

AZ CORPORATION COMMISSION
FILED

FEB 24 2005

FILE NO. - 1006971.7

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

RESIDENCE CLUB SEDONA AT SEVEN CANYONS OWNERS' ASSOCIATION, INC.

The undersigned, being the Secretary of the Residence Club Sedona at Seven Canyons Owners' Association, Inc. (the "Association"), hereby certifies that:

1. The undersigned is the duly appointed and acting Secretary, respectively, of the Association.
2. The original name of the Association is RESIDENCE CLUB SEDONA AT SEVEN CANYONS OWNERS' ASSOCIATION, INC. and this Association was originally incorporated on October 26, 2001, pursuant to Arizona law.
3. The Articles of Incorporation of the Association are amended and restated to read in full as set forth on Exhibit "A" attached hereto.
4. The amendments reflected in Exhibit "A" were duly adopted by the act of the Board of Directors of the Association pursuant to Arizona Revised Statutes § 10-11002, with approval, in writing, by the persons so specified in the Association's Articles of Incorporation and Bylaws.
5. The amendments reflected in Exhibit "A" were adopted effective as of February 24, 2005.

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of the Association under the laws of the State of Arizona, the undersigned has executed this instrument this 24th day of February, 2005.


Tom Kell, Secretary

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE VILLAS AT SEVEN CANYONS OWNERS ASSOCIATION, INC.

The undersigned hereby sets forth the following statements for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and, for that purpose, hereby adopts these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is The Villas at Seven Canyons Owners Association, Inc. (the "Association").

ARTICLE II
DEFINITIONS

Unless otherwise specifically provided herein, capitalized terms and phrases used herein shall have the meanings given those terms in that certain Declaration of Condominium and Fractional Ownership Plan of The Villas at Seven Canyons, a Condominium, recorded in the official records of Yavapai County, Arizona, on February 3, 2005, in Book 4230, at Page 584, and all amendments thereto (the "Condominium Declaration")

ARTICLE III
CHARACTER OF BUSINESS

The character of business that the Association intends to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers, privileges and prerogatives under the Condominium Declaration.

ARTICLE IV
BOARD OF DIRECTORS

The Board shall consist of not more than seven nor less than three directors. The number of directors shall be as determined by the Board from time to time. Each director of the Association must be a member of the Association or a representative of the Developer. The names and addresses of the three individuals, who are to serve as directors until their successors are elected or appointed as provided in the Bylaws of the Association, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Cavan	8960 E. Raintree Drive, Suite 100 Scottsdale, Arizona 85260
Patrick LaVoie	8960 E. Raintree Drive, Suite 100 Scottsdale, Arizona 85260
Tom Kell	8960 E. Raintree Drive, Suite 100 Scottsdale, Arizona 85260

ARTICLE V
STATUTORY AGENT

Sedona Development Partners, LLC, whose address is 8960 E. Raintree Drive, Suite 100, Scottsdale, Arizona 85260, is hereby appointed statutory agent of the Association. The Board may revoke the appointment of the agent at any time and shall have the power to fill any vacancy.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Sedona Development Partners, LLC, whose address is 8960 E. Raintree Drive, Suite 100, Scottsdale, Arizona 85260.

ARTICLE VII
MEMBERSHIP

The Association shall have members and their voting rights shall be as provided in the Condominium Declaration. It is hereby acknowledged that the Condominium Declaration may be amended from time to time to change the qualifications and requirements of the members of the Association and their respective voting rights.

ARTICLE VIII
ELIMINATION OF DIRECTOR LIABILITY; INDEMNIFICATION

To the fullest extent permitted by Arizona law, no director of the Association shall be liable to the Association or its members for damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this Article VIII, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Association occurring prior to such repeal, amendment or modification. To the fullest extent permitted by Arizona law, the Association shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Association. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which indemnification and advancement of expenses to a director or officer of a corporation are permitted by law. No repeal, amendment or modification of this Article VIII,

whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX
CONFLICT WITH CONDOMINIUM DECLARATION

The Association is formed and shall exist pursuant to and for the purpose of effectuating the provisions of the Condominium Declaration. In the event of any inconsistency between the terms of the Condominium Declaration, as amended from time to time, and the terms of these Articles, as amended from time to time, the terms of the Condominium Declaration shall control.

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AZ Corp. Commission



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NO FILING FEE REQUIRED

**CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**
Pursuant to A.R.S. §§10-602, 10-1506, 10-11606 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (822) 842-3838 or our web site, www.azcc.com/submitform.htm to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

The Village At Sedona Canyon Owners Association, Inc.

2. The ACC file number is -1006971-7 **RECEIVED**

3. The known place of business currently on file with the ACC is: **JUN 01 2010**

15333 N Pima Rd
STE 304
SCOTTSDALE, AZ 85260

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

4. The name and street address of the current statutory agent on file with the ACC is:

SEDONA DEVELOPMENT PREMISES, LLC
15333 N Pima Rd, Suite 304
SCOTTSDALE, AZ 85260

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

NO CHANGE

(B) Foreign corporations only.
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

Indicate which address in which general correspondence can be mailed.

(A) _____ or (B) _____

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or parcel mail box (PMB) then he/she must also provide a physical local address.) **E D**

NO CHANGE **JUL 18 2010**

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

AR-0001
Rev. 02/05/09

Arizona Corporation Commission
Corporations Division

Corporation Name: THE VILLAS AT SEVEN CANYONS
OWNER ASSOCIATION File Number: 1006971-7

(B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

CAVAL MANAGEMENT SERVICES, LLC
15333 N PIMA ROAD
SUITE 303
SCOTTSDALE, AZ 85260

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent***

*(Required only if a new statutory agent is being appointed.)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 15th day of JUNE, 2010.

Signature: [Signature]
Printed Name: George D. Matthew Title: Vice President

If signing on behalf of a company, please print the company name here.

Statutory agents must sign only if changing his/her address (then B(A)). Changes to corporation(s) other than changes to a statutory agent's address, must be certified by an officer of the corporation.

Dated this 14 day of May, 2010

Signature: [Signature]
Printed Name: GEORGE D. MATTHEW
Title: VICE PRESIDENT

If signing on behalf of a company, please print the company name here.