

STATE OF MISSOURI



ROY D. BLUNT
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
SHALIMAR GARDENS HOMEOWNERS' ASSOCIATION

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF THE GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, ROY D. BLUNT, SECRETARY OF STATE OF THE STATE
OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, DO
HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY CORPORATE, DULY
ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO ALL RIGHTS AND
PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER THE GENERAL NOT
FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
18TH DAY OF JULY, 1989.


Secretary of State

\$10.00



ARTICLES OF INCORPORATION OF
A GENERAL NOT FOR PROFIT CORPORATION AND CERTIFICATE OF
INCORPORATION ISSUED

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

JUL 18 1983

Roy D. Blunt

We, the undersigned,

<u>Name</u>	<u>Number</u>	<u>Street</u>	<u>City</u>	<u>State</u>
Larry W. Benton	721	Nance Drive	Columbia	MO 65202
Cecilia A. Benton	721	Nance Drive	Columbia	MO 65202
Brett W. Benton	5021	Lotus Loop	Columbia	MO 65202

being natural persons of the age of eighteen (18) years or more and citizens of the United States, 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:

1. The name of the corporation is: SHALIMAR GARDENS HOME-OWNERS' ASSOCIATION.

2. The period of duration of the corporation is: perpetual.

3. The address of its initial Registered Office in the State of Missouri is: 721 Nance Drive, Columbia, Missouri 65202 and the name of its initial Registered Agent at said address is: Larry W. Benton.

4. The first Board of Directors shall be three (3) in number, which shall serve until the first annual meeting of the Corporation, their names and addresses being as follows:

<u>Name</u>	<u>Number</u>	<u>Street</u>	<u>City</u>	<u>State</u>
Larry W. Benton	721	Nance Drive	Columbia	MO 65202
Cecilia A. Benton	721	Nance Drive	Columbia	MO 65202
Brett W. Benton	5021	Lotus Loop	Columbia	MO 65202

5. The purpose or purposes for which the Corporation is organized are:

a) To act as a Homeowners Association for Lot Owners in Shalimar Gardens pursuant to the provisions of the Amended Protective Covenants of a Part of Shalimar Gardens, Block I recorded in Book 616, Page 531, Deed Records of Boone County, Missouri as the same now exist and may from time to time be amended.

b) To repair and maintain the roads and streets in Shalimar Gardens until the same are accepted for maintenance by the Boone County Commission.

c) To remove partially dismantled, nonoperating, wrecked, junked or discarded vehicles, equipment and other personal property in Shalimar Gardens which are in violation of the Covenants referred to in subparagraph a) above.

d) To control, operate and maintain the Lake Area in Shalimar Gardens described in the Covenants referred to in subparagraph a) above.

e) To establish and enforce reasonable rules and regulations pertaining to the Lake Area of Shalimar Gardens described in the Covenants referred to in subparagraph a) above.

f) To maintain property damage and liability insurance on the property and the areas owned or controlled by the Corporation.

g) To enforce the provisions of the Amended Protective Covenants of a Part of Shalimar Gardens, Block I, recorded in Book 616, Page 531, Deed Records of Boone County, Missouri as the same now exist and may from time to time be amended.

h) To levy, assess, collect, use and administer assessments against its members in carrying out its powers and discharging its duties as provided herein.

i) To borrow money for the purpose of carrying out the powers and duties of the Corporation.

6. The Corporation shall not be used for either business or political purposes, or for pecuniary gain or profit of any of its members, or to finance the political purposes or business activities of any of its members.

7. The Board of Directors of the Corporation shall adopt By-laws, rules and regulations for the government of the Corporation, which may be changed from time to time. The power to make, alter, amend or repeal the By-laws for the regulation and management of the affairs of the Corporation shall be vested in the Board of Directors and members of the Corporation as set forth in the By-laws of the Corporation.

8. The voting rights and powers of the members of the Corporation shall be as established by the By-laws of the Corporation and in conformity with the provisions of the Amended Protective Covenants of a Part of Shalimar Gardens, Block I recorded in Book 616, Page 531, Deed Records of Boone County, Missouri.

9. 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.

10. If the Corporation shall be voluntarily or involuntarily dissolved pursuant to the laws of the State of Missouri, the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

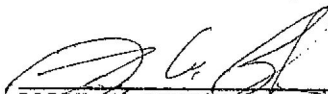
a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;

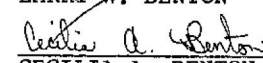
b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

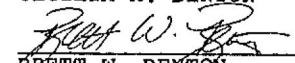
c) Assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in a charitable, religious, eleemosynary, benevolent, educational or similar activities pursuant to a plan of distribution adopted as provided by the laws of the State of Missouri dealing with not-for-profit corporations;

d) Any remaining assets shall be distributed equally among the owners of each lot subject to the Amended Protective Covenants of a Part of Shalimar Gardens, Block I, recorded in Book 616, Page 531, Deed Records of Boone County, Missouri as the same now exist and may from time to time be amended with the owners of each lot to receive that proportion of the funds to be distributed determined by multiplying the same by a fraction having a numerator of one and a denominator which is the number of all lots then subject to said Protective Covenants; provided however, that the Attorney General of the State of Missouri shall be notified of the intention to so distribute such assets, in writing, at least thirty (30) days prior to such distribution.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12th day of July, 1989.



LARRY W. BENTON


CECILIA A. BENTON


BRETT W. BENTON

STATE OF MISSOURI)
) SS.
COUNTY OF BOONE)

I, Barbara C. Winn, a Notary Public, do hereby certify that on the 12th day of July, 1989, LARRY W. BENTON, CECILIA A. BENTON and BRETT W. BENTON personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

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

Barbara C. Winn
Notary Public

My commission expires:

October 10, 1992

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUL 18 1989

Ray D. Blevins