

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**SCOTTSDALE MARQUESSA CONDOMINIUM ASSOCIATION
(formerly known as The Heritage – Scottsdale Owners Association)**

KNOW ALL MEN BY THESE PRESENTS:

That the Scottsdale Marquessa Condominium Association (formerly known as The Heritage – Scottsdale Owners Association), by and through its President undersigned, with the approval of membership in accordance with A.R.S. § 10-11003(A)(5), in compliance with the existing Articles of Incorporation dated January 20, 1986 at Article XIII and A.R.S. § 10-3101 *et seq.*, and specifically A.R.S. § 10-11007, hereby adopts the following Amended and Restated Articles of Incorporation, to supersede and replace the original Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Scottsdale Marquessa Condominium Association.

ARTICLE II

DEFINED TERMS

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Horizontal Property Regime and Declaration of Covenants, Conditions and Restrictions for The Heritage – Scottsdale recorded with the County Recorder of Maricopa County, Arizona, as Instrument Number 85 619193, as has been or may be amended from time to time.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be the location of the Association's management company, as set forth in the document recorded in the Records of Maricopa County pursuant to A.R.S. Section 33-1256(J), or other location as may be designated from time to time by the Board of Directors.

ARTICLE IV

STATUTORY AGENT

Tom Emele, whose address is 3260 E. Indian School Road, Phoenix, Arizona 85251, 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 as the Statutory Agent for the Corporation.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The object and purpose for which the Association is organized is to provide for the management, maintenance, and care of the General Common Elements and to perform such other duties as are imposed upon the Association under the Condominium Documents. 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 VI

CHARACTER OF 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 General Common Elements and to perform such other duties as are imposed upon the Association under the Condominium Documents, and to promote and protect the common good and general welfare of the people of the community encompassed within the Association, through the preservation and maintenance of the architecture, ecology and aesthetic beauty of the General Common Elements and Units included within the Condominium.

ARTICLE VII

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 corporation'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 the Condominium Documents.

ARTICLE VIII

MEMBERSHIP

Identity of Members. Membership in the Association shall be limited to Owners of Units. Each Owner of a Unit shall automatically be, upon becoming the Owner thereof, a Member of the Association and shall remain a Member of the Association until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease.

Transfer of Membership. The Association membership of each Owner of a Unit shall be appurtenant to each such Unit. The rights and obligations of an Owner and membership in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership of such Unit or by intestate succession, testamentary disposition, foreclosure of mortgage of record, exercise of a power of sale under a deed of trust or such other legal process as is now in effect or as hereafter may be established under or pursuant to the laws of the State of Arizona. Any attempt to make a prohibited transfer shall be void and shall not be reflected upon the books and records of the Association.

ARTICLE IX

VOTING RIGHTS

Classes of Members. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant so long as there is a Class B membership, of Units. Each Class A member shall be entitled to one (1) vote for each Unit owner.

Class B. The Class B member shall be the Declarant. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Unit owner. The Class B membership shall cease and be converted to a Class A membership and the Declarant shall become a Class A member upon the happening of either of the following events, whichever occurs earlier:

- (a) 120 days after the date by which seventy-five percent (75%) of the Units have been conveyed to Purchasers; or
- (b) Five (5) years after the conveyance of the first Unit to a Purchaser;
- (c) When the Declarant notifies the Association in writing that it relinquishes its Class B membership.

Joint Ownership. When more than one person is the Owner of a Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one ballot be cast with respect to any Unit. The votes for each such Unit 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 casts a ballot representing a certain Unit, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Unit. In the event more than one ballot is cast for a particular Unit, none of said votes shall be counted and said votes shall be deemed void.

Corporate or Partnership Ownership. In the event any Unit is owned by a corporation, partnership or association, the corporation, partnership or association shall be a Member and shall designate in writing to the Association at the time of acquisition of the Unit, an individual who shall have the power to vote said membership and in the absence of such designation and until such designation is made, the president or general partner of such corporation, partnership or association shall have the power to vote the membership.

Suspension of Voting Rights. In the event any Owner is in arrears in the payment of any Assessments or other amounts due under any of the provisions of the Condominium Documents for a period of five (5) days or violates any other provisions of the Condominium Documents which violation is not cured within ten (10) days after notice of the violation is given to such Owner by the Association, said Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, including accrued interest and attorneys' fees, are brought current, and all violations of the Condominium Documents are cured.

ARTICLE X

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by the Board of Directors and such officers and committees as the directors may elect and appoint in accordance with the Articles and Bylaws. The number and terms of the directors shall be as set forth in the Bylaws. All directors must be members of the Association. Any vacancy occurring on the Board by reason of death, resignation, or disqualification of any director shall be filled by the remaining directors, and such replacement director to serve the unexpired portion of the prior director's term. The current director of the Association is:

Cindy Adams

3260 E. Indian School Rd.
Phoenix, AZ 85018

ARTICLE XI

OFFICERS

The following persons are the original officers of the Association and shall hold the positions opposite their names until the first annual meeting of the Association and until their successors have been elected and qualified:

Denny Ryerson	President	777 E. Thomas Rd., Ste. 210 Phoenix, Arizona 85014
Mark McLoon	Vice-President/Treasurer	777 E. Thomas Rd., Ste. 210 Phoenix, Arizona 85014
Nancy Hardy	Secretary	777 E. Thomas Rd., Ste. 210 Phoenix, Arizona 85014

ARTICLE XII

DISSOLUTION

Except for a dissolution that would result in a withdrawal of the Condominium from the Horizontal Property Regime created by the recording of the Declaration, the Association may be dissolved with the consent given in writing and signed by Members representing not less than two-thirds (2/3) of the total authorized votes entitled to be cast by Members of the Association. Upon any such dissolution of the Association, other than incident to a merger or a consolidation,

the assets of the Association shall be dedicated, granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization designated by the Members approving the dissolution as being the entity which will thereafter perform the duties and obligations of the Association under the Condominium Documents. Any dissolution of the Association which would result in a withdrawal from the Condominium from the Horizontal Property Regime must be approved by the Owners of the Units and shall be evidenced by a Declaration of Withdrawal executed, acknowledged and recorded by the Owners of all of the Units. If at the time of any such dissolution there are any encumbrances or liens against any of the Units, such Declaration of Withdrawal will be effective only when the creditors holding such encumbrances or liens also execute and acknowledge such Declaration of Withdrawal or their encumbrances or liens are satisfied other than by foreclosure against the Units or expire by operation of law.

ARTICLE XIII

AMENDMENTS

These Articles may be amended by the affirmative vote or written consent of Members representing at least sixty-seven percent (67%) of the total authorized votes in the Association.

ARTICLE XIV

DURATION

The Corporation shall exist perpetually.

The undersigned President of the corporation hereby certifies that the amendments contained in this Amended and Restated Articles of Incorporation were approved by the affirmative vote of Members representing at least sixty-seven percent (67%) of the total authorized votes in the Association in accordance with Article XIII of the Articles of Incorporation and A.R.S. § 10-11003(A)(5).

By: Cindy Adams
Cindy Adams

Dated this 12 day of June, 2014.



APR 28 2014

JUN 06 2014

FILE NO. 01827280

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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**
Read the Instructions CD131

- ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:
THE HERITAGE - SCOTTSDALE OWNERS ASSOCIATION
- A.C.C. FILE NUMBER:** 0182728-0
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.com/Articles/Corporations>
- DATE OF ADOPTION** - date on which the restated Articles were adopted: 03/27/2014
- APPROVAL OF RESTATED ARTICLES** - check 4.1 or 4.2 (not both) and follow instructions:
 - 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.
 - The restated Articles contain one or more amendments that required approval by members and/or other persons - continue with number 5.
- APPROVAL OF AMENDMENTS** - if 4.2 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.
- 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 perjury that this document together with any attachments is submitted in compliance with Arizona law.

Cindy Adams

I ACCEPT
Cindy Adams

04/22/2014
04684240
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 to receive this A.C.C. filing please obey the submission provisions required by statute. You should also please report statute for those instances that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public records and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or contact Arizona City/ 602-369-3619.