

FIRST AMENDED AND FULLY RESTATED
ARTICLES OF INCORPORATION OF
NORTH LAKES HOMES ASSOCIATION
(A Missouri Corporation Not for Profit)

Comes now the undersigned, President of North Lakes Homes Association, pursuant to a Resolution dated February ____, 2024 and approved by at least 2/3 of the members of the Association, does hereby amend and restate the Articles of Incorporation of North Lake Homes Association dated July 10, 1987 by revoking each and every Article of said Articles of Incorporation in their entirety and adopting the following in lieu thereof, effective _____, 2024:

ARTICLE ONE

The name of the corporation is NORTH LAKES HOMES ASSOCIATION.

ARTICLE TWO

The period of duration of its corporation is perpetual.

ARTICLE THREE

The Association shall have the following powers and purposes:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in that certain Declaration of Restrictions of NORTH LAKES applicable to the property and recorded in the office of the Recorder of Deeds of Platte County, Missouri on the 17th day of June, 1987, at Book 704, Page 113, as Document Number 42959, and as the same may be amended from time to time as therein provided, said Declaration of Restrictions being incorporated herein as if set forth at length;

(b) 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 Homes Association Declaration for NORTH LAKES applicable to the property and recorded in the office of the Recorder of Deeds for Platte County, Missouri on the 1st day of July, 1987, at Book 704, Page 827, as Document Number 43678, and as the same may be amended form time to time as therein provided, said Homes Association Declaration being incorporated herein as if set forth at length;

(c) to have one or more offices and to conduct and carry on any of its business at any place either within or without the State of Missouri, as may be determined by its Board of Directors;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or 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 properties 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation have the assent of two-thirds (2/3) of each class of members;

(g) in addition to the above, to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein, and to do all other things incidental thereto, or connected therewith, which are not forbidden by Chapter 355 of the Missouri Not-For Profit Corporation Code, by any other law, or by these Articles of Incorporation or the Homes Association Declaration for NORTH LAKES, as amended, and to do so in any state, territory, possession, dependency, or other political subdivision of the United States of America, or in any foreign country to the extent that such purposes are not forbidden by such subdivision of the United States or such foreign country.

ARTICLE FOUR

No member of the Association shall have any individual right, title or interest in the assets of the Corporation and, in the event of dissolution and termination of its activities, its assets shall be liquidated and its debts paid in full; and, after it has fully complied with the applicable provisions of the Chapter 355 of the Missouri Not-For-Profit Corporation Code relating to dissolution, any remaining balance shall be transferred to any other corporation not for profit having one or more purposes in common with the purposes of this Corporation, and provided further that no part of any such funds shall insure to the benefit of any individual member and provided further that no dissolution shall occur without the assent in writing of two-thirds (2/3) of each class of members.

ARTICLE FIVE

The management of the Corporation shall be vested in the Board of Directors and may be partially delegated by the Board to or among such committees as may be appointed by the Board from its memberships. The Board members shall be elected pursuant to By-Laws of the Corporation. The number of Board members shall be fixed by the By-Laws of the Corporation and said Board shall be empowered to appoint a managing agent. Board members shall be members of the Association.

ARTICLE SIX

No Board member or member of the Corporation shall receive any pecuniary profit from the Corporation or its operations, except reasonable compensation for services performed in effecting one or more of its purposes as such. Compensation may be set by the Board from time to time. No contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director, officer, or member of the corporation is pecuniarily or otherwise interested in or is a manager, officer, shareholder, employee, fiduciary or member of any such entity or solely by reason of the fact that any manager, officer or member of the corporation individually or any entity in which any manager or officer is in any way interested in a contract or other transaction of the corporation.

ARTICLE SEVEN

The address of the registered office of the Corporation shall be 2300 Higgins Road, Platte City, Missouri 64079 and the initial registered agent at that address shall be Jennifer M. Fain.

ARTICLE EIGHT

A. CLASS OF MEMBERS. The Corporation shall have one (1) class of members. The qualifications and rights shall be as follows:

1. CLASS A.

The term "District" as used herein shall mean and include that land described in the Plat of NORTH LAKES filed in the office of the Recorder of Deeds for Platte County, Missouri, on June 17, 1987, in Plat Book 17, at Page 208,

as Document Number 42958, as provided in the Declaration of Restrictions of NORTH LAKES filed June 17, 1987, in Book 704, at Page 113, as Document Number 42959, and the Homes Association Declaration – NORTH LAKE, filed July 1, 1987, in Book 704, at Page 827.

a. Any person who is the record owner of a fee or undivided fee interest in any lot or tract of land within the District as it now exists or may hereafter exist shall be eligible to membership in this Corporation, and shall be considered a Class A member. Membership shall be appurtenant to and may not be separated from ownership of any lot or tract of land within the District.

b. In case the legal title to any lot or tract of land in the District is held in any form of tenancy by the entirety, joint tenancy, or tenancy in common, the owners thereof shall be eligible to membership but shall jointly have the right to cast only one (1) vote for any candidate at any election or on any question before the membership, or such owners may, if they prefer, designate in writing one (1) of them as member in their stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

c. In case the legal title to any lot or tract of land in the District is held by a Corporation, then the Board of Directors of such Corporation, or its President or Vice President, may designate in writing one (1) of its officers, members or employees as its member representative, who shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

d. The Corporation through its Board of Directors shall be the sole judge of its membership and any acts or proceedings of the Corporation made or done in the manner herein described shall be conclusive against all parties. Only owners of one or more tracts of land in the District or their duly appointed representatives as set forth above, shall be eligible to membership in this Corporation.

e. Membership in this Corporation may continue only during the ownership of any lot or tract of land in the District by the member as defined above, as herein provided. Membership in this Corporation shall terminate on such member ceasing to be a legal title owner of a lot in the District.

f. Membership shall be accompanied by payment of the first four months dues in advance as established in the Declaration and By-Laws.

B. VOTING RIGHTS. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members conditioned upon the above qualifications.

1. At membership meetings, all votes shall be cast in person or by proxy as established in the By-Laws and/or the Homes Association Declaration for NORTH LAKES, as amended.

ARTICLE NINE

The Corporation, through its Board of Directors, shall make, adopt and maintain such By-Laws as it shall deem proper for the management of the business and internal affairs of the corporation, and may alter and amend same from time to time in accordance with the provisions thereof.

ARTICLE TEN

The Corporation shall exist perpetually.

ARTICLE ELEVEN

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES KAVANAUGH	P.O. Box 28822 Kansas City, Missouri 64118
SHANE DANNER	5403 N. Washington Court Kansas City, Missouri 64118
CLAIRE LaBRUNERIE	3630 Briarcliff Road Kansas City, Missouri 64116

ARTICLE TWELVE

These Articles of Incorporation may be amended from time to time in the manner permitted by the laws of the State of Missouri then in effect by a vote of two-thirds (2/3) of the members in good standing at a meeting duly called for that purpose.

IN WITNESS WHEREOF, the undersigned, President of North Lakes Homes Association, has hereunto set his hand and seal on this _____ day of February, 2024.

STATE OF MISSOURI)
) ss
COUNTY OF _____)

On this ____ day of February, 2024, before me personally appeared _____, President of North Lakes Homes Association, to be known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

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

My Commission expires: _____