purposes provided in paragraph A of this Article; to enter into a partnership, joint venture, trust agreement or any other business arrangement for the purposes provided in paragraph A of this Article; to apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, sell or dispose of any license, franchise, permit, or certificate of convenience and necessity for the purposes provided in paragraph A of this Article; and to do each and everything necessary, suitable, useful or advisable in connection with any, or all of the objects hereinbefore and hereinafter set forth for the accomplishment of any one or more of said objects, or which, shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

ARTICLE IV

This corporation is not organized for profit and it shall not operate for profit, but is organized for and shall operate for the exclusive benefit of the tax exempt purpose hereinbefore described. Further, no part of its income or assets shall be distributed to or inure to its members, directors or officers; provided, however, it may make reimbursement to its members, directors, officers or employees for expenses incurred in attending to their authorized duties.

ARTICLE V

The corporation shall have no capital stock. Membership qualifications, election and terms of admission, fees, admissions, dues, expulsion and suspension of members, and the contracting, securing, paying and limiting the amount of corporate indebtedness shall be provided in the bylaws.

ARTICLE VI

The period of duration of the corporation shall be perpetual.

ARTICLE VII

- A. The affairs of the corporation are to be conducted by the Board of Directors. The number of directors shall not be less than three, and the maximum number of directors, the manner of their election and the length of term in office shall be as set forth in the bylaws of the corporation.
- B. The Annual Meeting of the corporation shall be held within 90 days after the end of the fiscal year.

ARTICLE VIII

LIMITATION ON DIRECTORS' LIABILITY

The personal liability of directors to the corporation for monetary damage for any action or failure to take an action as a director is eliminated except for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the corporation or the members.
- C. A violation of A.R.S. §10-3833 relating to unlawful distributions.
- D. An intentional violation of criminal law.

ARTICLE IX

A. Amendments to the Articles of Incorporation shall be made in the following manner:

(1) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the membership.

B. Amendments shall be approved by the affirmative vote of members representing a majority of the total votes in the corporation or two-thirds (2/3) of those voting on the matter, whichever is less, or as may otherwise be required under A.R.S. §10-11003.

ARTICLE X

The name of the statutory agent shall be as filed with the Arizona Corporation Commission. The Board of Directors of the corporation may revoke the appointment of statutory agent at any time and shall have the power to fill any vacancy in such position pursuant to A.R.S. §10-3502.

ARTICLE XI

The power to amend the bylaws shall be vested in the members and the procedure for amendment shall be provided in the bylaws.

ARTICLE XIII DISSOLUTION

Dissolution of the corporation may be effected only by an affirmative vote of the majority of the membership pursuant to A.R.S. §10-11402.

The following pages contain highlights of the recommended changes

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