

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation of

WIND RIVER OWNERS ASSOCIATION
N000698037

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, JASON KANDER, Secretary of State 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 hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 24th day of February, 2015.


Secretary of State



ARTICLES OF INCORPORATION
OF A
MISSOURI NONPROFIT CORPORATION

SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MISSOURI 65102

KNOW ALL PERSONS BY THESE PRESENTS:

I, the undersigned, being a natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation under the "Missouri Nonprofit Corporation Act" do hereby adopt the following Articles of Incorporation:

1. The name of the Corporation is: WIND RIVER OWNERS ASSOCIATION.
2. The Corporation is a mutual benefit corporation.
3. The period of duration of the Corporation is: perpetual.
4. The address of its initial Registered Office in the State of Missouri is 6000 South Highway KK, Columbia, MO 65203 and the name of its initial Registered Agent at said address is Michael D. Tompkins.

5. The name and address of the incorporator is:

Name

Address

Michael D. Tompkins

6000 South Highway KK
Columbia, MO 65203

6. The Corporation shall have members who shall be the owners of certain tracts described in the First Amended Declaration of Restrictions of Wind River recorded in Book 4403, Page 109, Deed Records of Boone County, Missouri, as the same now exist and may from time to time be amended.

7. The purpose or purposes for which the Corporation is organized are:

- a) To serve and act as an owners' association for the owners of certain tracts described in the First Amended Declaration of Restrictions of Wind River recorded in Book 4403, Page 109, Deed Records of Boone County,



Missouri (herein referred to as the "Declaration"), as the same now exist and may from time to time be amended.

b) To control, operate, maintain, repair, alter and improve the roadway areas described in the Declaration and to provide snow removal in said roadway areas.

c) To own, control, operate, repair, alter and improve a strip of land not to exceed twenty (20) feet in width abutting the west line of the Roadway Easement Area described in paragraph 19 of the Declaration.

d) To control, operate, maintain, repair, alter and improve the utility easement areas described in the Declaration.

e) To control, operate, maintain, repair, alter and improve the sign and landscape easement area described in the Declaration.

f) To control, operate, maintain, repair, alter and improve the trail area described in the Declaration.

g) To install, own, control, repair, maintain, operate and improve one or more signs in the sign and landscape easement area described in the Declaration indicating the entrance to Wind River.

h) To install, maintain, repair, replace and remove lighting on the signs referred to in the preceding paragraph and to landscape the aforesaid sign and landscape easement area described in the Declaration.

i) To install underground electric lines and electrical facilities to provide electricity for lighting the aforesaid signs.

j) To install, replace, remove, trim, cultivate, fertilize, irrigate, mow and maintain the trees, shrubs, ground cover, plantings and other landscape materials of all types and kinds in the sign and landscape easement area described in the Declaration.

k) To install a sprinkler and irrigation equipment system in the sign and landscape easement area described in the Declaration.

l) To control, operate, maintain, repair, alter and improve the trail easement area described in the Declaration.

m) To acquire title to any of the real estate within the boundaries of any of the real estate made subject to the provisions of the Declaration and use the same as common area for the benefit of the owners of Tracts 1 through 12 described in the Declaration.

n) To maintain such insurance on the property and easement areas owned and/or controlled by the Corporation as the Corporation deems appropriate.

o) To pay any and all taxes and assessments levied, if any, upon all property owned and/or controlled by the Corporation.

p) To carry out and exercise all of its rights, powers and duties and to perform all of its obligations as set out in the Declaration.

q) To enforce all of the provisions of the Declaration and to pay the expense of enforcing the provisions of the Declaration including attorney fees and court costs.

r) To borrow money for the purpose of carrying out the powers and duties of the Corporation.

s) To carry out all of the rights, powers and duties and to perform all of the obligations of the Corporation as described in the Declaration as the same now exist and may from time to time be amended.

8. The Corporation shall not be used for either business or political purposes, or for pecuniary gain or profit of any of its members, or to finance the political purposes or business activities of any of its members.

9. The Board of Directors of the Corporation shall adopt By-laws, rules and regulations for the government of the Corporation, which may be changed from time to time. The power to make, alter, amend or repeal the By-laws for the regulation and management of the affairs of the Corporation shall be vested in the Board of Directors and members of the Corporation as set forth in the By-laws of the Corporation.

10. The voting rights and powers of the members of the Corporation shall be as established by the By-laws of the Corporation and in conformity with the provisions of the First Amended Declaration of Restrictions of Wind River recorded in Book 4403, Page 109,

Deed Records of Boone County, Missouri as the same now exist and may from time to time be amended.

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

12. If the Corporation shall be voluntarily or involuntarily dissolved pursuant to the laws of the State of Missouri, the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;

b) 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;

c) Assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in a charitable, religious, eleemosynary, benevolent, educational or similar activities pursuant to a plan of distribution adopted as provided by the laws of the State of Missouri dealing with not-for-profit corporations;

d) Any remaining assets shall be distributed to the members of the Corporation with each member to receive that portion of said remaining assets determined by multiplying said remaining assets by a fraction having a numerator equal to the number of membership votes that said member has in the Corporation and having a denominator equal to the number of all of the membership votes in the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24th day of February, 2015.

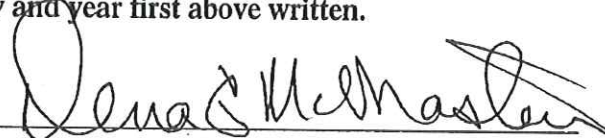


MICHAEL D. TOMPKINS

STATE OF MISSOURI)
) SS.
COUNTY OF BOONE)

On this 24th day of February, 2015, before me personally appeared MICHAEL D. TOMPKINS, known to me 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in Columbia, Missouri, the day and year first above written.



Notary Public

My commission expires:

1-8-2016

Dena G. McMasters
Notary Public-Notary Seal
State of Missouri-County of Boone
Commission # 12289633
My Commission Expires 1/8/2016



JAMES C. KIRKPATRICK
STATE INFORMATION CENTER
(573) 751-4936

JASON KANDER
SECRETARY OF STATE
STATE OF MISSOURI

CORPORATIONS
(573) 751-4153

Dear Non-Profit Corporation:

Congratulations! We wish you every success in your new business enterprise. The following information will assist you in maintaining your corporation's good standing status in Missouri.

Your first Registration Report is due by August 31 of the year following the calendar year of incorporation. A reminder notice will be mailed to your corporation's registered agent approximately June 1 of next year. As required by law, all annual report information is mailed to your registered agent's physical address. Any change in registered agent or registered agent address must be filed immediately with our office. Please be sure to file your report on time; **failure to file this report will result in administrative dissolution of your corporation.**

You may file your Registration Report online 24 hours a day on our website at: www.sos.mo.gov. If online filing is not an option, you may print your Registration Report from our website at www.sos.mo.gov or you may call toll free (866) 223-6535 and request a form be sent to you.

<u>Annually:</u>	<u>Online Filing Fee</u>	<u>Filing Fee By Mail Or In Person</u>
On or Before August 31, 2016	\$10	\$15
After August 31, 2016	\$15	\$20
<u>Biennially (every two years):</u>		
On or Before August 31, 2016	\$20	\$30
After August 31, 2016	\$30	\$40

Questions regarding any corporate information should be directed to (866) 223-6535. Best wishes on your new business venture!

Sincerely,

Secretary of State
Business Services Division
P. O. Box 778
Jefferson City, MO 65102
(866) 223-6535
www.sos.mo.gov

JAMES C. KIRKPATRICK STATE INFORMATION CENTER
600 W. MAIN STREET • JEFFERSON CITY 65101

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