

ARTICLES OF INCORPORATION
OF
DaLinda Estates Homeowners Association, Inc.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Association") pursuant to the provisions of the State of Missouri Nonprofit Association Act, (hereinafter referred to as the "ACT"), executed the following Articles of Incorporation:

ARTICLE I

The name of the Association is DaLinda Estates Homeowners Association, Inc. and it is designated as a Mutual Benefit Association.

ARTICLE II

The purposes for which the Association is formed are:

(a) To organize and operate for the promotion of the common good and general welfare of the Members and Owners of property legally described on Exhibit "A" to these Articles of Incorporation and consistent therewith, to acquire, own, improve, maintain, preserve, convey and control the Common Property, to administer and to enforce all covenants, restrictions, easements and charges contained in the Declaration of Covenants, Conditions and Restrictions for DaLinda Estates, any amendment or restatement thereof, and all liens created therein, and to do and perform any and all acts which may be necessary or proper for or incidental to the exercise of any of the express powers (but not intended as affirmative obligations unless so stated) of the Association, including by way of illustration and not obligation, unless so stated, or limitation:

- (1) Assessments. The Association may levy Assessments on the Owners and enforce payment of such Assessments, all in accordance with the provisions of the Bylaws of the Association and the Declaration of Covenants, Conditions and Restrictions for the DaLinda Estates.
- (2) Right of Enforcement. The Association shall also have the power and authority from time to time in its own name, on its own behalf or on behalf of any Owner or Owners who consent



thereto, to commence and maintain actions and suits to restrain and enjoin any breach or threatened breach of the Declaration of Covenants, Conditions and Restrictions for DaLinda Estates and to enforce, by mandatory or prohibitive injunction or otherwise all of the provisions hereof or to pursue its Right of Action as provided herein.

- (3) **Common Property.** The Association may plan, design, acquire, improve, construct on, lease and equip the Common Property with, by way of example and not limitation or affirmative obligation, parks and other open space, landscaping, playgrounds, pools and other recreational facilities (collectively, the "Common Property Improvements" which may be referred to herein with the Common Property as the Common Property). The Association may also enter into contracts, leases or rental agreements for the purpose of providing such recreational facilities as deemed necessary or desirable by the Association Board and shall maintain, repair and replace the Common Property Improvements and provide adequate comprehensive insurance for the Common Property and Common Property Improvements, all as shall be determined to be necessary by the Association Board.
- (4) **Easements and Rights-of-Way.** The Association may grant and convey easements and rights-of-way in, on, over or under the Common Property and the Property for the purposes of constructing, erecting, operating or maintaining thereon, therein or thereunder any similar public or quasi-public improvements or facilities as may be considered necessary for the common good of said community.
- (5) **Employment of Agents.** The Association may employ the services of any person or Association as manager (herein, "Manager"), together with other employees, to, as may be directed and delegated by the Association Board, manage, conduct and perform the business, obligations and duties of the Association and may enter into contracts for such purpose.
- (6) **Insurance.** The Association shall obtain and keep in force such policies of insurance and surety bonds, as are necessary to adequately insure and protect the Common Property and the operations thereon and of the Association and as deemed by the Association necessary to carry out the purpose of the

Association and promote the health, safety, welfare and recreation of Owners; pay taxes on real estate and facilities owned by it; and pay such taxes as may be assessed against the Common Property.

(b) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this state, as may be necessary and proper for carrying on its legitimate affairs.

(c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign Associations; whether for profit or nonprofit, associations partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interest, or obligations.

(d) To engage in any and all powers and rights lawfully permitted to Associations organized under "The Missouri Nonprofit Association Act", Chapter 355, RSMo 1986, as amended, and to do all things necessary for and incident to the conduct of such Association's powers, authority, and rights and permitted by the laws of the State of Missouri.

(e) To operate and function exclusively as a nonprofit Association with all the rights, powers and privileges permitted by and subject to the restrictions imposed by the State of Missouri Nonprofit Association Act, as particularly set out above.

ARTICLE III Period of Existence

The period during which the Association shall continue is "Perpetual".

ARTICLE IV Registered Agent and Principal Office

Section 1. Registered Agent. The name and address of the Registered Agent in charge of the Association's principal office is: Nancy E. Blackwell, c/o Chinnery Evans & Nail, P.C., 200 SE Douglas Street, Suite 200, Lee's Summit, Missouri 64063.

Section 2. Principal Office. The post office address of the principal office of the Association is: 1004 W. Main Street, Greenwood, Missouri 64034.

ARTICLE V
Members and Shares

This Association is not organized for profit and shall not issue shares of stock. Every person or entity who is a record owner of the fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Lot Owner shall have more than one membership.

ARTICLE VI
Directors

The first Board of Directors shall be three (3) in number.

The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Peggy L. Ragan	1004 W. Main Street, Greenwood, Missouri 64034
Laura L. Sunday	1004 W. Main Street, Greenwood, Missouri 64034
John D. Kreisel, Sr.	1004 W. Main Street, Greenwood, Missouri 64034

The number of Directors to constitute subsequent Boards of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Association. Any changes in the number of members of the Board shall be reported to the Secretary of State within thirty (30) days of such change.

ARTICLE VII
Incorporators

The names and addresses of the incorporators of the Association are as follows:

Peggy L. Ragan, 1004 W. Main Street, Greenwood, Missouri 64034

ARTICLE VIII
Provisions for Regulation and Conduct
of the Affairs of Association

Other provisions, consistent with the laws of this state, and the regulation and conduct of the affairs of this Association, and creating, defining, limiting or regulating the powers of this Association and of the directors are as follows:

The regulation and conduct of the affairs of this Association shall be subject to the Bylaws as promulgated and amended by the Board of Directors.

All meetings shall be held within this state at such time and places as designated in the Bylaws of the Association.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operating exclusively for the purposes of this Association, and if none, then equally among the Members of the Association registered and in good standing as of the date of dissolution. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

These Articles may be amended at any regular meeting of the Members, or at a special meeting called for that purpose, by a two-thirds (2/3) majority vote of all Members present and entitled to vote at the meeting at which a quorum is present as required in the Bylaws of the Association.

IN WITNESS WHEREOF, we the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 10th day of January, 2005.

Peggy L. Ragan
PEGGY L RAGAN
(INCORPORATOR)

STATE OF MISSOURI)
)ss.
COUNTY OF JACKSON)

I, *Beatrice Finkemeier*, a notary public, do hereby certify that on the 10th day of January, 2005, PEGGY L. RAGAN personally appeared before me and being first duly sworn by me severally acknowledged that she signed as her free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true to her best knowledge and belief.

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

Beatrice Finkemeier
Notary Public

My Commission Expires:

**Beatrice Finkemeier
Notary Public - Notary Seal
State of Missouri
Jackson County
My Commission Expires Jan. 11, 2007**

EXHIBIT "A"

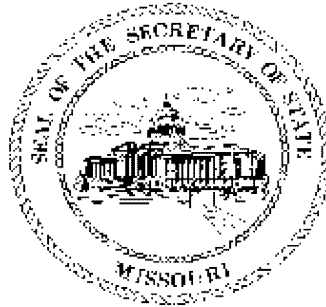
Legal Description

That part of the North 1/2 of the Southwest 1/4 of Section 28, Township 47 North, Range 31 West of the 5th Principal Meridian in the City of Greenwood, Jackson County, Missouri, described as follows: Commencing at the Northeast corner of said Southwest 1/4: thence N87°39'43"W (all bearings herein are referenced to the Missouri State Plane coordinate system of 1983, West Zone) on the North line of said Southwest 1/4 being also the North line of Lot 3, North Green Hills Estates, a subdivision of record, 495.00 feet to the Northwest corner of said Lot 3 and the Point of Beginning; thence continuing N87°39'43"W on the North line of said Southwest 1/4, 721.27 feet; thence S2°25'27"W on a line parallel with the East line of said Southwest 1/4, 168.44 feet; thence S87°34'33"E, 223.77 feet; thence S2°25'27"W on a line parallel with the East line of said Southwest 1/4, 942.23 feet to the Southwest corner of a tract of land conveyed in document no. I-1053065 in book I-2146 at page 1147; thence S87°39'04"E on the Southerly line of said tract, 236.59 feet; thence S1°20'52"W on said Southerly line, 193.23 feet to the North right-of-way line of Gambrell Road being 25.00 feet North of the South line of the North 1/2 of said Southwest 1/4; thence S87°39'04"E on North right-of-way line, 89.78 feet to a point on the West line of a tract of land conveyed in document no. I-366140 in book I-905 at page 122; thence; N2°25'27"E on the West line of said tract, 635.00 feet to the Northwest corner of said tract; thence S87°39'04"E on the North line of said tract being 660.00 feet North from, and parallel with, the South line of the North 1/2 of said Southwest 1/4, 167.50 feet to the Southwest corner of Lot 1, Lee Manor, a subdivision of record; thence N2°25'27"E on the West line of Lots 1 through 5 inclusive, Lee Manor and the West line of Lot 3, North Green Hills Estates, 669.30 feet to the Point of Beginning. (Tract contains 12.26 acres more or less); and

That part of the North half of the Southwest Quarter of Section 28, Township 47 North of the Baseline, Range 31 West of the 5th Principal Meridian, in the City of Greenwood, Jackson County, Missouri, described as follows: COMMENCING at the Northeast corner of said Southwest Quarter; thence North 87 degrees 39 minutes 43 seconds West (all bearings herein are referenced to the Missouri State Plane coordinate system of 1983, West Zone) on the North Line of said Southwest Quarter, also being the North line of Lot 3 of North Green Hills Estates and DaLinda Estates, both being subdivisions of record, a distance of 1216.27 feet to the Northwest corner of Tract A of said DaLinda Estates, and the POINT OF BEGINNING; THENCE continuing North 87 degrees 39 minutes 43 seconds West on the North Line of said Southwest Quarter, a distance of 766.23 feet to the Northeast Corner of a tract described in Book 1853 at Page 478 at the Jackson County Recorder's Office; THENCE South 02 degrees 25 minutes 27 seconds West, parallel with the East Line of said North Half and on the East Line of said Tract, a distance of 669.01 feet to the

Northwest Corner of a tract described in Book I2827 at Page 1023 at the Jackson County Recorder's Office; THENCE South 87 degrees 39 minutes 04 seconds East on the North Line of said tract, a distance of 330.00 feet to the Northeast Corner of said Tract; THENCE South 02 degrees 25 minutes 27 seconds West on the East Line of said Tract, a distance of 460.00 feet to the Northwest Corner of a tract described in Document Number 2000I0043953 at the Jackson County Recorder's Office; THENCE South 87 degrees 39 minutes 04 seconds East on the North Line of tracts described in said Document Number 2000I0043953, Document Number 2000I0006911, and Document Number 2000I0083520, all in the Jackson county Recorder's Office, a distance of 280.00 feet to the Northeast Corner of said tract described in Document Number 2000I0083520; Thence South 02 degrees 25 minutes 27 seconds West on the West Line of said tract described in Document Number 2000I0083520, a distance of 175.00 feet to the North Right of Way Line of Gambrell Road; THENCE South 87 degrees 39 minutes 04 seconds East on said North Right of Way Line, a distance of 50.00 feet to the West Line of a tract described in Document Number 831651 in the Jackson County Recorder's Office; THENCE North 02 degrees 25 minutes 27 seconds East on said West Line, a distance of 635.00 feet to the Northwest Corner of said tract; THENCE South 87 degrees 39 minutes 04 seconds East on the North Line of said tract, a distance of 330.00 feet to the West Line of Lot 6 of said DaLinda Estates; THENCE North 02 degrees 25 minutes 27 seconds East on the West Line of said Lot 6, Lot 7, Lot 8, Lot 9, Lot 10, Lot 11 and its Northerly extension, a distance of 500.43 feet to the South Line of said Tract A; THENCE North 87 degrees 34 minutes 33 seconds West on said South Line, a distance of 223.77 feet to the Southwest Corner of said Tract A; THENCE North 02 degrees 25 minutes 27 seconds East on the West Line of said Tract A, a distance of 168.44 feet to the POINT OF BEGINNING, containing 18.03 acres.

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

DaLinda Estates Homeowners Association, Inc.
N00633154

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, ROBIN CARNAHAN, Secretary of the State of Missouri do 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 14th day of January, 2005.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

