

AUG 08 2018

ARIZONA CORPORATION COMMISSION  
 CORPORATION DIVISION  
 CORPORATIONS DIVISION

Commissioners  
 Chairman, Tom Forese  
 Bob Burns  
 Boyd Dunn  
 Andy Tobin  
 Justin Olson

Date: 8/4/2018

Delivered via:

RECREATIONAL CENTER INC  
 7800 E CAMELBACK RD  
 SCOTTSDALE AZ 85251  
 USA

RE: Entity Name: SCOTTSDALE SHADOWS VII, INC.  
 ACC File Number: 01285846  
 ACC Order Number: DCF2CA8739534  
 Document Received Date: 05/14/2018

We are pleased to notify you that the Articles of Amendment - Nonprofit for the above-referenced entity have or has been APPROVED for filing.

**If the known place of business of the corporation is NOT in Maricopa County or Pima County**, the document must be published. The publication must be completed within 60 days after 8/4/2018, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at [www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf](http://www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf). You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

**If the known place of business of the corporation is in Maricopa County or Pima County**, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 8/4/2018, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at [www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf](http://www.azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf).

The Corporations Division strongly recommends that you periodically monitor the corporation's public record, which can be viewed at [www.ecorp.azcc.gov](http://www.ecorp.azcc.gov). If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director: Patricia Maxwell

AZ CORPORATION COMMISSION  
FILED

MAY 14 2018

AZ Corp. Commission  
06348820

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION  
OF  
SCOTTSDALE SHADOW VII, INC.

**FILE NO.** 01285846

Pursuant to the provisions of Section 10-11006, Arizona Revised Statutes, the undersigned nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Scottsdale Shadow VII, Inc.
2. The amendment to the Articles is attached hereto as Exhibit A.
2. The amendment was adopted the 3<sup>rd</sup>, day of May, 2018.
3. The amendment was duly adopted with approval of a majority of the Members of the Board of Directors.

DATED: May 4, 2018

SCOTTSDALE SHADOW VII, INC.  
an Arizona nonprofit corporation

By: Betty Moston  
Its: President

Betty Moston (Print Name)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SCOTTSDALE SHADOWS VII, INC.

This AMENDMENT TO ARTICLES OF INCORPORATION OF SCOTTSDALE SHADOWS VII, INC. (the "Amendment") is made as of this 3<sup>rd</sup> day of May, 2018, by Scottsdale Shadow VII, Inc., an Arizona nonprofit corporation (the "Association").

WITNESSETH

**WHEREAS**, that certain Articles of Incorporation of Scottsdale Shadow VII, Inc. was filed with the Arizona Corporation Commission on February 27, 1980 (the "Articles"); and

**WHEREAS**, pursuant to Articles may be amended by the Association through a majority vote of the Board of Directors.

**NOW, THEREFORE**, the Articles are hereby amended as follows:

ARTICLE I

Name

The name of the corporation is SCOTTSDALE SHADOWS VII, INC.

ARTICLE II

Duration

The corporation shall exist perpetually.

ARTICLE III

Purposes and Powers

The corporation does not contemplate pecuniary gain or profit to the Members thereof, and no part of the income or profit of the corporation, if any, shall be distributable to its Members, directors or officers, except as a payment of reasonable compensation for services rendered or a distribution upon dissolution or liquidation as permitted by law. The specific purposes for which the corporation is formed is to fulfill all the duties and responsibilities, and to exercise all the rights, powers and prerogatives, of the Association as set forth in the Declaration of Horizontal Property Association and Declaration of Covenants, Conditions and Restrictions for Scottsdale Shadows VII (the Declaration), which was recorded with the County Recorder of Maricopa County, Arizona, on May 7, 1979, in Docket 13616, page 264 *et seq.*, and amended on April 19, 2018 and to act as and constitute the council of co-owners and the governing body of and for Scottsdale Shadows VII. A horizontal property association existing by virtue of said Declaration.

In furtherance of such purposes, the corporation shall have all powers and be authorized and empowered to perform all acts and do all things which a nonprofit corporation might now or hereafter at any time be lawfully authorized, empowered or permitted to perform, do or exercise under the laws of the State of Arizona.

#### ARTICLE IV

##### Character of Business

The character of business which the corporation initially intends to conduct is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers and prerogatives under the Declaration.

#### ARTICLE V

##### Statutory Agent

The name of the corporation's statutory agent is Recreational Center, Inc. whose address is 7800 E. Camelback Road, Scottsdale, AZ 85251.

#### ARTICLE VI

##### DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, the number of which shall be determined from time to time in the manner provided in the By-Laws of the corporation but shall not be less than three (3) nor more than seven (7).

#### ARTICLE VII

##### Membership; Voting Rights

Other than its Members, the corporation shall have no shareholders, and no capital stock shall be authorized or issued. The Members of the corporation shall be the Owners of Units, as provided in the Declaration. Each Owner shall be a Member of the corporation as soon as and so long as he shall be an Owner. Such membership shall automatically terminate when an Owner ceases for any reason to be an Owner, and the new Owner shall likewise automatically succeed to such membership in the corporation. A membership in the corporation shall not be transferred, pledged or alienated in any way, except upon the sale of the Unit to which it appertains (and then only to such purchaser) or by intestate succession, testamentary disposition, foreclosure of a mortgage of record or other legal process transferring fee simple title to such Unit (and then only to the Person to which such fee simple title is transferred). Notwithstanding the foregoing, in the event that an Owner has granted an irrevocable proxy or otherwise pledged or alienated the voting right of his Unit regarding special matters to a Mortgagee as additional security, only the vote of

such Mortgagee will be recognized in regard to such special matters, if a copy of such proxy or other instrument has been filed with the Board of Directors. In the event that more than one such instrument has been filed, the Board of Directors shall recognize the rights of the first Mortgagee to so file, regardless of the priority of the Mortgagees themselves. Any attempt to make a prohibited transfer of a membership is void and will not be recognized by or reflected upon the books and records of the corporation. In the event the Owner of any Unit should fail or refuse to transfer the membership registered in his name to the purchaser of such Unit, the corporation shall have the right to record a transfer upon the books of the corporation and issue a new membership to the purchaser, and thereupon the old membership outstanding in the name of the seller shall be null and void as though the same has been surrendered.

Members shall all be owners under the Declaration and, except as hereafter provided in the case of election of directors, shall be entitled to one vote for each Unit owned, which vote shall be weighted as to all matters in accordance with the percentage of the undivided ownership of the Common Elements of Scottsdale Shadows VII appurtenant thereto. When more than one Person holds an interest in any Unit, all such Persons shall be Members. The voting for such Unit shall be exercised as such Persons among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

#### ARTICLE VIII

##### Annual Meeting of Members

Annual meetings shall be as provided in the By-Laws of the corporation.

#### ARTICLE X

##### Provisions Respecting Amendments

These Articles of Incorporation shall not be amended to contain any provisions which would be contrary to or inconsistent with the Declaration as in effect from time to time, and any provision of or purported amendment to these Articles of Incorporation which is contrary to or inconsistent with the Declaration as in effect from time to time shall be void to the extent of such inconsistency. The Articles may be amended by the Board of Directors by a majority vote of the Board.

#### ARTICLE XI

##### Indemnification

Directors and officers of the Association shall not be liable to the Association or the members of the Association for any acts performed as a director or officer of the Association except for those acts or omissions set forth in ARS § 10-3850 through ARS § 10-3858. Each Director and officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him by judgment or settlement in connection with any proceeding to which he may be a party, or in which he may become

involved, by reason of his being or having been a Director or officer of the Association, except for those acts or omissions set forth in ARS § 10-3850 through ARS § 10-3858.

ARTICLE XII

Definitions

The words used herein shall be deemed to have the same definitions as in the Declaration, unless otherwise required by context.

IN WITNESS WHEREOF, Scottsdale Shadows VII, Inc. has amended and executed these Articles of Incorporation on the day and year above written.

SCOTTSDALE SHADOWS VII, INC.

An Arizona Nonprofit Corporation

By:   
Its: President