

ARTICLES OF INCORPORATION
CARRIAGE HILLS NORTH HOMEOWNERS ASSOCIATION
(A MISSOURI CORPORATION NOT FOR PROFIT)

I, the undersigned, natural person of the age of twenty-one years or more, acting as incorporator in order to incorporate and establish a corporation pursuant to the Chapter 355 R.S. Mo. V.A.M.S., hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is **CARRIAGE HILLS NORTH HOMEOWNERS ASSOCIATION**.

ARTICLE TWO

The period of duration of its corporation is perpetual and the corporation is a mutual benefit corporation. This Corporation has members.

ARTICLE THREE

The Association shall have the following powers and purposes:

(a) Exercise of all the powers and privileges and to perform all of the duties and obligations in the certain **Declaration of Restrictions and Homeowners Association Declaration** for **Carriage Hills North** (hereinafter collectively referred to as "Restrictions") applicable to the property to be known as **Carriage Hills North**, as shown on **Carriage Hills North First Plat**, or any subsequent Plat for Carriage Hills North, a subdivision of land in Kansas City, Clay County, Missouri, as said Restrictions may be amended from time to time as therein provided;

(b) 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;

(c) To borrow money, and, with the assent of two-thirds (2/3) of its members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To 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 its members, agreeing to such dedication, sale or transfer;

(e) To 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 its members;

(f) To, in addition to the above, 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 Declaration 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 inure 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 its 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 among its memberships. The initial Board shall be established in Article Six infra until its successors are duly elected and qualified according to the Bylaws of the Corporation. The initial Board shall consist of three (3) members. The number of Board Members thereafter shall be fixed by the Bylaws of the Corporation and said Board shall be empowered to appoint a managing agent. Board members need not be members of the Association.

ARTICLE SIX

The names and addresses of the original Board of Directors shall be:

NAME	ADDRESSES
Ronald O. Baldwin	6606 N. Antioch Kansas City, MO 64119
Brian Baldwin	6606 N. Antioch Kansas City, MO 64119
Brad Baldwin	6606 N. Antioch Kansas City, MO 64119

ARTICLE SEVEN

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 EIGHT

The address of the initial Registered Office of the Corporation shall be 403 NW Englewood Road, Gladstone, Missouri 64118, and the initial Registered Agent at that address shall be **Michael P. Keleher**.

ARTICLE NINE

The Association shall have two (2) Class of voting membership. Every owner shall be a Class A Member of the Association and shall be entitled to one vote for each lot owned by such Member. The Class B Member shall be Clay County, L.L.C., its successors or assigns and shall be entitled to one hundred fifty (150) votes for each lot owed by said Member. The voting rights of the Class B Member shall terminate as provided in the Declaration.

ARTICLE TEN

The Corporation, through its Board of Directors, shall make, adopt and maintain such Bylaws 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 ELEVEN

The name and address of each incorporator is:

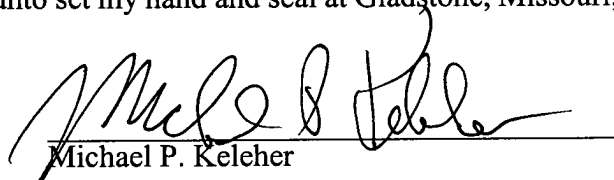
NAME

Michael P. Keleher

ADDRESSES

403 N.W. Englewood Road
Gladstone, MO 64118

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Gladstone, Missouri, this 19th day of September, 2006.

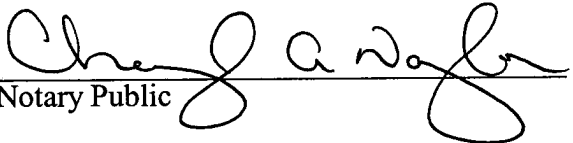

Michael P. Keleher

ACKNOWLEDGMENT

STATE OF MISSOURI)
) ss.
COUNTY OF CLAY)

On this 19th day of September, 2006, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Michael P. Keleher** to me personally known, who being by me duly sworn, did acknowledge that said instrument was executed as his free act and deed for the purposes therein expressed.

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


Notary Public

My Commission Expires:



CHERYL A. NAYLOR
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires _____

3-17-08

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

CARRIAGE HILLS NORTH HOMEOWNERS ASSOCIATION
N00766697

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do 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 Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
25th day of September, 2006.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

