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STATE OF KANSAS

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OFFICE OF SECRETARY OF STATE
JACK H. BRIER • SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

OF

RED OAK HILLS HOMES ASSOCIATION, INC.

FILED:

11.0
STATE OF KANSAS }
COUNTY OF JOHNSON } SS
FILED FOR RECORD

MAY 9, 1986

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RUBIE M. SCOTT
REGISTER OF DEEDS

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this Ninth day of

A.D. 19 86

May



Jack H. Brier
JACK H. BRIER
SECRETARY OF STATE

Willa M. Roe
BY ASSISTANT SECRETARY OF STATE
Willa M. Roe

ARTICLES OF INCORPORATION
OF
RED OAK HILLS HOMES ASSOCIATION, INC.

We, the undersigned incorporators hereby associate ourselves together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

FIRST: The name of the corporation is:

RED OAK HILLS HOMES ASSOCIATION, INC.

SECOND: The location of its registered office in Kansas is: 9300 Metcalf, Suite 400, Overland Park, Kansas 66212, Johnson County, and the registered agent in charge thereof at such address is David K. Miller

THIRD: The purpose or purposes for which the corporation is formed are:

A. To function as the Homeowners' Association with regard to the real estate generally known as Red Oak Hills subdivision including all land so designated in the final plats approved or to be approved by the City of Shawnee and filed or to be filed of record, under the terms of The Red Oak Hills Declaration of Restrictions; First Amended Declaration of Restrictions; Second Amended Declaration of Restrictions; and Certificate of Substantial Completion and Declaration of Homes Association (all hereinafter collectively referred to as the "Declaration") which are, or are to be, recorded with the Register of Deeds of Johnson County, Kansas, and in connection therewith to provide for the maintenance, preservation and architectural control of the said property under the terms of said Declaration, and to promote the health, safety and welfare of the residents and owners of the above described property and to act in the same manner with regard to any other property which may hereafter be brought within the jurisdiction of this Association.

B. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the aforesaid Declaration, as the same may be amended from time to time as herein provided, said Declaration being incorporated herein by reference;

C. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office, administrative and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges levied or imposed against the property of the Association;

D. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility in

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accordance with the terms and to the extent permitted by the Declaration.

E. To participate in mergers and consolidations with other not for profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of seventy-five percent (75%) of the voting power of the entire membership;

F. To acquire additional Common Areas, Dedicated Areas, or other forms of property in addition to that described in the Declaration when it was first recorded, but only in accordance with the provisions of the Declaration;

G. To own, acquire, build, operate and maintain jogging paths, footways, parking areas, driveways, utility lines, recreation areas, clubhouses, playgrounds, swimming pools and any structures, fixtures and all personal properties incidental thereto, in accordance with the terms of the Declaration;

H. To obtain, pay for and maintain liability, hazard, casualty and other appropriate insurance upon the Common Area and improvements owned by the Association, to the extent permitted by the Declaration;

I. To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements and liens to which such real property is or may become subject and which the Association shall have the right to enforce;

J. To represent and promote the welfare of its members generally, and to cooperate with municipal, county, state and other public authorities for the promotion and betterment of the interests of such members;

K. To purchase, lease or otherwise acquire, to hold and use, to sell, lease or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;

L. To purchase, lease or otherwise acquire, to invest in, hold, use and encumber, to sell, lease, exchange, transfer or otherwise dispose of, and to construct, develop, improve, equip, maintain and operate structures and real property of any description and any interest therein;

M. To borrow money, to issue, sell and pledge issue notes, bonds and other evidences of indebtedness, to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, and to guarantee and secure obligations of any persons, all to the extent necessary, useful or conducive to carrying out any of the purposes of the corporation.

N. To invest its funds in any shares or other securities

of another corporation, business or undertaking or of a government, governmental authority or governmental subdivision;

O. To do any other thing necessary, expedient, incidental, appropriate or convenient to the carrying out of the foregoing purposes or which will promote the common benefit and enjoyment of the residents or owners of the dwellings or lots within Red Oak Hills, insofar as not prohibited by law or the Declaration; and

P. To do whatever is deemed necessary, useful or conducive to carrying out any of the purposes of the corporation and to exercise all other authority enjoyed by corporations generally by virtue of the provisions of the laws of Kansas relating to not for profit corporations.

Nothing in these Articles of Incorporation or in the Bylaws shall authorize the corporation to, and the corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. The net earnings of the corporation, if any, shall not inure to the benefit of any incorporator, member, or any member of the Board of Directors of the corporation, or any private individual.

FOURTH: The affairs of this Association shall be managed by a Board of Directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but in no event shall the number of directors be less than three (3). The names and addresses of the persons who are to act in the capacity of initial directors and until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
David K. Miller	9300 Metcalf, Suite 400 Overland Park, KS 66212
John Meyers	12120 W. 63rd Shawnee, Kansas 66216
Oscar A. VanHoet	5022 Rosehill Shawnee, Kansas 66216

FIFTH: Every Owner of a lot within Red Oak Hills who is subject to covenants of record contained in the Declaration and to assessment by the Association, including purchasers on land installment contracts and including contract sellers or other forms of executory contracts for the sale of a lot, but excluding those holding record title or a similar interest merely as security for the performance of an obligation, shall automatically on acquisition of such ownership interest in such lot be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is

subject to assessment. Such membership shall terminate upon the sale or other disposition by such lot owner of his Ownership interest, at which time the new lot owner shall automatically become a member of the Association.

SIXTH: The Association shall not have authority to issue capital stock.

SEVENTH: The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners (with the exception of the Developer of Red Oak Hills) and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised collectively by such owners.

Class B. The sole Class B member shall be the Developer, Red Oak Hills Partnership, and such member shall be entitled to two (2) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following event: When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership, which by virtue of the two to one ratio of votes between Class B and Class A will occur when sixty-six (66%) percent of the lots included within the Declaration at that time have been sold by the Developer; provided, however, that if additional land is thereafter annexed so as to create an additional number of lots of such an amount that the proportion of lots sold is decreased below sixty-six (66%) percent, then in that event the Class B membership shall be recreated automatically in the same manner and in the same condition as that in which it had existed originally.

Provided, however, that nothing herein shall be construed to prohibit the Class B member from converting all its Class B membership with the results set forth above at any time by a written statement executed by the Developer and delivered to the Association.

The Class B member shall be entitled to elect or appoint a majority of the Board of Directors until the Class B membership ceases to exist or, in the event that additional land is annexed, in accordance with the terms hereof.

EIGHTH: Upon dissolution of the corporation, any assets remaining after payment or adequate provision for payment of all debts and obligations of the corporation shall be expended in furtherance of the purposes set forth herein. If no successor in interest to the corporation is formed to administer the property of the corporation, its assets shall be distributed to its members according to a plan adopted and administered by the Board of Directors of the corporation.

NINTH: The corporation shall exist perpetually, unless dissolved earlier under the terms of these Articles.

TENTH: Amendment of these Articles shall require the assent of members holding at least seventy-five (75%) percent of the voting power of the Association.

ELEVENTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any firm of which such director or officer is a member, or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested must be disclosed to or known by the Board of Directors or such members thereof as shall be present at the meeting of said Board at which action is taken upon such matters. No director or officer shall be accountable or responsible to the corporation for or in respect to any such transaction, contract, or act or for any gains or profits realized by him or by an organization affiliated with him as a result of such transaction, contract or act. Any such director or officer may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member or a corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

TWELFTH: The corporation shall indemnify any and every board member, officer or employee against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such board member, officer or employee is or may be made a party by reason of being or having been such board member, officer or employee, provided a determination is made by the board of directors to the effect (a) that such board member, officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the corporation of which he is a board member, officer or employee, (b) that he acted in good faith in what he reasonably believed to be the best interest of such corporation, and (c) that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful. Such indemnification shall be deemed exclusive of any other rights to which such board member, officer or employee may

be entitled under these Articles, the Bylaws of this corporation, any agreement or any insurance purchased by this corporation, or by vote of the members, or otherwise.

THIRTEENTH: The names and mailing addresses of each of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
David K. Miller	9300 Metcalf, Suite 400 Overland Park, KS 66212

IN WITNESS WHEREOF, we have hereunto subscribed our names this 6th day of May, 1986.

David K. Miller
David K. Miller

STATE OF KANSAS)
) ss.:
COUNTY OF JOHNSON)

On this 6th day of May, 1986, before me, a Notary Public in and for said county and state, personally appeared David K. Miller, known to me to be the person who executed the within Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein stated.

MEG L. KERSTETTER
NOTARY PUBLIC
STATE OF KANSAS
My Appointment Expires 11-1-89

Meg L. Kerstetter
Notary Public

My Commission Expires:
November 1, 1989