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STATE OF KANSAS

ORIGINAL COMPARED WITH RECORD

OFFICE OF  
SECRETARY OF STATE  
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

STATE OF KANSAS  
COUNTY OF JOHNSON  
FILED FOR RECORD

15<sup>00</sup>

92 JAN 10 P 12:23.4

SARA FULLMANN  
REGISTER OF DEEDS

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: DEC 20 1991



*Bill Graves*

BILL GRAVES  
SECRETARY OF STATE

BY *Willa M. Roe*  
ASSISTANT SECRETARY OF STATE

12<sup>00</sup>  
3<sup>00</sup>  

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15<sup>00</sup> clc

ARTICLES OF INCORPORATION

OF

APPLEWOOD HOMES ASSOCIATION

000001 10 1987 12-20-71  
NEW CORPORATION

051 1 75.00  
10 TRANS. TOTAL 1 75.00

I, the undersigned incorporator, hereby form and establish a NOT-FOR-PROFIT corporation under the laws of the State of Kansas.

ARTICLE ONE

The name of the corporation shall be Applewood Homes Association.

ARTICLE TWO

The address of the initial registered office of the corporation in the State of Kansas is 1325 Fountain Drive, Olathe Johnson County, Kansas. The name of the initial resident agent of the corporation at such address is Larry E. Huckleberry.

ARTICLE THREE

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

1. To provide services for the enhancement, maintenance, and beautification and generally to work for the preservation of the traditions, architectural scheme, and appearance of that community known as Applewood Homes Association District, which district shall consist of the following real property situated within Johnson County, Kansas, to-wit:

Lots 14 through 38, Block 3; Lots 1 through 49, Block 4; Lots 1 through 22, Block 5; Applewood, a subdivision in the City of Olathe, Johnson County, Kansas, and

Such services may include, but not by way of limitation, the enforcement of building and use restrictions imposed on residential lots or building sites within such district; care of all trees, shrubbery, gardens, grass, ornamental features, on islands and berms within such district, erection and maintenance of monument signs; provision of lighting facilities, if necessary, within such district; and generally all such other services as may, in the opinion of the Board of Directors of the corporation, be necessary, desirable or of benefit to the common good and welfare of that community above described.

2. To bring about such civic betterment and social improvement, whether or not hereinabove described, as may, in the opinion of the Board of Directors of the corporation, be necessary, desirable, or of benefit to the common good and general welfare of the community hereinabove described.

3. To engage in any other lawful act or activity for which not-for-profit corporations may be organized under the Kansas Corporation Code.

SECRETARY

91 DEC 20 PM 2:15

4. This corporation shall possess and exercise all powers and privileges permitted by law necessary for conduct, promotion, and attainment of the purposes of this corporation.

#### ARTICLE FOUR

This corporation shall have no authority to issue capital stock.

#### ARTICLE FIVE

The characteristics and limitations of membership, and the qualifications, requirements and procedures for admission to membership shall be as set forth in the bylaws of the corporation and the Applewood Homes Association Declaration. Directors of the corporation need not be residents of the State of Kansas or members of the corporation. The first Board of Directors shall consist of that number of persons as shall be specified in the Bylaws of the corporation, and the initial Board of Directors shall be duly appointed by the incorporator in the manner and for the terms provided in the Bylaws.

#### ARTICLE SIX

The name and address of the incorporator is as follows:  
Larry E. Huckleberry, 1325 Fountain Drive, Olathe, Kansas 66061.

#### ARTICLE SEVEN

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 Bylaws of the corporation, and to adopt new Bylaws.

#### ARTICLE EIGHT

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.

#### ARTICLE NINE

The directors and officers of this corporation may be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of this corporation in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized by this Article. The foregoing indemnification and advancement of expenses shall in no way be exclusive of any rights of indemnification and advancement of expenses to which any such director or officer may be entitled by bylaw, agreement, vote of members or of disinterested directors or otherwise. Any indemnification and advancement of expenses granted hereunder shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

The corporation may maintain insurance, at its own expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

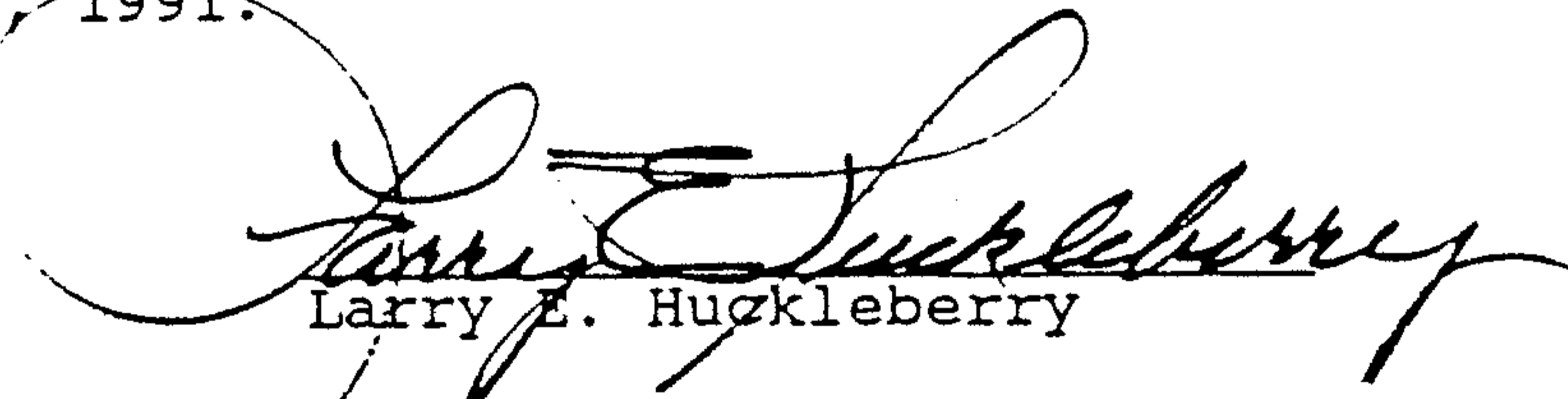
ARTICLE TEN

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Kansas General Corporation Code as presently in effect or as the same may hereafter be amended.

ARTICLE ELEVEN

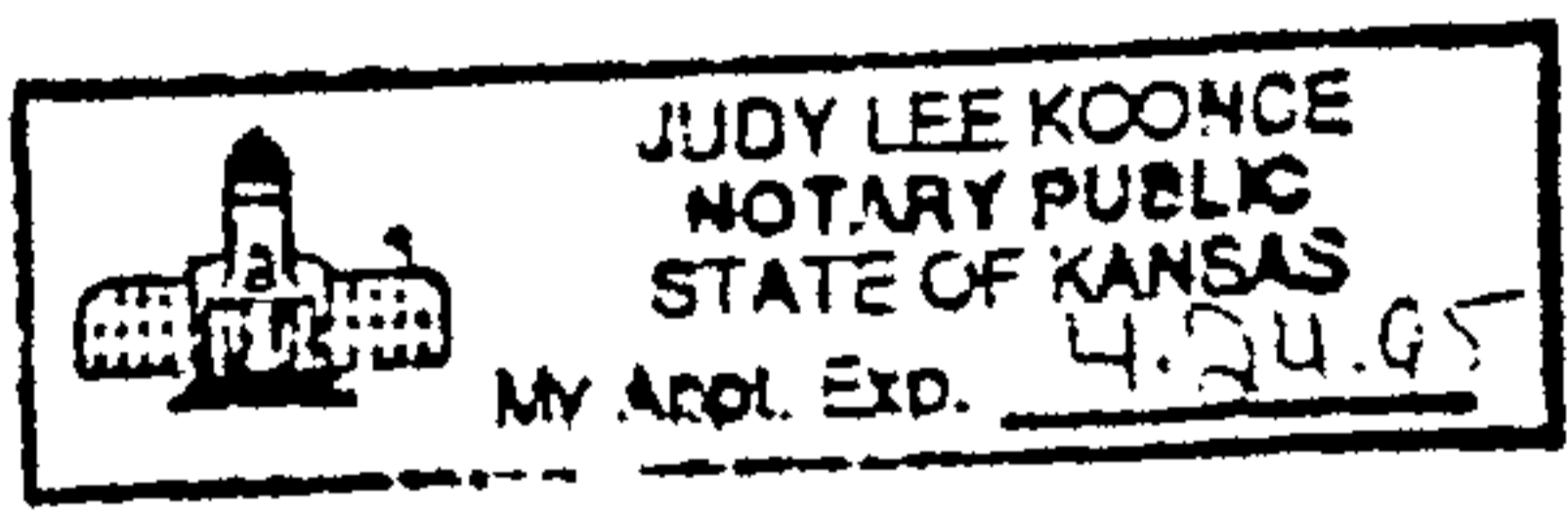
Elections of directors need not be by written ballot unless provided otherwise in the Bylaws.


IN TESTIMONY WHEREOF, I have hereunto set my hand this 5 day of Nov, 1991.

  
Larry E. Huckleberry

STATE OF KANSAS, COUNTY OF JOHNSON, SS:

On this 5<sup>th</sup> day of November, 1991, before me, a Notary Public in and for said State, personally appeared Larry E. Huckleberry who is known to me to be the person who executed the within instrument, and acknowledged that he executed the same for the purposes therein stated.



  
Notary Public

My appointment expires: \_\_\_\_\_