

**COLONY BILTMORE
GREENS
HOMEOWNERS ASSOCIATION**

**ARTICLES OF
INCORPORATION**

Proposed Amendments – July 2022

ARTICLES OF INCORPORATION

OF

COLONY BILTMORE-GREENS HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Section 10-451, et seq., Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the Corporation is COLONY BILTMORE-GREENS HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at [16625 S. Desert Foothills Parkway, Phoenix, AZ 85048](#)~~1645 East Missouri, Phoenix, Arizona 85016~~.

ARTICLE III

STATUTORY AGENT

~~Gerald L. Jacobs~~[Beth Mulcahy, Esq.](#), whose address is ~~Suite 1800, 3003 North Central Avenue~~[3001 E. Camelback Road, Suite 130](#), Phoenix, Arizona, 85016~~2~~, ~~and who has been a bona fide resident of the State of Arizona for more than three (3) years last past~~, is hereby appointed and designated statutory agent for the corporation, for the State of Arizona, upon whom service of process may be had. This appointment may be revoked at any time by the filing of the appointment of another agent.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

The object and purpose for which this Association is organized is to act as a tax exempt homeowners' association in accordance with Section 528 of the Internal Revenue Code of 1954, as amended, and as such it is to be operated to provide for the acquisition, construction, management, maintenance, and care of the Association's property. In furtherance of and in order to accomplish the foregoing object and purpose, 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 V

THE CHARACTER OF THE BUSINESS

The character of the business which the Association intends to conduct in Arizona is to provide for the ~~acquisition, construction~~, management, maintenance and care of the Association's property and to

promote and protect the common good and general welfare of the people of the community encompassed within this Association through the preservation and maintenance of the architecture, ecology, and aesthetic beauty of the common area and the lots included within that certain property description on Exhibit "A" attached hereto and incorporated herein by this reference and any additions thereto as may hereafter be brought within the jurisdiction of the Association, hereafter referred to as the "Property".

ARTICLE VI

POWERS

The Association shall have all of those powers provided by law, including those set forth in the Arizona Revised Statutes as the same may be amended from time to time, and all of those powers necessary or convenient to effect the Association's purposes as set forth above, including but without limitation, the power to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" applicable to the property and recorded or to be recorded in the office of the County Recorder of Maricopa County, Arizona, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference.

ARTICLE VII

MEMBERSHIP

Every person or entity who is a record owner in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, subject to and in accordance with the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VIII

VOTING RIGHTS

The Association shall have ~~three~~two (2) classes of voting membership:

Class A. Class A Members shall be the owners, with the exception of the Declarant of lots in Colony Biltmore Unit I, according to Book 187 of Maps, page 39, records of Maricopa County, Arizona, and each Class A Member shall be entitled to one (1) vote for each lot owned.

Class B. Class B Members shall be the owners of lots in The Biltmore Greens Unit I, according to Book 187 of Maps, page 38, records of Maricopa County, Arizona, and each Class B Member shall be entitled to one (1) vote for each lot owned. Class B membership shall be subject to an additional assessment for exterior maintenance.

~~Class C. Class C Members shall be the Declarant and shall be entitled to seven (7) votes for each Lot owned. The Class C membership shall cease when the total votes outstanding in the Class A and Class B memberships equal or exceed the total votes outstanding in the Class C membership.~~

When more than one person holds an interest in any Lot, only one (1) person shall be a member. Such persons holding an interest shall designate the person to be the member and shall give written notice thereof to the Association. The vote for such lot may be exercised as the owners among themselves determine, but in no event shall more than one (1) ballot be cast with respect to any lot. The votes for each such lot must be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same lot. In the event that more than one ballot is cast for a particular lot, said ballots shall not be counted and shall be deemed void.

~~In any election of the members of the board of directors, every owner entitled to vote at such an election shall have the right to cumulate his votes and give one candidate, or divide among any number of the candidates, a number of votes equal to the number of lots owned by the owner multiplied by the number of votes the owner is entitled to cast per lot, multiplied by the number of directors to be elected. The candidates receiving the highest number of votes, up to the number of the board members to be elected, shall be deemed elected.~~

Each member shall have such other rights, duties and obligations as set forth in the Declaration and the Bylaws of the Association, as the same may be amended from time to time.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a board of directors and such officers as the directors may elect or appoint. Neither the directors nor the officers need be members of the Association. The number of directors shall not be fewer than ~~three~~ ~~five~~ (53) nor more than ~~eleven~~ ~~seven~~ (711). The number of directors may be changed by amendment of the Bylaws of the Association. ~~The numbers of directors constituting the initial board of directors shall be three (3). The names, residences and post office addresses of the first directors of the Association are as follows, the election of directors having been held at 1645 East Missouri, Phoenix, Arizona, on August 31, 1977, at 5:00 p.m.~~

Name	Residence	Mailing Address
S. John Robinson	6102 E. Montecito	P. O. Box 15692 Phoenix, Arizona 85018
Phoenix, Ariz. 85018		
Susan Robinson	6102 E. Montecito	P. O. Box 15692 Phoenix, Ariz. 85018
Phoenix, Ariz. 85018		
Douglas Watson	3600 Pruneridge Ave.	P. O. Box 2805 Santa Clara, Calif. 95051
Santa Clara, Calif. 95051		

~~The election of the members of the board of directors is hereby ratified and the directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified.~~

Directors shall be elected by the members of the Association at the annual meeting thereof to be held ~~every year~~ on the ~~third first Saturday Monday~~ in the month of ~~August December,~~ ~~beginning in 1978~~. Directors shall hold office for ~~one two (21)~~ year ~~terms~~, or until their successors are elected and qualified. ~~Board vacancies due only to death, resignation or disqualification will be filled by the Board, and the replacements will only serve until the next election. Any vacancy occurring on the board of directors by reason of death, resignation, or disqualification of any such director shall be filled by the remaining directors, such replacement director to serve the unexpired portion of the prior director's term.~~ The board is expressly authorized to adopt, amend, and rescind Bylaws for the Association, by a majority vote of the members of the board, at a regular or special meeting called therefor.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of ~~sixty a majority six and two thirds (66 2/3%)~~ ~~percent~~ of the votes entitled to be cast by the members of the Association.

ARTICLE XII

ASSESSMENT

For the purpose of providing necessary funds for the carrying out of the purposes of this Association as aforesaid and the necessary operating expenses of the Association, there shall be levied against each lot, and each lot owner, an annual assessment and other assessments, in the amounts and by the procedures set forth in the Declaration, which assessments shall be due, payable and enforceable in the manner set forth in the Declaration, as the same may be amended from time to time.

ARTICLE XIII

INCORPORATORS

The names and addresses of the incorporators of this Association are:

S. John Robinson P. O. Box 15692, Phoenix, Arizona 85018

Susan Robinson P. O. Box 15692, Phoenix, Arizona 85018