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ARTICLES OF INCORPORATION
OF
GREEN MEADOWS NORTH HOMEOWNERS' ASSOCIATION

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REGISTERED
SECRETARY OF STATE
IOWA

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The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the Code of Iowa, adopts the following Articles of Incorporation:

ARTICLE I.
Name and Principal Office

The name of the Corporation shall be: "Green Meadows North Homeowners' Association" and shall hereinafter be referred to as the "Association." Its principal offices shall be located in the City of Des Moines, Polk County, Iowa.

ARTICLE II.
Registered Office and Agent

The initial registered office of the Association shall be at Capital Square, Suite 700, 400 Locust, P.O. Box 9105, Des Moines, Iowa 50306-9105, and the initial registered agent at such address shall be Mark C. Miller.

ARTICLE III.
Corporate Existence

The corporate existence of the Association shall begin upon the date these Articles are filed with the Secretary of State, and its duration shall be perpetual.

ARTICLE IV.
Purposes and Powers

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 the preservation and architectural control of the lots and maintenance of common areas to be located on land situated in the City of Johnston, Polk County, Iowa, sometimes referred to as "Green Meadows North," and such additional land as may be added per the Declaration of Covenants, Conditions and Restrictions for Green Meadows North, and to promote the health, safety and welfare of the residents within said property. For this purpose the Association shall have the authority 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 that certain Declaration of Homeowners' Association (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the office of the Recorder of Polk County, Iowa, and as the same may be amended from time to time as

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therein provided, said Declaration being incorporated herein as if set forth at length; and

- B. Exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Iowa may now or hereafter have or exercise.

The purposes of the corporation are exclusively not for private profit or gain and no substantial part of its activities shall consist of carrying on political propaganda or otherwise attempting to influence legislation, and the corporation shall make no distributions of income to its members, directors or officers.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- A. By a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code); or
- B. By a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE V.
Board of Directors

The Affairs of this Association shall be managed by a Board of at least three (3) but not more than eleven (11) Directors, who need not be members of the Association. The number of Directors within this range shall be established by the By-Laws of the Association. The names and addresses of the persons who are to act as the initial Directors until their successors are elected shall be as follows:

- 1. Mark C. Miller
Suite 700, Capital Square
400 Locust
P.O. Box 9105
Des Moines, Iowa 50306-9105
- 2. Steve Schroeder
Suite 700, Capital Square
400 Locust
P.O. Box 9105
Des Moines, Iowa 50306-9105

3. Dan Jacobi
Suite 700, Capital Square
400 Locust
P.O. Box 9105
Des Moines, Iowa 50306-9105

4. Becky Hamilton
Suite 700, Capital Square
400 Locust
P.O. Box 9105
Des Moines, Iowa 50306-9105

ARTICLE VI.
Membership

Each person who is a record owner of a fee or undivided fee interest or contract buyer of any lot which is subject to the above-described Homeowners' Association Declaration shall automatically be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII.
Voting Rights

Green Meadows, Ltd. ("Green Meadows"), an Iowa corporation, and owner of the Property known as Green Meadows North, or its successor in interest or assignee, shall be the sole voting member of the Association until such time as Green Meadows, or its successor in interest or assignee, no longer owns any land within Green Meadows North as described in Article V, Section 3 of the Declaration of Homeowners' Association or until Green Meadows, or its successor in interest or assignee, waives its right in writing to be the sole voting member of the Association and during the time that Green Meadows is the sole voting member it shall have the right to elect all Directors of the Association. Thereafter, each lot shall be entitled to one (1) vote concerning the affairs of the Association, including election of Directors, except for those lots owned by a church or public school, if any, where the owner shall have no vote by virtue of the fact that such lots shall be exempt from assessments as described in Article IV, Section 8 of the Homeowners' Association Declaration. If any lot is owned by more than one person, the one vote shall be exercised collectively and in no event shall more than one vote be cast with respect to any one lot.

ARTICLE VIII.
By-Laws

The initial By-Laws of the Association shall be adopted by its initial Board of Directors and the Board may thereafter alter, amend or repeal the same or adopt new By-Laws.

ARTICLE IX.
Amendment

Amendment of these Articles shall require the approval of seventy-five percent (75%) of the entire membership (or the single vote of Green Meadows, Ltd. if it is the sole voting member) entitled to vote at any annual meeting or special meeting called for that purpose. Notice of the proposed Amendment shall be given to all members in writing by depositing the notice in the U.S. Mail, postage prepaid, addressed to the last known address of the member as disclosed on the books of the Association. These Articles shall not be amended in a fashion which would be inconsistent with any terms and conditions of the Homeowners' Association Declaration filed regarding the Property.


ARTICLE X.
Incorporator

The name and address of the incorporator is: Mark C. Miller, President, Green Meadows, Ltd., Capital Square, 400 Locust Street, Suite 700, P.O. Box 9107, Des Moines, Iowa 50309.

ARTICLE XI.
Execution of Deeds, Contracts or Leases

All deeds or contracts for sale of real estate, or leases (or assignment of such contract or lease) or easements shall be executed by the President or Vice President together with any officer other than the President or Vice President. All liens held by the Association shall be deemed released when executed by any of the officers of the Association. The Board of Directors may, in addition, authorize the execution of the kinds of instruments above mentioned or other instruments required to be executed on behalf of the Association in such manner as it shall, by resolution, direct. The corporation shall have no seal.

Dated this 14th day of October, 1999.




Mark C. Miller

STATE OF IOWA)
)SS
COUNTY OF POLK)

On this 14th day of October, 1999, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Mark C. Miller, to me known to be the identical _____ and who executed the within and foregoing instrument and acknowledged that he e as his voluntary act and deed.

FILED
IOWA
SECRETARY OF STATE



Notary Public in and for the State of Iowa

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