

458-478-5

**ARTICLES OF INCORPORATION
OF
TIMBER RIDGE VILLAS HOMES ASSOCIATION, INC.**

In compliance with the requirements of K.S.A. 17-6001 and for the purpose of forming a not-for-profit corporation, the undersigned, who is of lawful age, does hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation (the "Association") is:

Timber Ridge Villas Homes Association, Inc.

**ARTICLE II
REGISTERED OFFICE AND RESIDENT AGENT**

The registered office of the Association is located in the State of Kansas at 1017 Harrison, Great Bend, Kansas 67350. The name of its resident agent at such address is W R Robbins.

**ARTICLE III
NO CAPITAL STOCK**

The Association shall not have authority to issue capital stock.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The purpose for which the Association is formed is to act as a non-profit homes association (within the meaning of Internal Revenue Code Section 528) for the benefit of the property owners in the subdivision located in Johnson, Kansas commonly known as "Timber Ridge Villas" composed of the following described lots, to-wit:

Lots 1 through 41 and Tract A, TIMBER RIDGE VILLAS REPLAT,
a subdivision of land in City of Merriam, Johnson County, Kansas.

and for the property owners in any other area or areas which may be brought within the jurisdiction of the Association as provided in the Declaration (as defined below) and for this purpose to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation and the Bylaws of the Association, as amended from time to time, and in that certain Timber Ridge Villas Homes Association Declaration recorded in Book 201012 at Page 007618 in the Office of the Register of Deeds, Johnson County, Kansas (the "Recording Office"),

and that certain Timber Ridge Villas Declaration of Restrictions recorded in Book 200802 at Page 003889 in the Recording Office, each as amended and supplemented from time to time (collectively, the "Declaration");

(b) Fix, levy, collect and enforce, by any lawful means, payment of all charges and assessments made pursuant to the terms of the Declaration or Bylaws of the Association; pay all expenses in connection therewith and all other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, or dispose of real or personal property in connection with the affairs of the Association; and

(d) Have and exercise any and all powers, rights and privileges which a corporation organized not-for-profit under the laws of the State of Kansas may now or hereafter have or exercise; provided, however, that none of the powers, rights or privileges of the Association shall be exercised to carry on activities (otherwise than as an insubstantial part of its activities) which are not in furtherance of the purpose for which the Association is formed.

ARTICLE V **MEMBERSHIP**

Except for the Developer (as defined in Article VI), membership in the Association shall be limited to persons or entities who are record owners of the fee interest or of an undivided portion of the fee interest in any Lot (as defined in the Declaration) which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

No member of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE VI **VOTING RIGHTS**

"Developer" means Kinban, Inc., a Kansas corporation, and its successors and assigns.

"Turnover Date" means the earlier of: (i) the date as of which 95% of the Lots in the Subdivision (as such terms are defined in the Declaration and as then contemplated by the Developer) have been sold by the Developer and the residences have been constructed thereon, or (ii) the date Developer, in its absolute discretion, selects as the Turnover Date for voting purposes or for all purposes under the Declaration.

Until the Turnover Date, the Association shall have two classes of membership, namely Class A and Class B. The Developer shall be the sole Class A member. Each Owner (as defined in the Declaration) of a Lot, including the Developer as an Owner, shall be a Class B member.

Until the Turnover Date, all voting rights of the members shall be held by the Class A member, except that the Class B members shall have the right to vote on certain matters as set forth in the Declaration.

After the Turnover Date, there shall be only one class of membership which shall consist of the Owners of the Lots in the Subdivision and every such Owner shall be a member.

Where voting rights exist based on Lot ownership, each member shall have one vote for each Lot for which he is the Owner; provided, however, when more than one person is the Owner of any particular Lot, all such persons shall be members, and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to such Lot.

During any period in which a member is delinquent in the payment of any assessment levied by the Association under the Declaration, the voting rights of such member shall be suspended by the Board of Directors until such assessment is paid in full.

Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE VII **BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a board of directors. The first board of directors shall consist of two (2) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until their respective successors have been duly elected and qualified or until their respective earlier resignation or removal, all as provided in the Bylaws. Thereafter, the number of directors shall be fixed by the Bylaws, as amended from time to time, and directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
Paul Romero	14231 Metcalf Avenue Overland Park, KS 66223
Jacinda Zerr	14231 Metcalf Avenue Overland Park, KS 66223

No officer or director of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE VIII **INDEMNIFICATION**

The Association may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the Association, to the fullest extent permitted by the laws of the State of Kansas; provided, however, that the only limitation upon the power granted to the Association by this paragraph shall be a prohibition against indemnification of any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Without limiting the generality of the foregoing provisions of this Article VIII, to the fullest extent permitted or authorized by the laws of the State of Kansas, including, without limitation, the provisions of subsection (b)(8) of K.S.A. 17-6002 as now in effect and as it may from time to time hereafter be amended, no director of the Association shall be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the limitation of liability provided by the immediately preceding sentence shall not adversely affect any right or protection of a director of the Association existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. If the Kansas General Corporation Code is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association automatically shall be eliminated or limited to the fullest extent permitted by the Kansas General Corporation Code, as so amended.

ARTICLE IX **DISSOLUTION**

The Association may be dissolved in the manner provided by the laws of the State of Kansas. Upon dissolution of the Association and after payment of or the making of adequate provision for all debts, liabilities and obligations of the Association, the remaining assets, both real and personal, of the Association shall be (i) to the extent required by law or appropriate, dedicated to an appropriate government entity or public agency or to a non-profit corporation, association, society, trust or other organization, determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association, and (ii) any remaining assets shall be distributed in shares to the members of the Association in proportion to their relative voting rights.

ARTICLE X **DURATION**

The Association shall have perpetual existence.

**ARTICLE XI
BYLAWS**

The original Bylaws of the Association shall be adopted by the initial directors named herein. Thereafter, the Bylaws may be amended as provided therein.

**ARTICLE XII
INCORPORATOR**

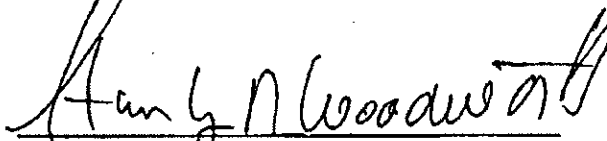
The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Stanley N. Woodworth	c/o 6201 College Boulevard, Suite 500 Overland Park, Kansas 66211

**ARTICLE XIII
PROHIBITED ACTIVITIES**

No substantial part of the activities of the Association shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, member or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 1st day of February, 2012. The undersigned incorporator hereby declares, under penalty of perjury, according to the laws of Kansas, that the foregoing is true and correct.



 Stanley N. Woodworth, Incorporator



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: Feb 2, 2012
KRIS W. KOBACH
Secretary of State 