



Corporations Division

COMMISSIONERS

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Date: 5/11/2022

Delivered via: Email

CLS-CTPhoenixFulfillment@wolterskluwer.com
Phoenix AZ
USA

RE: Entity Name: SALERO COMMUNITY ASSOCIATION
ACC File Number: 23370192
ACC Order Number: 202205101711976
Document Received Date: 05/10/2022

We are pleased to notify you that the Articles of Incorporation - Nonprofit submitted for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 5/11/2022, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice/index>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 5/11/2022, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>.

IMPORTANT: Corporations are required by statute to file an Annual Report with the ACC once each year. Your Annual Report is due on 05/04/2023 and on the anniversary of that date each subsequent year. Annual Reports can be submitted electronically through the ACC website. It is the corporation's sole responsibility to file its Annual Report on or before the due date each year. If the corporation provided an entity email address, it will receive an email reminder at that email address to file the annual report. Individual users who have created user accounts on our website and who have associated the corporation to that account through the "My Entities" section will also receive an email reminder. Whether or not the corporation or any individual user requests or receives any email reminder, however, if the corporation fails to file its Annual Report by the due date, penalties will accrue and the corporation will be subject to being administratively dissolved.

Corporations are required by statute to notify the ACC immediately, in writing, of any change in address or statutory agent information. Forms are available on the ACC website to make address and statutory agent changes. Failure to notify the ACC of such changes may subject the corporation to being administratively dissolved. A forwarding order placed with the U.S. Postal Service is not sufficient to change addresses on file with the ACC. (Foreign corporations have additional filing requirements under A.R.S. § 10-1504 or § 10-11504 for other types of changes – see the statute for details.)

The Corporations Division strongly recommends that you periodically monitor your corporation's public record, which can be viewed at ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

**ARTICLES OF INCORPORATION OF
SALERO COMMUNITY ASSOCIATION**

The undersigned persons, for the purpose of forming a non-profit corporation under the laws of the State of Arizona, hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be SALERO COMMUNITY ASSOCIATION (hereafter called the "Association").

ARTICLE II

PURPOSE

The purpose for which the Association is organized is the transaction of 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, and specifically but not in limitation thereof, the corporation shall be organized and operated as a real estate management association as defined in Section 528 of the Internal Revenue Code of 1954, as amended, to provide for the acquisition, construction, maintenance and care of the Planned Community, consisting of residential Lots and Common Areas within that certain subdivision more particularly described in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Laveen Vistas, a Planned Community (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Maricopa County Recorder, as the same may be amended from time to time as therein provided.

The Association shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration.

The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its earnings (other than by acquiring, constructing or providing management, maintenance and care of Association property and other than by a rebate of excess membership dues, fees or assessments) shall inure to the benefit of any

member, director or individual; the balance, if any, of all money received by the Association from its operation, after payment in full of the debts and obligations of the Association, shall be used and distributed exclusively for the purposes herein set forth.

The definitions of capitalized terms in these Articles of Incorporation that are not herein defined are defined in the Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Laveen Vistas.

ARTICLE III

INITIAL BUSINESS

The Association initially intends to conduct the business of the maintenance and oversight of the Planned Community.

ARTICLE IV

DURATION

The period of the Association shall be perpetual.

ARTICLE V

PLACE OF BUSINESS

The street address of the known place of business of the Association is:

c/o HBT of Laveen LLC
Attention: Kevin G. Kiesel
706 E Bell Rd., Ste. 212
Phoenix, AZ 85022

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The Association shall be a non-stock corporation and shall be owned by all of its members. The members of the Association and their voting rights shall be as provided in the Declaration and/or the bylaws of the Association.

ARTICLE VII

STATUTORY AGENT

The name and address of the statutory agent of the Association is:

HBT of Laveen LLC
Attn: Kevin G. Kiesel
706 E. Bell Road, Suite 212
Phoenix, AZ 85022

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be conducted by a Board of Directors ("Board"). After the end of the Declarant Control Period, as defined in Section 1.22 of the Declaration, the Board shall consist of, and the members shall elect, a Board of at least three (3) directors, as further set forth in the Declaration and/or the bylaws of the Association.

The following three (3) persons shall constitute the Board of the Association until the next annual meeting of the members after the Declarant Control Period ends, or until their successors are duly elected by the undersigned Declarant and qualify as follows:

- Kevin G. Kiesel c/o HBT of Laveen LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
 - Jennifer Williams c/o HBT of Laveen LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
 - Mike Aiello c/o HBT of Laveen LLC, 706 E. Bell Rd., Ste. 212, Phoenix, AZ 85022
- The Board shall in turn elect the officers of the Association.

ARTICLE IX

INCORPORATOR

The name and address of the original incorporator of the Association is:

HBT of Laveen LLC
c/o Towne Development, Inc., Sole Member
Attn: James B. Young, Senior Vice President
710 N. Plankinton Avenue, Suite 1200
Milwaukee, WI 53203

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE X

AMENDMENT

These Articles may be amended in accordance with the minimum voting requirements set forth in the Arizona Nonprofit Corporation Act, A.R.S. § 10-11001 et.seq., as amended from time to time.

DATED THIS 2nd day of May, 2022.

DECLARANT:

HBT OF LAVEEN LLC, by Towne Development, Inc., Sole Member


By: 
James B. Young, Senior Vice President

[JBYS138 Version 05/02/2022]]

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

Personally came before me this 2nd day of May, 2022, James B. Young, Senior Vice President of Towne Development, Inc., Sole Member of HBT of Laveen LLC, to me known to be the person who executed the instrument and acknowledged the same.




Print Name: Debra Lynn Boeder
Notary Public, State of Wisconsin
My Commission Expires: 03/05/2022

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

STATUTORY AGENT ACCEPTANCE*Please read Instructions M0021*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Salero Community Association

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

HBT of Laveen LLC

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Signature



James B. Young, Senior Vice President of Towne Development, Inc.

05/02/2022

Printed Name Sole member of HBT of Laveen LLC

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing)
All fees are nonrefundable – see Instructions.

Mall: Arizona Corporation Commission – Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Salero Community Association

2. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	Yes	<input checked="" type="checkbox"/> No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all Incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

HBT of Laveen LLC

Name c/o Towne Development, Inc., Sole Member

Address 1 710 N. Plankinton Avenue, Suite 1200

Address 2 Milwaukee WI 53203

City United States State WI Zip 53203

Country United States

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

James B. Young, Senior Vice President of 05/02/2022

Printed Name Towne Development, Inc., Sole Date

Member of HBT of Laveen LLC

REQUIRED - check only one:

☒

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

Name _____

Address 1 _____

Address 2 _____

City _____ State _____ Zip _____

Country _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature _____

Printed Name _____

Date _____

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.