

STATE OF KANSAS

1677497

OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greeting:

I, BILL GRAVES, 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
NOTTINGHAM DOWNS-DUPLEX HOMES ASSOCIATION, INC.

STATE OF KANSAS
COUNTY OF JOHNSON] SS
FILED FOR RECORD

900 1987 FEB -9 P 4:31 9
RUBIE H. SCOTT
REGISTER OF DEEDS

BY _____ DEP

FILED:

February 5, 1987

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 5th day of

February A. D. 1987



Bill Graves
BILL GRAVES
SECRETARY OF STATE

BY

Willa M. Roe
ASSISTANT SECRETARY OF STATE

'87 FEB 5 AM 7:01

ARTICLES OF INCORPORATION
OF
NOTTINGHAM DOWNS-DUPLEX HOMES ASSOCIATION, INC.

156-809-6

In compliance with the requirements of K.S.A. 17-6001 and for the purpose of forming a not-for-profit corporation, the undersigned, who is of lawful age, does hereby certify:

ARTICLE I

CORPORATE NAME

000001 10 7304 02-02-87
NEW CORPORATION
051 1 75.00
10 TRANS. TOTAL 1 75.00

The name of the corporation is "NOTTINGHAM DOWNS-DUPLEX HOMES ASSOCIATION, INC." (hereinafter referred to as the "Association").

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the Association is located in the State of Kansas at 9718 W. 101st Terrace, in the City of Overland Park, County of Johnson. The name of its resident agent at such address is Jackie Hill.

ARTICLE III

NO CAPITAL STOCK

The Association shall not have authority to issue capital stock.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose for which the Association is formed is to act as a not-for-profit homes association for the property owners in the subdivision located in Overland Park, Kansas known as "Nottingham Downs," composed of the following described lots, to-wit:

Lots 1 through 6 of Block 5 of Nottingham Downs, Third Plat, a subdivision in the City of Overland Park, Johnson County, Kansas, according to the recorded plat thereof;

and for the property owners in any other area or areas which may hereafter be brought within the jurisdiction of the Association as provided in the Declaration (hereinafter defined), and for this purpose to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Articles of Incorporation and Bylaws of the Association, as amended from time to time, and in that certain Nottingham Downs-Duplex Homes Association Declaration, dated as of November 19, 1986, and recorded as instrument number 1663150 in Volume 2478 at Page 941 in the Office of the Register of Deeds, Johnson County, Kansas, as amended from time to time (herein referred to as the "Declaration");

(b) Fix, levy, collect and enforce, by any lawful means, payment of all charges and assessments made pursuant to the terms of the Declaration or Bylaws of the Association; pay all expenses in connection therewith and all other expenses

incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, or dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and mortgage, pledge, encumber, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Have and exercise any and all powers, rights and privileges which a corporation organized not-for-profit under the laws of the State of Kansas may now or hereafter have or exercise; provided, however, that none of the powers, rights or privileges of the Association shall be exercised to carry on activities (otherwise than as an insubstantial part of its activities) which are not in furtherance of the purpose for which the Association is formed.

ARTICLE V

MEMBERSHIP

Membership in the Association shall be limited to persons or entities who are owners of the fee interest or of an undivided portion of the fee interest in any Duplex Unit (as defined in the Declaration) which is now or hereafter within the jurisdiction of the Association. Persons or entities who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Duplex Unit.

No member of the Association shall be personally liable for the debts or any other liabilities of the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have only one class of members which shall consist of all of the persons and entities who are members as provided in Article V. Each member shall have one vote for each Duplex Unit for which he is the owner and upon which he shall not be delinquent in the payment of any assessment; provided, however, when more than one person is an owner of any Duplex Unit, all such persons shall be members and the vote for such Duplex Unit shall be exercised as they, among themselves, shall determine but in no event shall more than one vote be cast with respect to such Duplex Unit. Where a Duplex Unit is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Duplex Unit and to serve, if elected or appointed, as a director of the Association, such designation to be made by filing a written instrument to that effect with the Association.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a board of directors. The first board of directors shall consist of four (4) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until their respective successors are duly elected and qualified or until their respective earlier resignation or removal, all as provided in the

Bylaws. Thereafter, the number of directors shall be fixed by the Bylaws, as amended from time to time, and directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
Wayne Smith	11113 West 121st Street Overland Park, Kansas 66213
R. A. Akers	11141 West 121st Street Overland Park, Kansas 66213
Cyril VanKiersbilck	5906 Garnett Shawnee, Kansas 66203
Tom VanKiersbilck	6800 Mauer Road Shawnee, Kansas 66217

ARTICLE VIII

DISSOLUTION

The Association may be dissolved in the manner provided by the laws of the State of Kansas. Upon dissolution of the Association and after payment of all debts and satisfaction of all liabilities and obligations of the Association, the remaining assets, both real and personal of the Association, shall be dedicated to an appropriate government entity or public agency determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association.

ARTICLE IX

DURATION

The corporation shall have perpetual existence.

ARTICLE X

BYLAWS

The original Bylaws of the Association shall be adopted by the initial directors named herein. Thereafter, the Bylaws may be amended as provided therein.

ARTICLE XI

INCORPORATOR

The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Steven F. Crooke	c/o Stinson, Mag & Fizzell 7500 West 110th Street Overland Park, Kansas 66210

ARTICLE XII

PROHIBITED ACTIVITIES

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, member or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended at any time or times in the manner provided by the laws of the State of Kansas.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Kansas, I, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation this 29th day of January, 1987.

Steven F. Crooke
Steven F. Crooke

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

BE IT REMEMBERED, that on this ____ day of January, 1987, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Steven F. Crooke, who duly acknowledged before me that he executed the foregoing instrument.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year last above written.



Janet Shafer
Notary Public in and for said
County and State

Janet Shafer
Print or Type Name