

ARTICLES OF INCORPORATION  
OF  
WINDSOR TRACE HOMES ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is Windsor Trace Homes Association, Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation in the State of Kansas is located at P.O. Box 64, in the City of Olathe, County of Johnson (zip code: 66051). The name and address of its initial registered agent is Rona Hunter.

ARTICLE III

NATURE AND PURPOSE

This corporation is organized not-for-profit, and the purposes and objects for which the corporation is organized and the powers which may be exercised by the corporation may include the following:

1. To exercise each and all of the discretionary and mandatory powers, rights and duties set forth in the Declaration of Restrictions of Windsor Trace, a subdivision in the City of Olathe, Johnson County, Kansas, and any amendments thereto, including but not limited to, levying and collection of assessments (dues), as therein provided, and foreclosing the liens of such assessments (dues), and the enforcement of any of the restrictions as therein provided;

2. To perform such acts as may be necessary or allowed in connection with the management and control of a real estate development known as Windsor Trace, a subdivision in the City of Olathe, Johnson County, Kansas, according to the recorded plat thereof.

3. To operate, manage, supervise and control all or any part of the business and property of any corporation, association, firm, entity, individual or undertaking, domestic or foreign, or to take any part therein, and to appoint and remunerate any directors, accountants, other experts, agents, employees and persons;

4. To acquire, by purchase, lease or otherwise, to construct, assemble, own, hold, lease, rent, remodel, improve, reconstruct, mortgage, encumber, operate, manage, deal in and dispose of machinery, equipment, appliances, fixtures, buildings, offices, docks, jetties, garages, fixtures and equipment appurtenant or convenient thereto, or which may be useful or desirable in the conduct of any business or businesses in which the corporation is or may be engaged;

5. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or dependency thereof;

6. To own, acquire, buy, sell, deal in, lease, rent, remodel, improve, reconstruct, mortgage and otherwise encumber real estate, whether improved or unimproved, and any interest of kind whatsoever therein, and to own, hold, deal in and dispose of such property, whether real, personal or mixed, as may be necessary or desirable for the successful conduct and operation of any business or businesses in which the corporation is or may be engaged;

7. To sell, lease, convey or otherwise dispose of, mortgage, pledge or otherwise encumber all or any part of its property and assets;

8. To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage, assignments in trust, pledge, conveyance, or other encumbrance of the whole or any part of the property of the corporation at the time owned or thereafter acquired;

9. To invest its funds; to acquire by purchase, exchange, subscription or in any other lawful manner, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in any manner in and with the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision

or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including, but without limitation, the right, to execute consents and vote thereon, to operate, supervise, control, manage and conduct any business, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

10. To maintain comfortable, safe and sanitary home surroundings in the residential community or communities in which its members live;

11. To engage in any other lawful act or activity for which corporations may be organized under the general Kansas Corporation Code.

**PROVIDED, HOWEVER,** that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in section 528 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law);

(b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit;

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and no part of the net earnings of this corporation shall ever inure to the benefit of any member or private individual.

Upon the dissolution of this corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in accordance with a plan for such purpose adopted by said governing board.

## ARTICLE IV

### NOT-FOR-PROFIT STATUS

The corporation is not organized for profit and shall not have the authority to issue capital stock.

## ARTICLE V

### MEMBERSHIP

The conditions of membership in this corporation shall be stated in the Declaration of Restrictions of Windsor Trace, a subdivision in the City of Olathe, Johnson County, Kansas as recorded in the Office of the Register of Deeds of Johnson County, Kansas, and as set forth in the Bylaws of the corporation.

## ARTICLE VI

### INITIAL INCORPORATOR

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

<u>Name</u> _____	<u>Address</u> _____
Daniel W. Vokins	100 E. Park, Ste. 6 Olathe, Kansas 66061

## ARTICLE VII

### DIRECTORS

The number of directors of the corporation shall be as fixed by, or in the manner provided in, the Bylaws. Newly created directorships and any vacancies in the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum.

## ARTICLE VIII

### INITIAL DIRECTORS

The name and place of residence of each person who is to serve as a director(s) until the first meeting of the members, or until a successor is elected and qualified is as follows:

<u>Name</u> _____	<u>Address</u> _____
Rona Hunter	P.O. Box 64 Olathe, Kansas 66051

## ARTICLE IX

### RIGHT TO AMEND OR REPEAL ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.

## ARTICLE X

### INDEMNIFICATION

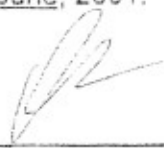
Each person who at any time is, or shall have been, a director, officer, employee or agent of the corporation, and who was or is made a party or is threatened to be made a party, to any threatened, pending or completed action, suit, claim or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is, or was, a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against all liabilities, judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred by him in connection with any such action, suit, claim or proceeding, to the full extent permitted by the laws of the State of Kansas. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of members or directors or otherwise. All rights of indemnification hereunder shall inure to the benefit of the heirs, executors, and administrators of any such director, officer, employee or agent.

## ARTICLE XI

### TERM

The corporation shall have perpetual existence.

The incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Code of the State of Kansas, does hereby make, file and record this Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set his hand this \_\_\_\_\_ day of June, 2001.

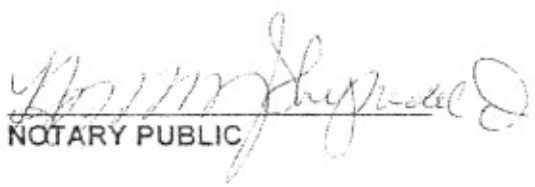


\_\_\_\_\_  
DANIEL W. VOKINS

STATE OF KANSAS        )  
                                  ) ss.  
COUNTY OF JOHNSON )

Personally appeared before me, a notary public in and for the county and state aforesaid, the above named person who is known personally to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal, this 7 day of June, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC

**NANCY J. SHEPARD**  
Notary Public - State of Kansas  
My Appt. Expires 2/16/02