

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

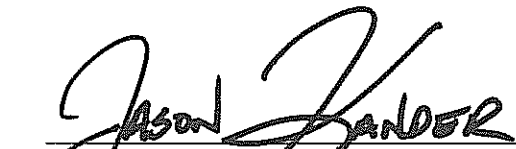
WHEREAS, Articles of Incorporation of

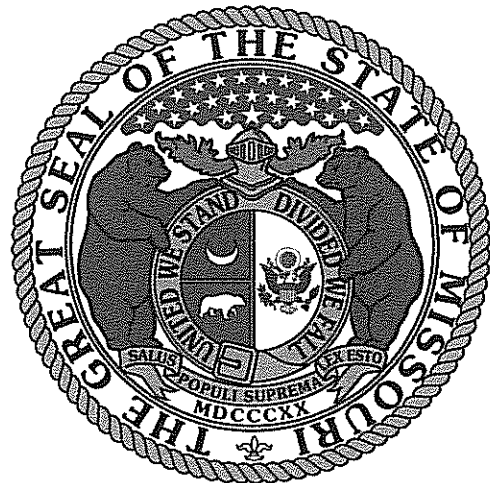
WHITWORTH HILLS SOUTH HOMEOWNERS ASSOCIATION
N01365330

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 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
27th day of December, 2013.


Secretary of State



ARTICLES OF INCORPORATION
OF
WHITWORTH HILLS SOUTH HOMEOWNERS ASSOCIATION
A GENERAL NOT-FOR-PROFIT CORPORATION

File Number:
N01365330
Date Filed: 12/27/2013
Jason Kander
Secretary of State

HONORABLE JASON KANDER
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO 65101

The undersigned, KERRY R. BUSH, being a natural person of the age of eighteen (18) years of more and a citizen of the United States, for the purpose of forming a corporation under the "General Not-For-Profit Corporation Law" of the State of Missouri, does hereby adopt the following Articles of Incorporation:

1. The name of the corporation is WHITWORTH HILLS SOUTH HOMEOWNERS ASSOCIATION.

2. The period of duration of the corporation is perpetual.

3. The address of its initial registered office in the State of Missouri is: 3315 Berrywood, Suite 102, Columbia, Missouri, 65201, and the name of its initial Registered Agent at said address is KERRY R. BUSH.

4. The address of its initial incorporator in the State of Missouri is: 3315 Berrywood, Suite 102, Columbia, Missouri, 65201, and the name of its initial incorporator at said address is KERRY R. BUSH.

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

A. To act as a Homeowners Association for Homeowners in that Development known as WHITWORTH HILLS SOUTH, which Development is described in the Restrictive Covenants of Whitworth Hills South, in Columbia, Missouri, (the "Development"), recorded in Book 4254, Page 11, Records of Boone County, Missouri, (the "Restrictions").

B. To enforce those covenants and restrictions as to use and occupancy, and to assess, provide for and collect those assessments,

State of Missouri
Creation - NonProfit 5 Page(s)



T1336117508

and to discharge those duties, functions, services and responsibilities, all as provided for by the Restrictions, which is incorporated herein by reference the same as though fully set forth herein;

C. To provide for all of the maintenance services, repair services, and other services imposed upon the Corporation by the Restrictions;

D. To levy, assess, collect, use and administer assessments against its members for use by the Corporation in discharging its duties as described in the Association;

E. In no case to conduct or carry on as active business for profit.

F. In no case to engage in lobbying or political activities of any kind or nature whatsoever or to support political activities of any kind or nature whatsoever.

G. To carry on any and all pursuits and activities consistent with the purposes of the Corporation as hereinabove described.

H. To act as the "Association" described in the Restrictions, and to perform all duties and responsibilities of such Association, and to have all right, power, authority, duties and obligations of the Association under the Restrictions, as set forth in the Restrictions, which Restrictions is incorporated herein by reference the same as though fully set forth herein.

5. This Corporation is a mutual benefit corporation and shall not be used for either business or political purposes, or for pecuniary gain or profit of any of its members, or to finance political purposes or business activities.

6. 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.

7. Voting rights of the membership on each matter submitted to a vote of the members shall be as provided for by the Declaration.

8. The Corporation's Board of Directors shall consist of three (3) persons. the qualifications for membership of the Board of Directors are set forth in the Declaration.

9. 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.

10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation not affecting the Development and the Corporation 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.

11. 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 with a charitable, religious, eleemosynary, benevolent, educational or similar use, but not be 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 charitable, religious, eleemosynary, benevolent, education 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. The remaining assets shall be divided into equal shares, there being one such share automatically attached to and appurtenant to each Unit located within the Development.

12. Unless it is plainly evidenced from the context that a different meaning is intended, all terms used herein shall have the same meanings as they are defined to have in the Restrictions. In the event any of the provisions of these Articles of Incorporation conflict with the terms and provisions of the Restrictions in any way whatsoever, these Articles of Incorporation shall be deemed to be subordinate and subject to all provisions in the Restrictions. In the event of any conflicts between these Articles and the Restrictions, the provisions of the Restrictions shall control.

Kerry R. Bush
KERRY R. BUSH

STATE OF MISSOURI)
 :SS.
COUNTY OF BOONE)

I, Elizabeth Lukehart, a Notary Public, do hereby certify that on the 20th day of December, 2013, before me personally appeared KERRY R. BUSH, to me personally known, who being first duly sworn by me, who acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements contained therein are true to their best knowledge and belief.

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

Elizabeth Lukehart
NOTARY PUBLIC

My Commission Expires: July 24, 2017.

Commissioned in Boone County, Missouri

