



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

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**BILTMORE GREENS III - VI
HOMEOWNERS ASSOCIATION,
INC.**

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
11/28/2008, 12/05/2008, 12/12/2008

THE NAME OF THE CORPORATION: BILTMORE-GREENS III
HOMEOWNERS' ASSOCIATION, INC. changing its name to BILTMORE
GREENS III - VI HOMEOWNERS ASSOCIATION, INC.

CORPORATE FILE NUMBER: 0130440-8

TYPE OF DOCUMENT: NON-PROFIT CORPORATION ARTICLES OF
AMENDMENT

AUTHORIZED
SIGNATURE: _____

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CORPORATIONS DIVISION

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 28th day of November, 2008

NOTARY SIGNATURE: _____

Laurinda R. Cook



NON-PROFIT CORPORATION ARTICLES OF AMENDMENT
1. The name of the corporation is: Biltmore-Greens III Homeowners Association, Inc.

2. Attached hereto as Exhibit A is the text of each amendment adopted. EXHIBIT A. AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BILTMORE GREENS III - VI HOMEOWNERS ASSOCIATION. Pursuant to Section 10-11007 of the Arizona Revised Statutes, the undersigned corporation hereby adopts the following Articles of Incorporation amending and restating in their entirety the Articles of Incorporation filed with the Arizona Corporation Commission on June 9, 1980, as amended to date. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. ARTICLE I NAME The name of the corporation is BILTMORE GREENS III - VI HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association." ARTICLE II PRINCIPAL OFFICE The principal office of the Association is located at AAM, LLC, 7740 North 16th Street, Suite 300, Phoenix, Arizona 85020. ARTICLE III STATUTORY AGENT AAM, LLC, whose address is 7740 North 16th Street, Suite 300, Phoenix, Arizona 85020, 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 §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 corporation 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 known as Biltmore Greens III - VI as recorded in Book 222, Page 9, Book 276, Page 27, Book 302, page 1 and Book 308, Page 37, in the office of the Maricopa County Recorder 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 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 enti-

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ties 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 two (2) classes of voting membership: Class A. Class A members shall be all owners, with the exception of the Declarant and Builder (as defined in the Declaration) of Lots in Biltmore Greens III - VI, and each Class A membership shall be entitled to one (1) vote for each lot owned. Class B. Class B members shall be the Declarant and Builder (as defined in the Declaration) and shall be entitled to seven (7) votes for each lot owned. Notwithstanding any contrary provision hereof, or of the Declaration or Bylaws, Declarant hereby grants to Builder its proxy and voting rights with respect to all lots in the Property which are owned by Declarant. Such grant or proxy and voting rights shall be deemed coupled with an interest and shall be irrevocable during the period during which the Option Agreement, as described in the Declaration, is in effect. Upon termination of the Option Agreement, the proxy shall be deemed revoked. The Class B membership shall cease when the total number of votes outstanding in the Class A membership equal or exceed the total number of votes outstanding in the Class B 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 shall 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 cast a vote representing a certain lot it will thereafter be conclusively presumed for all purposes that he or they are 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. Each member shall have such other rights, duties and obligations as set forth in the Declaration and the By-Laws 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. The number of directors shall not be fewer than three (3) nor more than eleven (11). The number of directors may be changed by amendment of the By-Laws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). Directors shall be elected by the members of the Association at the annual meeting thereof to be held at a date and time selected by the Board from time to time. Directors shall hold office for one or two years, as determined in the By-Laws, or until their successors are elected and qualified. 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 By-Laws 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-six and two-thirds percent (66-2/3%) of the votes entitled to be cast by the members of the Association. ARTICLE XII ASSESSMENT For purposes of providing necessary funds for the carrying out of the purpose of this Association as aforesaid and the necessary operating expenses of the Association, there shall be levied against such 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 this Declaration, as the same may be amended from time to time. IN WITNESS WHEREOF, the Board of Directors of the Biltmore Greens III - VI Homeowners Association have affixed their signatures this 18 day of March, 2008. /s/ Mary Ann Hess, Director; /s/ Gerson Mosbacher, Director; /s/ Robert Briney, Director; /s/ Benjamin Brown, Director; /s/ Arthur N. Miller, Director.

3. The amendment was adopted the 18th day of March, 2008.
4. The amendment was duly adopted by act of: the members the board of directors (without member action and either member action was not required or members are not entitled to vote).
5. and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.
Dated as of this 7th day of August, 2008. /s/ Mary Ann Hess,
Title: President.

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