

No. N00036883



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of NORTH LAKES HOMES ASSOCIATION

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare

NORTH LAKES HOMES ASSOCIATION

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is

5716 North Broadway, Kansas City 64118

that its period of existence is perpetual



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 10th day of July, 19 87.

Roy D. Blunt
Secretary of State

RECEIVED OF: NORTH LAKES HOMES ASSOCIATION

TEN AND NO/00 Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. N00036883

ARTICLES OF INCORPORATION

JUL 10 1987

NORTH LAKES HOMES ASSOCIATION

(A Missouri Corporation Not For Profit)

Ray D. Blunt

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators in order to incorporate and establish a corporation pursuant to the Chapter 355 R.S.Mo. V.A.M.S., hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is NORTH LAKES HOMES ASSOCIATION.

ARTICLE TWO

The period of duration of its corporation is perpetual.

ARTICLE THREE

The Association shall have the following powers and purposes:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictions of NORTH LAKES applicable to the property and recorded in the office of the Recorder of Deeds of Platte County, Missouri on the 17th day of June, 1987, at Book 704, Page 113, as Document Number 42959, and as the same may be amended from time to time as therein provided, said Declaration of Restrictions being incorporated herein as if set forth at length;

(b) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Homes Association Declaration for NORTH LAKES applicable to the property and recorded in the office of the Recorder of Deeds for Platte County, Missouri on the 1st day of July, 1987, at Book 704, Page 827, as Document Number 43678, and as the same may be amended from time to time as therein provided, said Homes Association Declaration being incorporated herein as if set forth at length;

(c) to have one or more offices and to conduct and carry on any of its business at any place either within or without the State of Missouri, as may be determined by its Board of Directors;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation have the assent of two-thirds (2/3) of each class of members;

(g) in addition to the above, to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein, and to do all other things incidental thereto, or connected therewith, which are not forbidden by Chapter 355 of the Missouri Not-For-Profit Corporation Code, by any other law, or by these Articles of Incorporation or the Homes Association Declaration for NORTH LAKES and to do so in any state, territory, possession, dependency, or other political subdivision of the United States of America, or in any foreign country to the extent that such purposes are not forbidden by such subdivision of the United States or such foreign country.

ARTICLE FOUR

No member of the Association shall have any individual right, title or interest in the assets of the Corporation and, in the event of dissolution and termination of its activities, its assets shall be liquidated and its debts paid in full; and, after it has fully complied with the applicable provisions of the Chapter 355 of the Missouri Not-For-Profit Corporation Code relating to dissolution, any remaining balance shall be transferred to any other corporation not for profit having one or more purposes in common with the purposes of this Corporation, and provided further that no part of any such funds shall inure to the benefit of any individual member and provided further that no dissolution shall occur without the assent in writing of two-thirds (2/3) of each class of members.

ARTICLE FIVE

The management of the Corporation shall be vested in the Board of Directors and may be partially delegated by the Board to or among such committees as may be appointed by the Board from among its

memberships. The initial Board shall be established in Article Six infra until its successors are duly elected and qualified according to the By-Laws of the Corporation. The initial board shall consist of three members. The number of Board members thereafter shall be fixed by the By-Laws of the Corporation and said Board shall be empowered to appoint a managing agent. Board members need not be members of the Association.

ARTICLE SIX

The names and address of the original Board of Directors shall be:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES KAVANAUGH	P. O. Box 28822 Kansas City, Missouri 64118
SHANE DANNER	5403 N. Washington Court Kansas City, Missouri 64118
CLAIRE LaBRUNERIE	3630 Briarcliff Road Kansas City, Missouri 64116

ARTICLE SEVEN

No Board member or member of the Corporation shall receive any pecuniary profit from the Corporation or its operations, except reasonable compensation for services performed in effecting one or more of its purposes as such. Compensation may be set by the Board from time to time. No contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director, officer, or member of the corporation is pecuniarily or otherwise interested in or is a manager, officer, shareholder, employee, fiduciary or member of any such entity or solely by reason of the fact that any manager, officer or member of the corporation individually or any entity in which any manager or officer is in any way interested in a contract or other transaction of the corporation.

ARTICLE EIGHT

The address of the initial registered office of the Corporation shall be 5716 N. Broadway, Kansas City, Missouri 64118 and the initial registered agent at that address shall be MICHAEL P. KELEHER.

ARTICLE NINE

MEMBERSHIP AND VOTING

A. CLASS OF MEMBERS. The Corporation shall have two (2) classes of members. The qualifications and rights shall be as follows:

1. CLASS A.

The term "District" as used herein shall mean and include that land described in the Plat of NORTH LAKES filed in the office of the Recorder of Deeds for Platte County, Missouri, on June 17, 1987, in Plat Book 17, at Page 208, as Document Number 42958, as provided in the Declaration of Restrictions of NORTH LAKES filed June 17, 1987, in Book 704, at Page 113, as Document Number 42959, and the Homes Association Declaration - NORTH LAKES, filed July 1, 1987, in Book 704, at Page 827.

a. Any person, with the exception of the Developer, NORTH LAKES DEVELOPMENT COMPANY, INC., who is the record owner of a fee or undivided fee interest in any lot or tract of land within the District as it now exists or may hereafter exist shall be eligible to membership in this Corporation, and shall be considered a Class A member. Membership shall be appurtenant to and may not be separated from ownership of any lot or tract of land within the District.

b. In case the legal title to any lot or tract of land in the District is held in any form of tenancy by the entirety, joint tenancy, or tenancy in common, the owners thereof shall be eligible to membership but shall jointly have the right to cast only one (1) vote for any candidate at any election or on any question before the membership, or such owners may, if they prefer, designate in writing one (1) of them as member in their stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

c. In case the legal title to any lot or tract of land in the District is held by a Corporation, then the Board of Directors of such Corporation, or its President or Vice President, may designate in writing one (1) of its officers, members or employees as its member representative, who shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

d. The Corporation through its Board of Directors shall be the sole judge of its membership and any acts or proceedings of the Corporation made or done in the manner herein described shall be conclusive against all parties. Only owners of one or more tracts of land in the District or their duly appointed representatives as set forth above, shall be eligible to membership in this Corporation.

e. Membership in this Corporation may continue only during the ownership of any lot or tract of land in the District by the member as defined above, as herein provided. Membership in this Corporation shall terminate on such member ceasing to be a legal title owner of a lot in the District.

f. Membership shall be accompanied by payment of the first four months dues in advance as established in the Declaration and By-Laws.

2. CLASS B.

The Class B member shall be the Developer, NORTH LAKES DEVELOPMENT COMPANY, INC., or assigns. The Class B member shall be entitled to ten (10) votes for each lot within the District on which the Developer holds fee simple title.

B. VOTING RIGHTS. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members conditioned upon the above qualifications.

1. At membership meetings, all votes shall be cast in person or by proxy as established in the By-Laws.

ARTICLE TEN

The Corporation, through its Board of Directors, shall make, adopt and maintain such By-Laws as it shall deem proper for the management of the business and internal affairs of the corporation, and may alter and amend same from time to time in accordance with the provisions thereof.

ARTICLE ELEVEN

The Corporation shall exist perpetually.

ARTICLE TWELVE

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES KAVANAUGH	P. O. Box 28822 Kansas City, Missouri 64118
SHANE DANNER	5403 N. Washington Court Kansas City, Missouri 64118
CLAIRE LaBRUNERIE	3630 Briarcliff Road Kansas City, Missouri 64116

ARTICLE THIRTEEN

These Articles of Incorporation may be amended from time to time in the manner permitted by the laws of the State of Missouri then in effect by a vote of two-thirds (2/3) of the members of each class of membership.


IN WITNESS WHEREOF, we have hereunto set our hands and seals at Kansas City, Missouri, this 25th day of June, 1987.



CHARLES KAVANAUGH



SHANE DANNER



CLAIRE LABRUNERIE

STATE OF MISSOURI)
) ss
COUNTY OF CLAY)

On this 25th day of June, 1987, before me personally appeared CHARLES KAVANAUGH to be known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Deanna Stonecipher
Notary Public

My ~~commission~~ **commission** expires:
DEANNA STONECIPHER
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires May 1, 1991

STATE OF MISSOURI)
) ss
COUNTY OF CLAY)

On this 25 day of June, 1987, before me personally appeared SHANE DANNER to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my notarial seal the day and year last above written.

Deanna Stonecipher
Notary Public

My ~~commission~~ **commission** expires:
DEANNA STONECIPHER
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires May 1, 1991

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

JUL 10 1987

STATE OF MISSOURI)
) ss
COUNTY OF CLAY)

Roy D. Blunt

On this 25 day of June, 1987, before me personally appeared CLAIRE LABRUNERIE to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Deanna Stonecipher
Notary Public

My ~~commission~~ **commission** expires:
DEANNA STONECIPHER
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires May 1, 1991