

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF ORGANIZATION**

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: WOODSHIRE ON BUTLER CONDOMINIUM ASSOCIATION
ENTITY ID: 1968609
ENTITY TYPE: Domestic Nonprofit Corporation

ADOPTION AND VOTE

ADOPTION DATE: 04/30/2019

The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. YES

The restated Articles contain one or more amendments that required approval by members and/or other persons

Approved by members NO

Approved by other person(s) as required by the articles of incorporation NO

SIGNATURE

Officer: CRAIG PETERSEN - 05/01/2019

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:
WOODSHIRE ON BUTLER HOMEOWNERS' ASSOCIATION

2. **DATE OF ADOPTION** - date on which the restated Articles were adopted: April 30, 2019

3. **APPROVAL OF RESTATED ARTICLES** – check 3.1 or 3.2 (not both) and follow instructions:

3.1 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 5.

3.2 The restated Articles contain one or more **amendments that required approval by members and/or other persons** – continue with number 4.

4. **APPROVAL OF AMENDMENTS** – if 3.2 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.

5. **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 law* that this document together with any attachments is submitted in compliance with Arizona law.



I ACCEPT

CRAIG PETERSEN
Printed Name

4.30.19

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.

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.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WOODSHIRE ON BUTLER CONDOMINIUM ASSOCIATION
(Formerly Known As WoodShire on Butler Homeowners' Association)

In compliance with the requirements of §10-3201, *et seq.*, Arizona Revised Statutes, as amended, the undersigned, who is a person capable of contracting, states as follows:

ARTICLE 1
NAME

The name of the corporation is WoodShire on Butler Condominium Association (the "Association") and that this corporation's original Articles of Incorporation were filed with the Arizona Corporation Commission on March 28, 2019 under the name WoodShire on Butler Homeowners' Association as File No. 1968609.

ARTICLE 2
DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Condominium Declaration for WoodShire on Butler Condominiums recorded in the Coconino County, Arizona Recorder's Office (the "**Declaration**"), as amended from time to time.

ARTICLE 3
KNOWN PLACE OF BUSINESS

The known place of business of the Association shall be located at 3550 North Central Avenue, Suite 1101, Phoenix, Arizona 85012.

ARTICLE 4
STATUTORY AGENT

Philip V. Petersen whose address is 3550 North Central Avenue, Suite 1101, Phoenix, Arizona 85012, is hereby appointed and designated as the initial statutory agent for the Association.

ARTICLE 5
CHARACTER OF AFFAIRS OF THE ASSOCIATION

The character of business that the Association initially intends to conduct is to provide for the management, maintenance and care of the Common Elements and other property in the Condominium to be managed and/or maintained by the Association, and to exercise and perform such other powers and duties as are imposed on or granted to the Association by the Condominium Documents. In furtherance of, and in order to accomplish the foregoing objects and purposes, 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.

ARTICLE 6
MEMBERSHIP AND VOTING RIGHTS

The Association will have members. Membership in the Association shall be limited to Unit Owners. Each Unit Owner shall have such rights, privileges and votes in the Association as are set forth in the Condominium Documents.

ARTICLE 7
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director of the Association who shall serve until the first annual meeting of the members or until his successor is elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Craig Petersen	3550 North Central Avenue, Suite 1101, Phoenix, Arizona 85012

The number of directors may be changed from time to time by the Board of Directors. During the Period of Declarant Control, the minimum number of directors shall be one (1). After the termination of the Period of Declarant Control, the minimum number of directors shall be three (3) and the maximum number of directors shall be nine (9).

ARTICLE 8
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Association to the Association or its Members for monetary damages for any action taken, or failure to take any action, as a director is hereby eliminated to the extent permitted by the Declaration and the Arizona Revised Statutes, as they may be amended from time to time.

ARTICLE 9
INDEMNIFICATION

To the extent it has the power to do so under the Arizona Revised Statutes, as they may be amended from time to time, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a Member, director, officer, employee or agent of the Association or is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith or failed to act and such failure to act was in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Indemnification of any such person shall be made in accordance with the procedures set forth in the Arizona Revised Statutes.

ARTICLE 10
AMENDMENTS

1. These Articles may be amended by Members representing at least sixty-seven percent (67%) of the total authorized votes entitled to be cast by Members of the Association; provided, however, that during the Period of Declarant Control, the Declarant shall have the right to amend these Articles to: (a) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect the rights of any Unit Owner; (b) correct any error or inconsistency in these Articles if the amendment does not adversely affect the rights of any Unit Owner; (c) comply with the rules or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments, including without limitation, the Department of Veterans Affairs, the Federal Housing Administration, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation; or (d) comply with the rules or requirements of any federal, state or local governmental entity or agency whose approval of the Condominium Documents is required by law or requested by Declarant. So long as the Declarant owns any Unit, any amendment to these Articles must be approved in writing by the Declarant.

2. The Board shall adopt the initial By-laws of the Association.

ARTICLE 11
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than eighty percent (80%) of the total authorized votes entitled to be cast by Members of the Association. So long as the Declarant owns any Unit, and subject to the prior written consent of the Declarant, the Association may not be dissolved without prior written approval by Members holding ninety percent (90%) of the votes in the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE 12
DURATION

The Association shall exist perpetually.

ARTICLE 13
INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Craig Petersen	3550 North Central Avenue, Suite 1101, Phoenix, Arizona 85012

ARTICLE 14
AMENDS AND RESTATES

These Amended and Restated Articles of Incorporation of WoodShire on Butler Condominium Association amend and restate and supersede in their entirety those certain Articles of Incorporation filed with the Arizona Corporation Commission on March 28, 2019, as File No. 1968609.

Dated this 30th day of April, 2019.



 Craig Petersen, Incorporator