

ARTICLES OF INCORPORATION
OF
WALNUT CREEK SOUTH HOMES ASSOCIATION, INC.

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned, natural persons who are citizens of the United States of the age of twenty-one (21) years or more, being desirous of forming a not-for-profit corporation under Chapter 355, R.S. MO., 1959, also known as The General Not for Profit Corporation Act, and amendments thereto, governing corporations not for profit, have entered into the following agreement:

FIRST: The name of the corporation shall be WALNUT CREEK SOUTH HOMES ASSOCIATION, INC.

SECOND: The purpose or purposes for which the corporation is organized are as follows:

1. (a) To provide for the enhancement and maintenance of the beauty of the subdivision known as WALNUT CREEK ACRES in Platte County, Missouri, including but not limited to the furnishing of lawn services, tree trimming, landscaping and the beautifying and maintenance of the property and improvements thereon and financing the same by the imposition of charges and assessments upon property in the subdivision, all for the benefit of its members.

(b) To establish, maintain, administer and operate private clubs, swimming pools, tennis courts, badminton courts, shuffle boards, croquet courts, gardening and picnic facilities, private lakes and parks, as well as other kinds of recreational facilities for the benefit of its members.

2. This corporation shall have no capital stock divided into shares, is not organized for business purposes nor for pecuniary profit, but for the purposes aforesaid. It shall, however, have for any one or more of the purposes aforesaid, and subject to the limitations of Article hereof, the following powers:

(a) To purchase, take, receive, lease as lessee, take by gift, grant, assignment, transfer, devise or bequest, or otherwise acquire, and to own, hold, use, maintain, operate, manage and otherwise deal in and with any real (whether improved or unimproved) or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary or proper for carrying on its legitimate affairs.

(b) To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for any one or more of the purposes specified in subparagraph 1 above, to execute and perform all such trust in accordance with the terms, conditions, limitations, and restrictions thereof, and, in administering the same to carry out the directions and exercise the powers of such trust, including the expenditure of the principal, as well as the income, for one or more of such purposes if authorized or directed by the instrument creating the trust.

(c) To sell, convey, mortgage, pledge, lease as lessor, convert and otherwise dispose of or grant options with respect to, all or any part of its property and assets.

(d) To purchase, take, receive, subscribe for, invest in, or otherwise acquire, own, hold, use, employ, and use the proceeds and income of shares of capital stock, bonds, mortgages, debentures, notes or other interests in or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; to sell, assign, mortgage, loan, pledge, hypothecate or otherwise dispose of, such shares, interests or obligations; and while the owner or holder thereof to do any act or thing permitted by law to preserve, protect, or enhance the value of any such shares, securities, interests or obligations and to exercise all of the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote thereon and otherwise act with respect thereto.

(e) To enter into, make and perform contracts of every kind and description and incur liabilities with

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any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependence thereof.

(f) To borrow or raise moneys for any of its corporate purposes at such rates of interest as the corporation may determine and, from time to time, without limit as to amount, to issue, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other obligations and negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage, pledge, conveyance, or deed of trust of all or any of its property, franchises and income.

(g) To invest its funds from time to time in any real or personal property.

(h) To lend money for any of its corporate purposes, including without limiting the generality of the foregoing, to lend money to and to aid in any manner any corporation or association of which any stocks, bonds, evidences of indebtedness or other obligations are held, or are in any manner guaranteed by the corporation or in which the corporation is in any way interested, and to do any other acts or things designated to preserve, protect, improve or enhance the value of any such stocks, bonds, evidences of indebtedness or other obligations and to take and hold real and personal property as security for the payment of funds so invested or loaned.

(i) To erect or contract for the erection or demolition of buildings and improvements upon real property owned by the corporation, or in which the corporation has an interest; and to divide, subdivide, plat, dedicate, impose restrictions upon and otherwise develop and improve real estate of all kinds and descriptions owned by the corporation or in which it has an interest.

(j) To conduct its affairs, carry on its operations, and have offices within and without the State of Missouri, and to exercise the aforesaid powers and promote its objects in any other state, territory, district or possession of the United States, or in any foreign country.

(k) To have and exercise all powers necessary or convenient to effect any or all of the purposes specified above for which the corporation is organized.

(l) In general, to have and exercise all of the powers conferred by the laws of Missouri upon a not-for-profit corporation by Chapter 355, R.S. Mo., 1959, and to do any or all of the things set forth and all things incident and proper in connection therewith to the same extent as natural persons might or could do.

(m) The powers specified in the foregoing clauses (a) to (l), inclusive, shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause, but the powers specified in each of the foregoing clauses shall be regarded as independent powers.

THIRD: The corporation shall have perpetual existence.

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

Name	Address
Theodore C. Beckett	1700 Home Savings Building 1006 Grand Kansas City, Missouri
D. Michael Dwyer	1700 Home Savings Building 1006 Grand Kansas City, Missouri

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Robert T. Steinkamp 1700 Homes Savings Building
 1006 Grand
 Kansas City, Missouri

FIFTH: The first Board of Directors shall consist of three (3) persons, who shall be members of the corporation and shall serve until such time as a regularly scheduled meeting of members is called for the election of Directors. The names and addresses of the members of the first Board of Directors are as follows:

Name	Address
Marvin Enochs	6423 NW Melody Lane Parkville, MO 64152
Robert L. Buford, Sr.	10603 Crooked Road Parkville, MO 64152
Fay Welch	11107 NW 58th Parkville, MO 64152

SIXTH: The address of the initial registered office of the corporation in the State of Missouri is 1700 Home Savings Building, Kansas City, Missouri 64106. The name of the initial registered agent of the corporation at such address is D. Michael Dwyer.

SEVENTH: The characteristics and the limitations of membership, and the qualifications, requirements and procedures for admission to membership shall be as set forth in the By-laws of the corporation. Directors of the corporation need not be residents of the State of Missouri or members of the corporation. The directors constituting the first Board of Directors shall hold office for such period as shall be specified in the By-laws of the corporation, and thereafter directors shall be elected or appointed in the manner and for the terms provided in the By-laws.

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend or repeal the By-laws of the corporation, and to adopt new By-laws.

NINTH: Upon any dissolution of this corporation, its property and assets shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.
2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. Any remaining assets shall be transferred or conveyed to such persons, trusts, societies, organizations or domestic or foreign corporations as may be specified in a plan or distribution adopted in accordance with the laws of the State of Missouri then in effect applicable to not-for-profit corporations.

TENTH: The corporation reserves the right to amend, alter, modify, change or repeal any provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.