

ARTICLES OF INCORPORATION
OF
CIMARRON TRAILS ASSOCIATION, INC.
A MISSOURI NOT FOR PROFIT CORPORATION

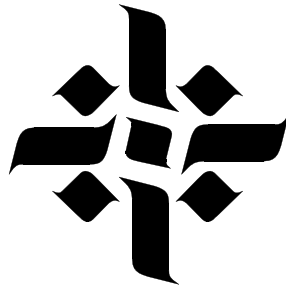


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**ARTICLES OF INCORPORATION
OF
CIMARRON TRAILS ASSOCIATION, INC.
A MISSOURI NOT FOR PROFIT CORPORATION**

The undersigned persons, being natural persons who are citizens of the United States and of the age of eighteen (18) years or more, for the purpose of forming a corporation under the General Not for Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is CIMARRON TRAILS ASSOCIATION, INC. (the "Association").

ARTICLE II

The duration of the Association is perpetual.

ARTICLE III

The name and address of each incorporator is as follows:

NAME	ADDRESS
James W. Bergantz	526 Shawn Drive Belton, Missouri 64012
Phillip A. Kusnetzky	1006 Grand Avenue, Suite 1050 Kansas City, Missouri 64106
Randall M. Nay	12625 West 82nd Terrace Lenexa, Kansas 66215

ARTICLE IV

For purposes of these Articles, the terms "Lot(s)", "Tract(s)", "Residential Living Unit(s)", "Common Area(s)", "Owner(s)", and "Declarant" shall each have the same definitions as used in that certain *Declaration of Covenants, Conditions and Restrictions for Cimarron Trails* (the "*Declaration*") and that certain *Homes Association Declaration for Cimarron Trails* (the "*Homes Association Declaration*"), said documents being recorded on April 30, 1982, at the Recorder's Office of Cass County, Missouri, in Book 816 at Pages 153 and 154, respectively. The *Declaration* and the *Homes Association Declaration* are hereby made a part hereof as though fully set forth herein.

ARTICLE V

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Tracts, Residential Living Units and Common Areas located within that certain tract of property, hereinafter referred to as the "Properties" and described as follows:

Block 4, Lots 1 through 12 inclusive; Block 5, Lots 1 through 16 inclusive; Block 6, Lots 1 through 14 inclusive; Block 7, Lots 1 through 22 inclusive; Block 8, Lots 1 through 12 inclusive; and Block 9, Lots 9 through 12 inclusive; all a Part of the East ½ of Section 10, and a Part of the Northwest ¼ of Section 11, Township 46, Range 33, in Belton, Cass County, Missouri, according to the recorded plat thereof; and Block 8, Lots 13 through 28 inclusive; Block 17, Lots 1 through 10 inclusive; Block 18, Lots 1 through 20 inclusive; Block 19, Lots 1 through 26 inclusive; Block 20, Lots 1 through 16 inclusive; Block 21, Lots 1 through 26 inclusive; Block 22, Lots 1 through 18 inclusive; Block 23, Lots 1 through 20 inclusive; all a

Part of the East ½ of Section 10, and a Part of the Northwest ¼ of Section 11, Township 46, Range 33, in Belton, Cass County, Missouri, according to the recorded plat thereof; and

Block 2, Lots 1 through 28 inclusive; Block 6, Lots 15 through 20 inclusive; Block 9, Lots 1 through 8 inclusive; Block 11, Lots 1 through 12 inclusive; Block 12, Lots 1 through 24 inclusive; Block 13, Lots 1 through 24 inclusive; Block 14, Lots 1 through 24 inclusive; and Block 15, Lots 1 through 16 inclusive; all a Part of the East ½ of Section 10, and a Part of the Northwest ¼ of Section 11, Township 46, Range 33, in Belton, Cass County, Missouri, according to the recorded plat thereof; and

such additional property as may be added thereto pursuant to the terms of that certain *Declaration of Covenants, Conditions and Restrictions for Cimarron Trails*, relating to said property and filed for record on April 30, 1982, in the Recorder's Office of Cass County, Missouri, in Book 816 at Page 153, and that certain *Homes Association Declaration of Cimarron Trails*, relating to said property and filed for record on April 30, 1982, in the Recorder's Office of Cass County, Missouri, in Book 816 at Page 154.

and to promote the health, safety and welfare of the residents within the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association and for this purpose 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* and the *Homes Association Declaration*, and as the same may be amended from time to time as therein provided;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the *Declaration* and the *Homes Association 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 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;
- (d) borrow money, and with the approval of the members of the Association having two-thirds (2/3) of the voting rights of the Association, mortgage, pledge, deed in 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 for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer, signed by the members of the Association having two-thirds (2/3) of the voting rights of the Association at the time of such dedication, sale or transfer, has been filed of record in the Recorder's Office of Cass County, Missouri;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall comply with the applicable requirements of the *Declaration* and the *Homes Association Declaration*;
- (g) enter into such contracts or other agreements as shall be necessary or appropriate to further the powers and purposes set forth in the *Declaration* and the *Homes Association Declaration*; and
- (h) have and exercise any and all powers, rights and privileges as may be granted to the Association by the General Not for Profit Corporation Law of the State of Missouri.

ARTICLE VI

Every Owner of a Lot which is subject to assessment by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to such assessment.

ARTICLE VII

The Association shall have no authority to issue capitol stock. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Class A Members. The vote for such Lot shall be executed as they determine, but in no event shall more than one vote be cast with respect

to any one Lot.

Class B. The Class B Member(s) shall be the Declarant and shall be entitled to six votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership in the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
- (b) on January 1, 1987.

ARTICLE VIII

The affairs of the Association shall be managed by its Board of Directors. The number of directors to constitute the first Board of Directors is seven (7). The number of directors to constitute the Board of Directors may be changed at any time and from time to time by amendment to the By-Laws of the Association. The name and address of each director constituting the first Board of Directors, each of whom shall serve until their successor shall have been elected and qualified, is as follows:

NAME	ADDRESS
James W. Bergantz	526 Shawn Drive Belton, Missouri 64012
Susan Roller	404 Shawn Drive Belton, Missouri 64012
Keith Roger Stevens	510 Shawn Drive Belton, Missouri 64012
Jimmy W. Hartsock	408 Shawn Drive Belton, Missouri 64012
Phillip A. Kusnetzky	1006 Grand Ave., Suite 1050 Kansas City, Missouri 64106
Randall M. Nay	12625 West 82nd Terrace Lenexa, Kansas 66215
Frances C. Swaffar	508 Shawn Drive Belton, Missouri 64012

At the first annual meeting of the members of the Association, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect such number of directors necessary to fill any expired terms of directors, for a term of three (3) years.

ARTICLE IX

The address of the Association's initial registered office in the State of Missouri is 1006 Grand Avenue, Suite 1050, Kansas City, Missouri 64106 and the name of the Association's initial registered agent at such address is Phillip A. Kusnetzky.

ARTICLE X

The Articles of Incorporation of the Association may be amended, altered or repealed, only upon the vote of the members of the Association having two-thirds (2/3) of the voting rights of the Association at the time of such vote.

The By-Laws of the Association may at any time and from time to time be adopted, altered, amended, suspended or repealed and new By-Laws may be adopted by the Board of Directors.

ARTICLE XI

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association 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 V hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 528(c)(1) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner or to such nonprofit organization or organizations and operated exclusively for purposes similar to those for which the Association was organized and shall at such time qualify as a tax exempt organization or organizations under the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by circuit court of the county in which the principal office of the Association is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

The members, directors and officers of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

IN WITNESS WHEREOF, these *Articles of Incorporation* have been executed this [2nd] day of [September], 1982.

[James W. Bergantz - signature]
James W. Bergantz

[Phillip A. Kusnetzky - signature]
Phillip A. Kusnetzky

[Randall M. Nay - signature]
Randall M. Nay

