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# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

OLD KINDERHOOK COMMUNITY ASSOCIATION, INC.

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 9TH DAY OF JUNE, 1998.

*Rebecca McDowell Cook*  
Secretary of State



\$10.00

RESTATED ARTICLES OF INCORPORATION  
OF  
OLD KINDERHOOK COMMUNITY ASSOCIATION, INC.

These Restated Articles of Incorporation for Old Kinderhook Community Association, Inc. correctly set forth the provisions of the Articles of Incorporation of Old Kinderhook Community Association, Inc., as amended. All amendments to the Articles of Incorporation set forth in these Restated Articles of Incorporation have been approved by a sufficient vote of the Board of Directors of the Association and by the Members of the Association. The amendments were adopted as of May 1, 1998. These Restated Articles of Incorporation hereby supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I.  
NAME

The name of this corporation shall be Old Kinderhook Community Association, Inc. ("Association").

ARTICLE II.  
DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III.  
PURPOSES

3.1. The Association is organized to be and constitute the Association to which reference is made in the Declaration of Protective Covenants, Conditions and Restrictions for Old Kinderhook, as Declarant, as executed by Old Kinderhook Development Company, L.L.C., as Declarant, and recorded in the Office of the Recorder of Deeds of Camden County, Missouri ("Community Declaration"). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to such terms in the Community Declaration.

3.2. The Community Declaration relates to real property in Camden County, Missouri which is or may become annexed and made subject to the Community Declaration ("Project Area"). Any real property which is, in fact, annexed and made subject to the Community Declaration is referred to as the "Community."

3.3. The Association is not organized in contemplation of pecuniary gain or profit to Members.

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SECRETARY OF STATE

3.4. Specific purposes for which the Association is organized are:

(a) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Community Association as set forth in the Community Declaration, as amended from time to time.

(b) To provide for maintenance, preservation and architectural control of the Community including Lots and Community Properties within the Community as provided in the Community Declaration.

(c) To promote, foster and advance the common interests of Owners of Lots within the Community, as provided in the Community Declaration.

(d) To fix, levy, collect and enforce payment of, by any lawful means, Assessments and other amounts payable by or with respect to Owners of Lots within the Community as provided in the Community Declaration.

(e) To manage, control, operate, maintain, repair and improve Community Properties within the Community, and to perform services and functions for or relating to the Community, all as provided in the Community Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitude affecting the Community, as provided in the Community Declaration.

(g) To make and enforce Rules and Regulations with respect to the interpretation and implementation of the Community Declaration and the use of any property within the Community, including Lots, as provided in the Community Declaration.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

3.5. This corporation is a mutual benefit corporation.

ARTICLE IV.  
POWERS

The Association shall have all of the powers which a nonprofit corporation may exercise under the Missouri Nonprofit Corporation Act and the laws of the State of Missouri in effect from time to time.

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*Rebecca McDowell Cook*  
SECRETARY OF STATE

ARTICLE V.  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of three or more persons. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws.

ARTICLE VI.  
MEMBERS AND DELEGATES

6.1. The Association will have Members. Each Person who constitutes the Owner of a Lot within the Community will be a Member of the Association. Each such Person, by taking title to a Lot, consents to admission as a Member.

6.2. The Members shall elect Delegates who will exercise all of the authority of the Members in the manner set forth in the Bylaws. The rights and obligations of the Members, including but not limited to voting through Delegates, shall be as set forth in the Bylaws.

6.3. Delegates shall be elected by Owners of Residential Lots within Neighborhoods by Owners of Private Amenities and by the Declarant as provided in the Community Declaration and Bylaws of the Association.

6.4. The characteristics, qualifications, rights, limitations and obligations of Delegates, including their selection and removal, and the calling, noticing, holding and conducting of meetings of Delegates shall be as set forth in the Bylaws of the Association.

ARTICLE VII.  
CUMULATIVE VOTING

Cumulative voting by Delegates in the election of Directors shall be permitted.

ARTICLE VIII.  
BYLAWS

The Association shall have the power to make and alter Bylaws for the administration and regulation of the affairs of the Association. The initial Bylaws of the Association shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Delegates. In addition, during the Declarant Control Period, as defined in the Community Declaration, any alteration, amendment or repeal of the Bylaws or adoption of new Bylaws shall require the written consent of the Declarant. The Bylaws shall contain only such provisions as are lawful under the Missouri Nonprofit

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*Rebecca McDowell Cook*

Corporation Act and shall not be contrary to or inconsistent with any provision of the Community Declaration or these Articles of Incorporation.

ARTICLE IX.  
AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of these Articles of Incorporation shall require the approval of 75% of the voting power of the Delegates voting on behalf of the Members, without regard to the total number of votes cast. In addition, during the Declarant Control Period, any amendment to these Articles of Incorporation shall require the written consent of the Declarant. Amendments to these Articles of Incorporation may contain only such provisions as are lawful under the Missouri Nonprofit Corporation Act and shall not be contrary to or inconsistent with any provision of the Community Declaration.

ARTICLE X.  
DISSOLUTION

10.1. The Association may be dissolved only if such dissolution is approved by a vote of 75% of the voting power of the Delegates voting on behalf of the Members, without regard to the total number of votes cast. In addition, during the Declarant Control Period, the dissolution of the Association shall require the written consent of the Declarant.

10.2. In the event of dissolution of the Association, the Community Properties shall, to the extent reasonably possible, be conveyed or transferred to an appropriate governmental agency or agencies, or to a nonprofit corporation, association, trust or other organization, to be used for the common benefit of Owners for similar purposes for which the particular Community Property was held by the Community Association. To the extent the foregoing is not possible, the Community Properties shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to Members in accordance with the provisions of the Community Declaration relating to dissolution of the Association.

ARTICLE XI.  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify its directors and officers and may indemnify its employees and agents, to the fullest extent permitted by law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, any agreement, any vote of Delegates or disinterested directors or otherwise.

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ISSUED

JUN 09 1998

*James M. Donnell, Clerk*

This right to indemnification shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled.

ARTICLE XII.  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association is Hawk Centre, 5721 Highway 54, Suite 101, Osage Beach, Missouri 65065. The registered agent at such address shall be Bruce E. Colyer.

ARTICLE XIII.  
INCORPORATOR

The names and addresses of the original Incorporators as set forth in the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Cindy Skola	1208 J. Avenue Kalona, Iowa 52247
Eivon Cox	Box 605 Camdenton, MO 65020
Jack Donovan	HCR 71 Box 148 Camdenton, MO 65020

These Restated Articles of Incorporation are executed as of June \_\_\_\_\_, 1998.

OLD KINDERHOOK COMMUNITY ASSOCIATION, INC.  
a Missouri corporation

By: \_\_\_\_\_

Title: President

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ISSUED

JUN 09 1998

*Rebecca M. ...*  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
HERON GLEN NEIGHBORHOOD ASSOCIATION, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
5TH DAY OF MAY, 1998.

  
Secretary of State



\$25.00

ARTICLES OF INCORPORATION

OF

HERON GLEN NEIGHBORHOOD ASSOCIATION, ~~INC.~~ AND CERTIFICATE OF  
FILED  
MAY 05 1998

ARTICLE I.  
NAME

The name of this corporation shall be Heron Glen Neighborhood Association, Inc. (the "Association").  
SECRETARY OF STATE

ARTICLE II.  
DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III.  
PURPOSES

3.1. The Association is organized to be and constitute the Neighborhood Association, to which reference is made in the Supplemental Declaration for Heron Glen Neighborhood of Old Kinderhook ("Neighborhood Declaration"). The Neighborhood Declaration has been executed by Old Kinderhook Development Company, LLC, as Declarant, and recorded in the office of the Recorder of Deeds of Camden County, Missouri. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to such terms in the Neighborhood Declaration.

3.2. The Neighborhood Declaration relates to real property in Camden County, Missouri, which is referred to in the Neighborhood Declaration as the "Neighborhood."

3.3. The Association is not organized in contemplation of pecuniary gain or profit to Members.

3.4. The specific purposes for which the Association is organized are:

(a) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Neighborhood Association, as set forth in the Neighborhood Declaration, as amended from time to time.

(b) To provide for maintenance and preservation of the Neighborhood, as provided in the Neighborhood Declaration.



(c) To promote, foster, and advance the common interests of Owners of Lots within the Neighborhood.

(d) To fix, levy, collect and enforce payment of, by any lawful means, Assessments and other amounts payable by or with respect to Owners of Lots within the Neighborhood as provided in the Neighborhood Declaration.

(e) To manage, maintain, repair and improve Neighborhood Properties within the Neighborhood, and to perform services and functions for or relating to the Neighborhood, all as provided in the Neighborhood Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitudes affecting the Neighborhood, as provided in the Neighborhood Declaration.

(g) To make and enforce Rules and Regulations with respect to the interpretation and implementation of the Neighborhood Declaration and the use of any property within the Neighborhood, including Lots, as provided in the Neighborhood Declaration.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

3.5. This corporation is a mutual benefit corporation.

ARTICLE IV.  
POWERS

The Association shall have all of the powers which a nonprofit corporation may exercise under the Missouri Nonprofit Corporation Act and the laws of the State of Missouri in effect from time to time.

ARTICLE V.  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Association shall be Hawk Centre, 5721 Highway 54, Suite 101, Osage Beach, Missouri 65065. The initial registered agent of the Association, whose business office is identical with such registered office, is Bruce E. Colyer. The registered office and registered agent may be changed, without amendment of these Articles of Incorporation, as provided by statute.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

MAY 05 1998

ARTICLE VI.  
BOARD OF DIRECTORS

6.1. The affairs of the Association shall be managed by a Board of Directors. The duties, qualifications, number and term of directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws.

6.2. The names and addresses of the persons who are to serve as the initial directors are as follows:

Kevin M. Smith  
P.O. Box 1050  
Camdenton, MO 65020

Annette Stithem  
P.O. Box 1050  
Camdenton, MO 65020

Carla J. Aduddell  
P.O. Box 1050  
Camdenton, MO 65020

ARTICLE VII.  
MEMBERS

7.1. The Association will have Members. Each Person who constitutes the Owner of a Lot within the Neighborhood will be a Member of the Association. Each such Person, by taking title to a Lot, consents to admission as a Member.

7.2. The characteristics, qualifications, rights, limitations and obligations of a Member, and the calling, noticing, holding and conducting of meetings of Members shall be as set forth in the Bylaws of the Association.

ARTICLE VIII.  
CUMULATIVE VOTING

Cumulative voting by Members in elections for Directors shall not be permitted.

ARTICLE IX.  
BYLAWS

The Association shall have the power to make and alter Bylaws for the administration and regulation of the affairs of the Association. The initial Bylaws the Association shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Members, in addition, during the Declarant Control Period, as defined in the

MAY 05 1998

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R. Lisa McDowell Clerk  
SECRETARY OF STATE

Neighborhood Declaration, any alteration, amendment or repeal of the Bylaws or adoption of new Bylaws shall require the written consent of the Declarant. The Bylaws shall contain only such provisions as are lawful under the Missouri Nonprofit Corporation Act, and shall not be contrary to or inconsistent with any of the provisions of the Neighborhood Declaration or these Articles of Incorporation.

ARTICLE X.  
AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation shall require the approval of 75% of all of the voting power of the Members. In addition, during the Declarant Control Period, any amendment to these Articles of Incorporation shall require the written consent of the Declarant. Amendments to these Articles of Incorporation may contain only such provisions as are lawful under the Missouri Nonprofit Corporation Act, and shall not be contrary to or inconsistent with any provision of the Neighborhood Declaration.

ARTICLE XI.  
DISSOLUTION

11.1. The Association may be dissolved only if such dissolution is approved by a vote of 75% of all of the voting power of the Members. In addition, during the Declarant Control Period, dissolution of the Association shall require the written consent of the Declarant.

11.2. In the event of dissolution of the Association, the Neighborhood Properties shall, to the extent reasonably possible, be conveyed or transferred first to Old Kinderhook Community Association, Inc. and, if that is not possible, then to such other organization as determined by the Board of Directors, to be used, in any such event, for the common benefit of Owners of Lots within the Neighborhood for similar purposes for which the particular Neighborhood Property was held by the Association. To the extent the foregoing is not possible, the Neighborhood Properties shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed equally to the Members.

ARTICLE XII.  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters, including advancement of expenses prior to final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall

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*Rhonda McDowell Cook*  
SECRETARY OF STATE

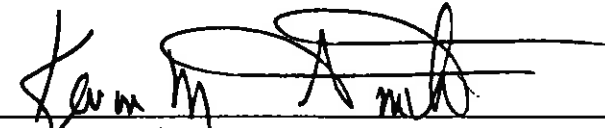
not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, any agreement, any vote of Members or disinterested directors or otherwise. This right to indemnification shall inure to the benefit of the heirs, executors and administrators of such person, and an adjudication of liability shall not affect the right of indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled.

ARTICLE XIII.  
INCORPORATOR

The name and address of the incorporator are as follows:

Kevin M. Smith  
Lake Road 54-80D  
P.O. Box 1050  
Camdenton, MO 65020

THESE ARTICLES OF INCORPORATION are executed as of April 28, 1998.

  
\_\_\_\_\_  
Incorporator

FILED AND CERTIFICATE OF  
INCORPORATION

MAY 05 1998

  
SECRETARY OF STATE