

FILED

SEP 04 2002

**ARTICLES OF INCORPORATION
WOODBURY HOMEOWNERS' ASSOCIATION, INC.**

M. B. Blum
SECRETARY OF STATE

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

**ARTICLE I
NAME**

The name of the Corporation is WOODBURY HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association."

**ARTICLE II
LOCATION**

The registered office of the Association is located at 620 North Outer Road, Grain Valley, Jackson County, Missouri 64029.

**ARTICLE III
REGISTERED AGENT**

Kelly C. Tobin, whose address is in-care-of KH Corporate Services, Inc., 2345 Grand Boulevard, Suite 2100, Kansas City, Missouri 64108 is hereby appointed the registered agent of the Association.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator is as follows:

NAME:
Kelly C. Tobin

ADDRESS:
c/o King Hershey, P.C.
Suite 2100
2345 Grand Boulevard
Kansas City, Missouri 64108

**ARTICLE V
FORM**

The Association is a mutual benefit corporation.

ARTICLE VI DEFINITIONS

1. "Common Area" means those areas of land, designated on the recorded subdivision plats of the Property as "open space," intended to be owned by the Association and devoted to the common use and enjoyment of the owners of the Lots.

2. "Company" means Ward Development and Investment Company and any successor or assign thereof to whom Ward Development and Investment Company shall convey or otherwise transfer all of the rights, title and interest in the Property then owned by it, and to whom Ward Development and Investment Company shall expressly transfer and assign all of its rights, title and interest under this Declaration, or any amendment or modification of this Declaration.

3. "Owner" means the person, or legal entity, or the combination thereof, including contract sellers, holding the record fee simple title to a Lot in the Property as the Lot is now or may from time to time hereafter be created or established. If more than one person, or other legal entity, or any combination thereof, holds the record title to any Lot, all of them shall be deemed a single record owner and shall be single member of the Association by virtue of their ownership of the Lot. The term "Owner," shall not mean any contract purchaser, nor shall it include any mortgage, the holder of any Deed of Trust or other person or legal entity holding an interest in the Lot as security for the performance of an obligation.

4. "Property" means all of the land shown on the subdivision plat recorded on August 16, 2002 among the records of Jackson County, Missouri as Document Number 2002I0070500 in Plat Book 72, Page 52, and such additional land as is properly subjected to any Declaration of Covenants, Conditions Restrictions and Easements of the Property.

ARTICLE VII PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Area located in the Property including any improvements and amenities located on the Common Area; (ii) the establishment of rules and regulations for the use of the Common Area including any improvements and amenities located on the Common Area; (iii) the distribution among the Lot Owners of the costs of the use, improvement, maintenance and repair of the Common Area including any improvements and amenities located on the Common Area; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the Owners and residents of the Lots. In furtherance of these purposes, the Association (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

a. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as provided in the Declaration, the Declaration being incorporated in these Articles by reference as if set forth in full;

b. fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the Declaration; to pay all expenses in connection with the Declaration and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

c. acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;

d. borrow money and, with the assent of two-thirds (2/3rds) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the Members;

f. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the votes of each class of the members; and

g. have and to exercise any and all powers, rights and privileges which a nonstock corporation organized under The General Nonprofit Corporation Law of the State of Missouri by law may now or hereafter have or exercise.

ARTICLE VIII MEMBERSHIP AND VOTING RIGHTS

Section 1

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Section 2

The Association shall have two (2) classes of voting membership:

1. **Class A:** Class A members shall be all Owners with the exception of the Company and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, however, for purposes of a quorum they shall be treated as a single member. The votes of such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

2. **Class B:** The Class B Member(s) shall be the Company and shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the seventh (7th) Anniversary of the date of the Declaration or at such time as the Company is not the Owner of any Lot within the Property.

ARTICLE IX BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of Directors (except for the First Board of Directors) shall be as provided in the Bylaws of the Association, which number may be changed by amendment of the Bylaws, but in no event shall the number of directors be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name	Address
David Ward _____	620 North Outer Road _____ Grain Valley, Missouri 64029 _____
Sandra Ward _____	620 North Outer Road _____ Grain Valley, Missouri 64029 _____
Anthony "Tony" Ward _____	620 North Outer Road _____ Grain Valley, Missouri 64029 _____

These Directors (the "Charter Directors") shall serve until the first annual meeting of the members at which successors of the Charter Directors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

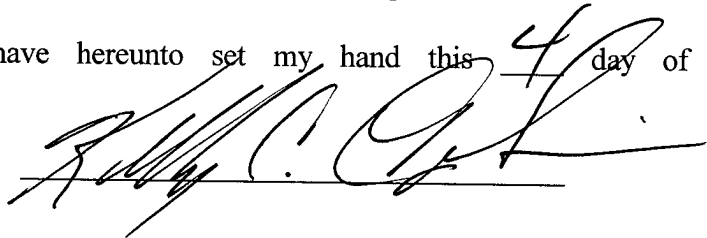
ARTICLE XI

The Association shall exist perpetually.

ARTICLE XII

Amendments of these Articles shall require the assent of the holders of two-thirds (2/3rds) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XII to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Company may be exercised if and only if either the Veterans' Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of all or any portion of the Property or any Lots for federally approved mortgage financing purposes under applicable Veterans' Administration, Federal Housing Administration or similar programs. If the Veterans' Administration or the Federal Housing Administration or any successor agencies thereto approve all or any portion of the Property or any Lots on the Property for federally approved mortgage financing purposes, any further amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of September, 2002.



"INCORPORATOR"

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

On this 4th day of September, 2002 before me, a Notary Public in and for said state, personally appeared Kelly C. Tobin known to me to be the person(s) who executed the within Articles of Incorporation, and acknowledged to me that he executed the same as his free act and deed.

Cherilyn R. Bouman
Notary Public

Cherilyn R. Bouman
(Printed Name)

My Commission Expires:

" NOTARY SEAL "
Cherilyn R. Bouman, Notary Public
Jackson County, State of Missouri
My Commission Expires 9/8/2003

FILED

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Matt Blatt
SECRETARY OF STATE

No. N00070066

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of
WOODBURY HOMEOWNERS ASSOCIATION, INC.

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, MATT BLUNT, Secretary of State of the
State of Missouri, 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 have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
4th day of SEPTEMBER, 2002.



Matt Blunt

\$25.00

Secretary of State