

ARTICLES OF INCORPORATION
OF A
NOT-FOR-PROFIT CORPORATION

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

HONORABLE REBECCA MCDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO 65101

DEC 02 1997

Rebecca McDowell Cook
SECRETARY OF STATE

We, the undersigned,

<u>Name</u>	<u>Address</u>	<u>City</u>
Keith K. Keltner	306 North Street	Nixa, MO 65714
Wanda Keltner	306 North Street	Nixa, MO 65714
Dan Schumacher	1956 W. Arlington	Springfield, MO 65810

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 ST. ANDREWS CLUB OWNERS ASSOCIATION, INC.

2. This corporation is a Public Benefit Corporation.

3. The period of duration of the corporation is perpetual.

4. The address of its initial Registered Office in the State of Missouri is 1845 S. National, PO Box 4288, Springfield, MO 65808-4288, and the name of its initial Registered Agent at said address is Douglas R. Nickell.

5. The first Board of Directors shall be five (5) in number. The initial Board of Directors shall consist of:

<u>Name</u>	<u>Address</u>	<u>City</u>
Keith K. Keltner	306 North Street	Nixa, MO 65714
Wanda Keltner	306 North Street	Nixa, MO 65714
Dan Schumacher	1956 W. Arlington	Springfield, MO 65810
Kimberly Mills	4817 E. Kingswood Ct.	Springfield, MO 65809
Kristy Mills	1895 N. Monet Rd..	Nixa, MO 65714

6. The Corporation has Members.

7. The purpose or purposes for which the corporation is organized are:

a. To provide for the maintenance, preservation and architectural control of the residence lots, buildings and grounds, and all common area now or hereafter developed upon the property described as:

All of that land contained within ST ANDREWS CLUB AT MILLWOOD, a subdivision in Springfield, Greene County, Missouri, according to the recorded plat thereof (the "Subdivision").

And further to promote the health, safety and welfare of the owners and residents of and the environment within, the above-described property.

8. This Corporation shall be empowered:

a. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Townhome Association as described and set forth in that certain St. Andrews Club at Millwood Declaration of Covenants, Conditions and Restrictions herein called the "Declaration", recorded in the office of the Greene County, Missouri, Recorder of Deeds at Springfield, Missouri, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length, with all definitions of terms set forth therein being applicable to such terms in these Articles, provided, however, in any conflict between these Articles and the Declaration, these Articles shall control.

b. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Townhome Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Townhome Association, and to manage the Subdivision.

c. To 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 Townhome Association.

d. To borrow money, to 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. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Not for Profit Corporation law of the State of Missouri by law may now or hereafter have or exercise.

f. To contract for the management of the Association and the performance of its duties with a third party and delegate to said third party all of the powers and duties of the corporation except those required by these Articles or the Declaration to have the approval of the Board or the Members.

g. To do any other thing, to the extent permitted by law, necessary to carry out and accomplish the purposes for which it is organized or intended to further the objects of the corporation and to promote the common benefits and enjoyment of the Members; provided, nevertheless, that such corporation shall be organized and operated exclusively for pleasure, recreation and other non-profit purposes of the owners and occupants, from time to time, of the Townhome Lots and its earnings devoted exclusively for said purposes in accordance with §528 of the Internal Revenue Code of 1986, as amended.

h. The foregoing notwithstanding, no substantial part of the activities of the Townhome Association shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prescriptive provisions of the Internal Revenue Code. The Townhome Association shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

9. Every person or entity that is an owner of a fee or undivided fee interest in any Townhome Lot shall be a member of the corporation, subject to the limitations, if any, set forth in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Townhome Lot which is subject to assessment by the Townhome Association.

10. Voting Classes:

a. Class A. Class A members shall be all of the owners of a Townhome Lot, with the exception of Developer. Each Class A member shall be entitled to one (1) vote for each Townhome Lot in which such member holds the interest required for membership by the terms of the Declaration. When more than one (1) person holds such interest in any Townhome Lot, all such persons shall be members, but in no event shall more than one (1) vote be cast with respect to any Townhome Lot

b. Class B. The Class B member shall be the Developer. The Class B member shall be entitled to ten (10) votes for each Townhome Lot in which it

holds the interest required for membership. The Class B membership shall continue until terminated in accordance with the provisions of the Declaration

11. Board of Directors: The affairs of the Townhome Association shall be managed initially by a Board of five (5) directors. The number of directors and the classes from which they are elected may be changed by amendment of the By-Laws of the corporation. The initial five (5) directors shall serve until the first annual meeting of the membership. At the first annual membership meeting, two (2) directors shall be elected by the Class A members and two (2) directors shall be elected by the Class B member, and three (3) directors shall be elected jointly by the Class A and Class B members voting jointly without regard to class. The directors shall then determine by lot which two (2) shall serve for three years, two (2) for two years and one (1) for one year. Thereafter, the members at each annual meeting shall elect directors to fill the expiring terms. Directors shall be elected jointly by the Class A and Class B members voting at the annual meeting without regard to class. All directors shall be elected for a term of three (3) years and shall serve until their successors shall have been elected and qualified. The number of directors elected by each class of members and the duration of the terms of directors may be changed by amendment of the By-Laws of the corporation. Any director may be removed from office as provided by the By-Laws of the corporation, and in the event of such removal or the creation of a vacancy through any other cause, such vacancy shall be filled as provided by the By-Laws.

Notice of all membership meetings may be given by ordinary mail, postage prepaid, mailed not less than fourteen (14) days prior to the meeting, addressed to the member's address as supplied to the corporation by the member, or by such other method as provided in the By-Laws.

12. The corporation may be dissolved by resolution signed by the Class B member and not less than two-thirds (2/3) of the Class A members, except that no such dissolution will be effective without the prior written consent of the City of Springfield. Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to all of the then owners of the Townhome Lots as tenants in common, in proportion to their ownership interests.

13. Amendment of these Articles shall require the affirmative vote of two-thirds (2/3) of the members.

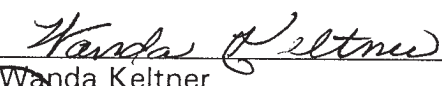
14. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

15. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt

from federal income tax under Section 501(c) or Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Missouri, we, the undersigned, constituting the Incorporators of this corporation, have executed these Articles of Incorporation this 19 day of November, 1997.


Keith K. Keltner


Wanda Keltner


Dan Schumacher

STATE OF MISSOURI)
) ss.
COUNTY OF GREENE)

I, Karen Cummins, a Notary Public, do hereby certify that on the 19 day of November, 1997, Keith K. Keltner, Wanda Keltner and Dan Schumacher personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing Articles of Incorporation in the respective capacities and for the purposes 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 seal the day and year above written.


Notary Public

My Commission Expires:

KAREN R. CUMMINS Notary Public
Christian County State of Missouri
My Commission Expires Dec. 28, 1998

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

DEC 02 1997


REBECCA McDOWELL COOK
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

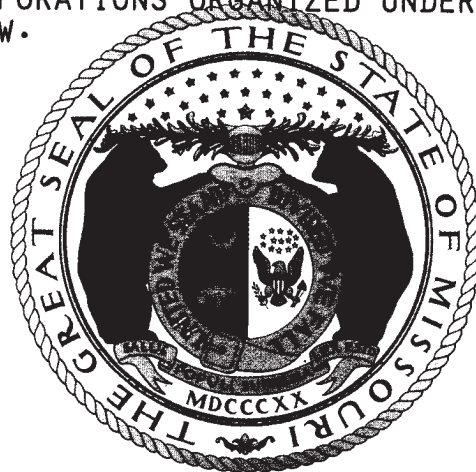
WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
ST. ANDREWS CLUB OWNERS ASSOCIATION, INC.

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, REBECCA MCDOWELL COOK, 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 MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
2ND DAY OF DECEMBER, 1997.


Secretary of State



\$25.00