

ARTICLES OF INCORPORATION
THE WILLOWS HOMEOWNERS ASSOCIATION
(A MISSOURI CORPORATION NOT FOR PROFIT)

I, the undersigned, natural person of the age of twenty-one years or more, acting as incorporator 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 **THE WILLOWS HOMEOWNERS ASSOCIATION**.

ARTICLE TWO

The period of duration of its corporation is perpetual and the corporation is a mutual benefit corporation.

ARTICLE THREE

The Association shall have the following powers and purposes:

(a) Exercise of all the powers and privileges and to perform all of the duties and obligations in the certain WILLOWS HOMEOWNERS ASSOCIATION DECLARATION (hereinafter referred to as "DECLARATION") applicable to the property and recorded in the Office of the Recorder of Deeds for Clay County, Missouri, on the 21st day of March, 1995, at Book 2432, Page 380, as Document Number M50484 and any Declaration of Restrictions effecting any property described in said Declaration as said Declaration or any such Restrictions may be amended from time to time as therein provided;

(b) 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;

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

(d) To 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;

(e) To 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;

(f) To, in addition to the above, 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 Willows Homeowners Association Declaration, any Declaration of Restrictions described therein 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 Bylaws of the Corporation. The initial Board shall consist of three (3) members. The number of Board Members thereafter shall be fixed by the Bylaws 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 addresses of the original Board of Directors shall be:

<u>NAME</u>	<u>ADDRESSES</u>
RONALD O. BALDWIN	6606 N. ANTIOCH ROAD GLADSTONE, MISSOURI 64119
DAVID BALDWIN	6606 N. ANTIOCH ROAD GLADSTONE, MISSOURI 64119
JUDY HENSLEY	6606 N. ANTIOCH ROAD GLADSTONE, MISSOURI 64119

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 6000 N. Oak Trafficway, Suite 301, Gladstone, Missouri 64118, and the initial Registered Agent at that address shall be MICHAEL P. KELEHER.

ARTICLE NINE

A. CLASS A 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 Declaration, as it may be amended from time to time as provided for therein, filed in the Office of the

Recorder of Deeds for Clay County, Missouri, on the 21st day of March, 1995, at Book 2432, Page 380, as Document Number M50484.

a. Any person, with the exception of the Developer, BALDWIN PROPERTIES, INC., who is the record owner of a fee or undivided fee interest in any lot or tract of land other than Common Properties within the District as it now exists or may hereafter exist shall be eligible for 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.

2. CLASS B.

The Class B member shall be the Developer, BALDWIN PROPERTIES, INC., its successors or assigns. The Class B member shall be

entitled to ten (10) votes for each lot within the District on which it holds the fee simple title on all matters.

The Class B membership shall expire when BALDWIN PROPERTIES, INC., its successors or assigns, no longer owns any lot or tract of land in the District or January 1, 2016, whichever shall first occur.

B. **VOTING RIGHTS**. Except as set forth above, 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 Bylaws.

ARTICLE TEN

The Corporation, through its Board of Directors, shall make, adopt and maintain such Bylaws 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 name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESSES</u>
RONALD O. BALDWIN	6606 N. ANTIOCH ROAD GLADSTONE, MISSOURI 64119

ARTICLE TWELVE

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Kansas City, Missouri, this 29th day of May, 1996.

