

ARTICLES OF AMENDMENT

NONPROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: VIRIDIAN HOMEOWNER'S ASSOCIATION
ENTITY ID: 23703449
ENTITY TYPE: Domestic Nonprofit Corporation
PERIOD OF DURATION: Perpetual
IS HOMEOWNERS ASSOCIATION: NO
CHARACTER OF BUSINESS: Real Estate and Rental and Leasing

NEW NAME

No name change

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: DICKINSON WRIGHT PLLC
PHYSICAL ADDRESS: 1850 N CENTRAL STE 1400 , PHOENIX, AZ 85004
MAILING ADDRESS: 1850 N CENTRAL STE 1400 , PHOENIX, AZ 85004

KNOWN PLACE OF BUSINESS

6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ 85250

PRINCIPAL INFORMATION

Director: Jamie Taylor - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Director: Kevin Rosinski - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Director: Paul Engler - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Director: Ryan Bencoter - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Director: Trent Hancock - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Incorporator: Ryan Bencoter - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA -
ryanb@camelothomes.com - Date of Taking Office:
Officer: Jamie Taylor - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
President: Kevin Rosinski - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Secretary: Ryan Bencoter - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Treasurer: Paul Engler - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Vice-President: Trent Hancock - 6607 N Scottsdale Road, Ste. H-100, SCOTTSDALE, AZ, 85250, USA - - Date of Taking Office:
Office:

ADOPTION AND VOTE

ADOPTION DATE:

10/02/2024

The restated Articles were approved by the board of directors without member or third person action, and the approval members or any other persons was not.

The restated Articles contain one or more amendments that required approval by members and/or other persons

The Amendment was duly adopted by act of the Board of Directors.	YES
The Amendment was duly adopted by act of the Members.	NO
The Amendment was approved by the person or persons required by the Articles of Incorporation	YES

SIGNATURE

Secretary: Ryan Benscoter - 10/02/2024

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VIRIDIAN HOMEOWNER'S ASSOCIATION
an Arizona nonprofit corporation**

Pursuant to the provisions of A.R.S. § 10-11006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Viridian Homeowner's Association.
2. A new Article XIV is added to the Articles, immediately following Article XIII, and providing as follows:

**ARTICLE XVI
LIMITATION ON LIABILITY OF DIRECTORS**

The personal liability of a director of the Association to the Association or its Members for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article XVI shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

3. A new Article XV is added to the Articles, immediately following the new Article XIV, and providing as follows:

**ARTICLE XV
INDEMNIFICATION**

The Association shall indemnify each and every officer and director of the Association (including, for purposes of this Article, former officers and directors of the Association) against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or director of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the Board serving at the time of such settlement) to which he or she may be a party by reason of being or having been an officer or director of the Association, provided that (a) the Board of Directors determines in good faith that such person or entity did not act, fail to act, or refuse to act with gross negligence or with wrongful, fraudulent or criminal intent in regard to the matter involved in the action, and (b) such persons shall not be indemnified for their own individual willful misfeasance, malfeasance, misconduct or bad faith, as determined in the sole discretion of the Board of Directors. A determination by an insurer with whom the Association maintains or maintained a policy of insurance

to provide defense and/or indemnify to an officer or director, and/or to retain defense counsel on behalf of such officer or director, shall satisfy the indemnification described herein. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except indirectly to the extent that such officers or directors may also be Members of the Association and therefore subject to Assessments hereunder to fund a liability of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless from and against any and all liability to others on account of any such contract or commitment if entered into in good faith. Any right to indemnification provided for herein shall not be exclusive for any other rights to which any officer or director, or former officer or director of the Association, may be entitled. If the Board deems it appropriate, in its sole discretion, the Association may advance funds to or for the benefit of any director or officer (or former director or officer) of the Association who may be entitled to indemnification hereunder to enable such person to meet ongoing costs and expenses of defending himself or herself in any action or proceeding brought against such person by reason of his or her being, or having been, an officer or director of the Association. In the event it is ultimately determined by the Board of Directors that a current or former officer or director to whom, or for whose benefit, funds were advanced pursuant to the preceding sentence does not qualify for indemnification pursuant to this Section or otherwise under the Articles, Bylaws or applicable law, such current or former officer or directors shall promptly upon demand repay to the Association the total of such funds advanced by the Association to him or her, or for his or her benefit, with interest (should the Board so elect) at a rate not to exceed ten percent (10%) per annum from the date(s) advanced until paid.

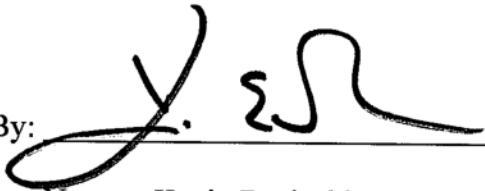
Notwithstanding anything to the contrary expressed herein, the Board of Directors shall have the right to refuse indemnification as to expenses in any instance in which the person or entity to whom indemnification would otherwise have been applicable shall have incurred expenses without approval by the Board of Directors which are excessive and unreasonable in the circumstances and are so determined by the Board of Directors, and as to expenses, judgments, or penalties in any instance in which such person or entity shall have refused unreasonably to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or it in the action or to compromise and settle the action. The Association shall also indemnify the employees and committee members of the Corporation in the same manner and with the same limitations as provided above with respect to directors and officers.

If the Arizona Revised Statutes are amended to authorize further elimination or limitation of a director, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes as so amended. Any repeal or modification of this Article shall not increase the liability of a director of the Association arising out of acts or omissions occurring before the repeal or modification becomes effective.

4. These Articles of Amendment were duly adopted by the Board of Directors of the corporation on September 17, 2024.

Dated: September 17, 2024

VIRIDIAN HOMEOWNER'S ASSOCIATION, an
Arizona nonprofit corporation

By:  _____

Name: Kevin Rosinski
Its President

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

A. The undersigned has been named as the statutory agent in the Articles of Organization of Viridian Homeowner’s Association, an Arizona non-profit corporation (the “Company”), which have been delivered for filing with the Arizona Corporation Commission.

B. The undersigned has been notified of its appointment as agent of the Company and hereby accepts its appointment as statutory agent of the Company.

DICKINSON WRIGHT PLLC

By: David I. Thompson
David I. Thompson, Esq.
Its: Authorized Representative