

**RESTATED
ARTICLES OF INCORPORATION
OF
LONDON GREENS ASSOCIATION**

The undersigned, as incorporator, has this date executed these Articles for the purpose of forming a non-profit corporation in compliance with the requirements of the laws of the State of Arizona, and does hereby adopt the following Articles of Incorporation.

ARTICLE I. Definitions

The words and terms used herein shall be deemed to have the same meanings as are given those words in that certain Declaration of Covenants, Conditions and Restrictions for London Greens, dated February 5th, 1985 and recorded February 12th, 1985 in Book 1090, Pages 615 to 690 inclusive records of Mohave County, Arizona (the "Declaration") as amended by that certain First Amended and Restated Declaration of Covenants, Conditions and Restrictions for London Greens, dated January 26th, 2017 and recorded January 26th, 2017; Document # 2017004010, 46 pages, in the records of Mohave County, Arizona. The Declaration, as amended from time to time as therein provided, is incorporated herein by reference.

ARTICLE II. Name

The name of the corporation shall be the LONDON GREENS ASSOCIATION (the "Association").

ARTICLE III. Principal Place of Business

The principal and known place of business of the Association shall be 2563 N. Kiowa Blvd., Lake Havasu City, Arizona 86403.

ARTICLE IV. Incorporator

The name and address of the sole incorporator is James G. Flynn, 65 North Lake Havasu Avenue, Suite 2A, Lake Havasu City, Arizona 86403.

ARTICLE V. Statutory Agent

The statutory agent of the Association is Amy Telnes Management Services, 2563 N. Kiowa Blvd., Lake Havasu City, AZ 86403.

ARTICLE VI. Interpretation

In the event any provision hereof conflicts with the provisions of the Declaration, the provisions of the Declaration shall be deemed to control.

ARTICLE VII. Board of Directors

The control and management of the affairs of the Association shall be vested in a Board of Directors of not less than three (3) nor more than seven (7) Directors who need not be Members of the Association. The names and addresses of the persons, elected by the Incorporator on February 22nd, 1985, who shall serve as initial Directors of the Association until their successors are elected and qualified are:

James G Flynn	65 North Lake Havasu Ave., Suite 2A Lake Havasu City, Arizona 86403
Frank S. Daniele	1402 McCulloch Boulevard, #19 Lake Havasu City, Arizona 86403
Kenneth J. Komick	1401 McCulloch Boulevard, #46 Lake Havasu City, Arizona 86403

ARTICLE VIII. Amendments

Section 1. Amendments by Vote of Members

The Articles may be amended by the affirmative vote of not less than seventy-five percent (75%) of the votes of Members of the Association cast at a duly called meeting of the Members and, in the case of a material provision hereof, the approval of at least seventy-five percent (75%) of all Institutional Mortgagees.

Section 2. Amendment if Requested by Outside Agencies

Notwithstanding the above, the Board shall have the right to amend all or any part of the Articles to comply with the request of the FHA, the VA, or any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Articles or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Residence(s). In the event of such an amendment, articles of amendment shall be executed, filed and published as provided under Arizona law.

ARTICLE IX. Purposes, Powers and Character of Affairs

Section 1. Purposes

The Association does not contemplate pecuniary gain or profit to the Members thereof. The purposes for which the Association is formed are:

- (a) To encourage and facilitate social and recreational activities for the Owners, tenants and residents of the Project;
- (b) To provide for the orderly development, administration, operation, management, maintenance, preservation and architectural control of the Project, as provided in the Declaration; and

- (c) To promote the health, safety and welfare of the Owners, tenants and residents of the Project.

Section 2. Powers

For the purposes set forth in Section 1 above, and subject to any limitations set forth in the Declaration, the Association shall have the power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, guarantee payment or performance of obligations, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association;
- (f) Establish and adopt Bylaws and other rules and regulations deemed necessary and expedient to carry into effect the objects and purposes of the Association; and
- (g) Have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the laws of the State of Arizona may now or hereafter have or exercise.

Section 3. Limitation of Purposes

Notwithstanding anything herein contained to the contrary, no part of the activities of the Association shall be devoted to propagandizing or attempting to influence legislation, and the Association shall make no gift, donation or contribution to any institution or organization engaged in such activities. No part of the net earnings of the Association shall inure to the benefit of any Member or individual (other than by promoting social and recreational activities for Members, by acquiring, constructing, or providing management, maintenance, and care of the Common Area, or by a rebate of excess

membership dues, fees or Assessments); provided, however, that the foregoing language shall not be construed as prohibiting the payment of reasonable compensation for services rendered.

Section 4. Character of Affairs

The character of affairs which the Association initially intends to conduct in Arizona is to carry out the duties and responsibilities of the Association as set forth in the Declaration, including the providing of an organizational structure for the Members to engage in social and recreational activities, to provide for the operation and maintenance of the Common Area, to levy and collect assessments for the expense of the Association, and to exert architectural control over the construction and maintenance of improvements on the Project.


ARTICLE X. Membership and Voting


Each Owner of a Residence in the Project shall be a Member of the Association. Each such member shall be entitled to the number of votes as set forth in the Declaration and the Bylaws. Membership in the Association shall be appurtenant to and may not be separated from ownership of the Residence to which the membership is attributable.

IN WITNESS WHEREOF, the Incorporator hereunto has set his hand this 12th day of March, 1985.

(signed by James G. Flynn)
James G. Flynn

IN WITNESS WHEREOF, the Restated Articles of Incorporation have been approved by at least 75% of the members on January 24th, 2017.


Marilyn L. Marks, President


Patricia LaValle, Secretary