

ARTICLES OF INCORPORATION
OF
BENT OAKS HOMES ASSOCIATION, INC.

HONORABLE ROY D. BLUNT
Secretary of State
State of Missouri
Jefferson City, Missouri 65101

We, the undersigned, John H. Ferguson, 1 Victory Drive, Suite 200, Liberty, Missouri 64068; James B. Carlson, Route 1, Box 582, Holt, Missouri 64048; and Robert L. Bell, 230 Arapahoe, Lake Quivira, Kansas 66106; being natural persons of the age of twenty-one (21) years or more and citizens of the United States, for the purpose of forming a corporation under "General Not for Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: BENT OAKS HOMES ASSOCIATION, INC.

ARTICLE II

The period of duration of the corporation is: Perpetual.

ARTICLE III

The address of the initial registered office in the State of Missouri is 8320 North Oak Trafficway, Suite 220, Kansas City, Missouri 64118. The name of its registered agent at that address is: Allen W. Blair

ARTICLE IV

The first Board of Directors shall be three (3) in number, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
John H. Ferguson	1 Victory Drive, Ste. 200 Liberty, Missouri 64068
James B. Carlson	Route 1, Box 582 Holt, Missouri 64048
Robert L. Bell	230 Arapahoe Lake Quivira, Kansas 66106

ARTICLE V

The corporation is formed exclusively for the purposes for which a corporation may be formed under the Not For Profit Corporation Law and not for pecunary profit or financial gain. No part of the assets, income, or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers except to

the extent permitted under the Not For Profit Corporation Law of the State of Missouri, and the purposes for which the corporation is organized are as follows:

(a) To advance the general welfare of the subdivision known as Bent Oaks, Clay County, Missouri.

(b) To conduct and administer a homes association for the benefit and advantage of the present and any future owners of tracts of lots now or hereafter to be platted as Bent Oaks, Clay County, Missouri, and to perform and execute the powers and duties set forth in the Declaration of Covenants, Conditions and Restrictions, which shall be recorded in the office of the Recorder of Deeds for Clay County, Missouri, and any and all subsequent Declarations relating to phases or lots now or hereafter to be platted as parts of Bent Oaks.

(c) To enforce, either in its own name, or in the name of any owner in Bent Oaks, any and all restrictions which may have been heretofore, or may hereafter be imposed upon any of Lots located in the Bent Oaks subdivision, as it now or hereafter exists, as such restrictions were originally stated or as modified subsequently thereto.

(d) To elect to be treated as an exempt organization under the provisions of Section 528 of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time. To exercise such other powers and rights as are pertinent thereto, and which may be exercised by Not For Profit Corporations under the laws of Missouri.

(e) To adopt by-laws for the government and orderly procedure of the corporation.

(f) To enter into contracts and agreements providing for performance, in the name and behalf of the corporation, of any of the aforementioned purposes.

ARTICLE VI

The corporation shall have two classes of voting membership, as follows:

(a) **Class A:** Each owner, with the exception of the Developer of Bent Oaks, of a completed residence in Bent Oaks, a subdivision in the City of Liberty, Village of Glenaire, Clay County, Missouri, shall be a Class A member. Each Class A member shall be entitled to one vote for each unit (as defined in the Declaration) in which the Owner holds fee simple title. When more than one person holds such interest in any unit, all such persons shall be members, and the vote for such unit shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any unit.

(b) **Class B:** The Class B member(s) shall be the Bent Oaks Associates, a Missouri general partnership (the "Developer"). The Class B member(s) shall be entitled to four (4) votes for each designated Lot in Bent Oaks, regardless of whether there is a completed Living Unit thereon in which the Developer holds fee simple title, provided that the Class B memberships shall cease and become converted to Class A membership on the happening of any of the following events, which ever occurs earlier.

- a. When the total number of votes to which the Class B member would be entitled (if the Class B membership were converted to Class A membership) is less than 5% of the total vote; or
- b. On December 31, 2009.

From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot or Living Unit in which it holds the interests required for membership under the Declaration.

For the purposes of determining the votes allowed when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted.

ARTICLE VII

The Articles of Incorporation of this corporation may be amended from time to time, in any and as many respects as may be desired, any such amendment or amendments to be made in accordance with the provisions of Chapter 355 of the Revised Statutes of Missouri.

ARTICLE VIII

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary or by operation of law, all assets of the corporation remaining after the satisfaction and discharge of all liabilities and obligations of the corporation shall be distributed subject to the limitations hereinafter set out, to such corporations, firms, foundations or other entities as the Board of Directors shall determine. No such distribution, however, shall be made to any organization failing to qualify as an exempt organization under Section 501 of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, we have hereunto set our hand this 22nd day of Dec, 1988.

John H. Ferguson
John H. Ferguson
James B. Carlson
James B. Carlson
Robert L. Bell
Robert L. Bell

STATE OF MISSOURI)
COUNTY OF Platte) ss.

On this 22nd day of December, 1988, before me, personally appeared John H. Ferguson to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

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

Kathleen Vance
Notary Public

My commission expires:
KATHLEEN VANCE
Notary Public - State of Missouri
Commissioned in Platte County
My Commission Expires June 26, 1992

STATE OF MISSOURI)
COUNTY OF Platte) ss.

On this 22nd day of December, 1988, before me, personally appeared James B. Carlson to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

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


Kathleen Vance
Notary Public

My commission expires:
KATHLEEN VANCE
Notary Public - State of Missouri
Commissioned in Platte County
My Commission Expires June 26, 1992

STATE OF MISSOURI)
COUNTY OF Platte) ss.

On this 22nd day of December, 1988, before me, personally appeared Robert L. Bell to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

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



Notary Public

My commission expires
KATHLEEN VANCE
Notary Public - State of Missouri
Commissioned in Platte County
My Commission Expires June 26, 1992
