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Ch

# STATE OF KANSAS

OFFICE OF SECRETARY OF STATE  
JACK H. BRIER • SECRETARY OF STATE



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BOOK 3080 PAGE 332

To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby  
certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

OF

Chateau Home Owner's Association

FILED:

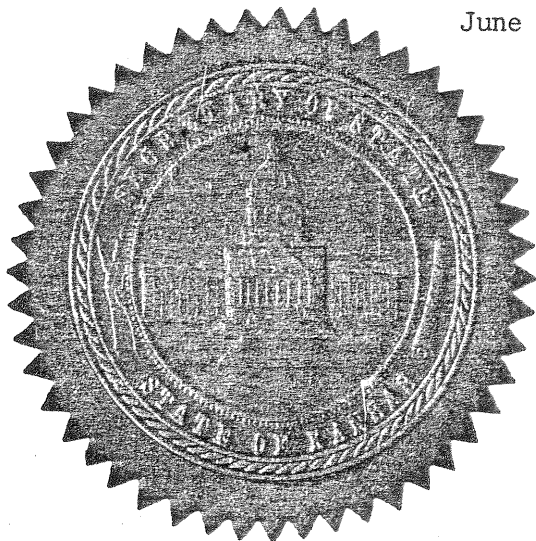
JUNE 19, 1985

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this Nineteenth day of  
June A.D. 19 85



*Jack H. Brier*  
JACK H. BRIER  
SECRETARY OF STATE

*Willa M. Roe*  
BY ASSISTANT SECRETARY OF STATE  
Willa M. Roe

ARTICLES OF INCORPORATION

OF

BOOK 3080 PAGE 333

CHATEAU HOME OWNER'S ASSOCIATION

A Kansas Not for Profit Corporation

The undersigned, being a natural person of the age of twenty-one (21) years or 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 Kansas, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Chateau Home Owner's Association.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The address of its Registered Office in the State of Kansas is 2100 Silver Avenue, Kansas City, Wyandotte County; and the name of its Resident Agent at said address is PW&S Agent Services of Kansas, Inc.

ARTICLE IV

The Corporation is organized not for profit and exclusively for the purpose of carrying on one or more of the exempt functions of a home owner's association including but not limited to, the organization, operation, acquisition, construction, management, maintenance, and care of home owners

JACK H. BERNER  
SECRETARY OF STATE  
KANSAS

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association property, and to enable it to carry out such purposes it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, for which non profit corporations may be organized under the Kansas General Corporation Code, and which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

#### ARTICLE V

The Corporation shall have no authority to issue Capital Stock.

#### ARTICLE VI

The conditions of membership shall be fixed by the Bylaws.

#### ARTICLE VII

The name and place of residence of the Incorporator is as follows: Richard E. Morrison, 11328 Winner Road, Independence, Missouri.

#### ARTICLE VIII

Upon filing these Articles of Incorporation, all powers of the Incorporator shall terminate. The number of the Board of Managers to constitute the initial Board of Managers (hereinafter "Manager") is three (3). The following persons shall serve as Managers until the First Annual Meeting of Members when their successors shall be elected and shall have qualified: Richard E. Morrison, Carol M. Patterson and Laura Laiben-Harrison. ALL AT: 4705 Central, Kansas City, Missouri 64112.

Thereafter, the number of Managers shall be fixed in the manner provided in the Bylaws of the Corporation.

BOOK 3080 PAGE 335

ARTICLE IX

Neither the Managers nor the Members of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE X

In the event of the dissolution of the Corporation, any assets remaining, after the payment, satisfaction, discharge or adequate provision therefor of all liabilities and obligations of the Corporation, shall be expended in accordance with the purposes for the Corporation as set out in Article IV herein. The Corporation shall be exempt from taxation under the provisions of § 528 of the Internal Revenue Code of 1985, as amended, as may be determined by a majority of the Managers of the Corporation serving as such at the time of such dissolution.

ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, trustees, 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 IV hereof.

ARTICLE XII

A. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any

threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Manager, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Manager, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actual and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by

reason of the fact that he is or was a Manager, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Manager, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suits if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Manager, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section A and B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

D. Any indemnification under Paragraphs A and B of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Manager, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Managers of the Corporation by a majority vote of a quorum consisting of Managers who were not parties to the action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Managers so directs by independent legal counsel in a written opinion, or by the Shareholders of the Corporation.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Managers in the specific case upon receipt of an undertaking by or on behalf of the Manager, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreements, disinterested managers or otherwise, both as to action in his official capacity and as to action in another capacity while

holding such office, and shall continue as to a person who has ceased to be a Manager, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Manager, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Manager, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

H. For the purpose of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Manager, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Manager, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation in the same capacity.



IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 14th day of June, 1985.

BOOK 3080 PAGE 340

Richard E. Morrison

Richard E. Morrison, Incorporator

STATE OF Missouri,  
COUNTY OF Jackson, ss

I, Connie J. Skeens, a Notary Public, do hereby acknowledge that on the 14th day of June, 1985, personally appeared before me, Richard E. Morrison, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true, and duly acknowledge execution of the same.

Connie J. Skeens  
Notary Public

My Commission Expires:

CONNIE J. SKEENS  
Notary Public - State of Missouri  
Commissioned in Cass County  
My Commission Expires April 10, 1989

NUMERICALS 13.00

GRANTOR JR

GRANTEE JR

STATE OF KANSAS  
WYANDOTTE COUNTY  
RECEIVED FOR RECORD  
1985 JUL -1 A 9:00  
THOMAS W. GRONEMAN  
REGISTER OF DEEDS  
DEP.

Polserelli, White & Vardemai  
4705 Central  
KCMO 64112