

**Articles of Incorporation
of
Willowbend Homeowner's Association
(A Not For Profit Corporation)**

The undersigned, in order to form a not for profit corporation for the purposes hereinafter stated, under and pursuant to the Kansas General Corporation Code, does hereby certify as follows:

FIRST: The name of this corporation is Willowbend Homeowners' Association, Inc., hereinafter sometimes called the "Association".

SECOND: The address of the corporation's registered office in the State of Kansas is 151 North Main, Suite 300, Wichita, Sedgwick County, Kansas. The name of its registered agent at such address is Michael H. Urbom.

THIRD: This corporation is not organized for profit and the primary purpose of this corporation shall be to provide for the acquisition, construction, management, maintenance, care and control of the residence Lots and Common Areas within that certain tract of property legally described as: Willowbend First, Second, Third and Fourth Additions to the City of Wichita, Sedgwick County, Kansas ("the Additions"). The corporation is intended to qualify as a homeowners' association under Section 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) and to be exempt from taxation to the extent provided in such Section. In furtherance of the foregoing primary purpose, this corporation shall have the following purposes and powers:

- (a) To provide for architectural control of the Lots and Common Areas within the Additions and to promote the health, safety and welfare of the residents within the Additions;
- (b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter, together with all amendments thereto, collectively called the "Declaration", applicable to the above-described property and presently or hereafter recorded in the Office of the Register of Deeds of Sedgwick County, Kansas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the above-described property of the Association;
- (d) To 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;
- (e) To borrow money, mortgage, pledge, grant security interests in, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) To dedicate, sell or transfer all or any part of the Common Areas included in the above-described real property subject to the Declaration to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;
- (g) To have and exercise any and all powers, rights and privileges which a corporation organized under the Kansas General Corporation Code as a Not For Profit Corporation may now or hereafter have or exercise; and
- (h) To engage in any act or activity which is in furtherance of above purposes.

FOURTH. 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 and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD above and except that net earnings shall inure to the benefit of members, directors, officers and other private persons by the acquisition, construction and provision for management, maintenance and care of Association property and by rebates of excess membership dues, fees or assessments.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, 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.

FIFTH: This corporation shall not have authority to issue capital stock, and all voting powers normally vested in stockholders shall be vested in the membership of this corporation. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment, by the Association.

SIXTH: There shall be one class of voting membership. Owners, as such term is defined in the Declaration, of single-family Lots shall be entitled to two (2) votes for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The votes for such Lot shall be exercised as they among themselves determine, but, except as provided in the next sentence, in no event shall more than two (2) votes be cast with respect to any Lot. Notwithstanding the foregoing, the Declarant, its successors and assigns, shall be entitled to six (6) votes for each Lot of which it is the Owner.

SEVENTH: The name and mailing address of the corporation is:

Ron H. Harnden
Triplett, Woolf & Garretson
400 Page Court, 220 W. Douglas
Wichita, Kansas 67202

EIGHTH: The affairs of the corporation shall be managed and conducted by a board of directors consisting of one or more members who need not be members of the Association, the exact number to be fixed and determined by the board of directors, with full authority in the board of directors to vary said number at any time and from time to time. The initial number of directors of this corporation shall be three (3) directors.

The names and residence address of the persons who are to serve as initial members of the board of directors and until their successors are elected and qualified are as follows:

Frank Mills	1488 Valleyview Court Wichita, Kansas
Donald Ablah	251 North Cresdway Wichita, Kansas
Michael H.Urbom	1449 S. Water Wichita, Kansas

NINTH: The original bylaws of this corporation shall be adopted either by the incorporator or by the board of directors. Thereafter, the power to make, adopt, alter, amend or repeal this corporation's bylaws, in whole or in part, at any time and from time to time, shall be vested concurrently in the members of this corporation and the board of directors, but the authority of the board of directors with respect to bylaws shall at all times remain subject to the superior authority of the members. The board shall also have full power and authority to manage this corporation and any and all of its assets, properties, businesses and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the board deems advisable and to allow them suitable compensation, and shall have any and all other and additional powers and authority, not inconsistent with the express impliedly granted to or invested in them by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified.

TENTH: This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Wichita, Kansas, on this 29th day of April, 1986.

/s/ Ron H. Harnden
Ron H. Harnden

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

BE IT REMEMBERED, that on this 29th day of April, 1986, before me, a Notary Public within and for the County and State aforesaid, came Ron H. Harnden, who is personally known to me and known to me to the same person who executed the foregoing Articles of Incorporation, and said person duly acknowledged before me his execution of the same as and for his free and voluntary act and deed, for the uses and purposed therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at Wichita, Kansas, on the day, month and year last above written.

/s/ Carol M. Baker
Notary Public

My appointment expires:
November 6, 1986

**Certificate of Amendment to
The Articles of Incorporation of
Willowbend Homeowners' Association, Inc.**

The undersigned, being all of the members of the Board of Directors of Willowbend Homeowners' Association, Inc. named in the Articles of Incorporation, do hereby certify that the following resolution was unanimously adopted by such Board of Directors, setting forth the proposed amendment to the Articles of Incorporation and declaring its advisability:

“RESOLVED, that the Articles of Incorporation of the Corporation be amended by amending Article Sixth to read as follows:

“SIXTH: There shall be one class of voting membership, Owners, as such term is defined in the Declaration, of single-family Lots shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all of such persons shall be members. The votes for such Lot shall be exercised as they among themselves determine, but except as provided in the next sentence, in no event shall more than one (1) vote be cast with respect to any Lot. Notwithstanding the foregoing, the Declarant, as such term is defined in the Declaration, its successors and assigns, shall be entitled to three (3) votes for each Lot of which it is the Owner.”

We further certify that the foregoing amendment was duly adopted in accordance with the provisions contained in K.S.A. 17-6602.

Dated this 30th day of May 1986.

There are no officers and Frank A. Mills
And Donald Ablah have signed this
Amendment and constitute the majority of
The Board of Directors

/s/ Frank A. Mills
Frank A. Mills

/s/ Donald J. Ablah
Donald Ablah

/s/ Michael H. Urbom
Michael H. Urbom

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

NOW, on this 30th day of May, 1986, before me, a notary public in and for said county and state, personally appeared Frank Mills, known to me to be the same person who executed the above and foregoing Certificate and said person duly acknowledged before me his execution of the same as his free and voluntary act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written

/s/ Kathleen R. Dextrateur
Notary Public

My appointment expires:

April 18, 1987

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

NOW, on this 30th day of May, 1986, before me, a notary public in and for said county and state, personally appeared Donald Ablah, known to me to be the same person who executed the above and foregoing Certificate and said person duly acknowledged before me his execution of the same as his free and voluntary act and deed for the purposes therein set forth.
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written

/s/ Kathleen R. Dextrateur
Notary Public

My appointment expires:

April 18, 1987

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

NOW, on this 30th day of May, 1986, before me, a notary public in and for said county and state, personally appeared Michael H. Urbom, known to me to be the same person who executed the above and foregoing Certificate and said person duly acknowledged before me his execution of the same as his free and voluntary act and deed for the purposes therein set forth.
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written

/s/ Kathleen R. Dextrateur
Notary Public

My appointment expires:

April 18, 1987