

**Amended and Restated  
Articles of Incorporation  
of  
Rockwood Estates Homes Association, Inc.**

The undersigned Directors of Rockwood Estates Homes Association, Inc., a NOT-FOR-PROFIT corporation established under the laws of the State of Kansas ("Corporation"), hereby amend and restate the Corporation's Articles of Incorporation as provided herein. All terms as used herein, such as (but not by way of limitation) "land", "owners", "lot", "Common Area", and "assessments", shall have the same meanings as set forth in the Declaration and any amendments thereto (as hereinafter defined) unless otherwise specified and defined herein.

## ARTICLE I

The name of the Corporation is Rockwood Estates Homes Association, Inc.

## ARTICLE II

The location of the Corporation's registered office in this State is, P. O. Box 513 Paola, Kansas 66071. The resident agent at this address is David H McIntire.

## ARTICLE III

The Corporation is organized NOT FOR PROFIT and for charitable, religious, educational, scientific, testing for public safety, prevention of cruelty to children or literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in section 501(c)(3) and exempt under section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). In furtherance thereof, the Corporation shall operate as a home's association for residents.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements or the making of oral statements on behalf of or in opposition to, such candidate) of any political campaign on behalf of any candidate for public office. 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)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, scientific, or any other purposes as shall at the time qualify as an exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The Kansas constitution contains a charitable property tax exemption. Kan. Const. Art. 11, §1. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The purpose for which the Corporation is formed are to provide for the maintenance, preservation and management of the land located in Rockwood Estates, a subdivision of land in Paola, Miami County, Kansas, as more fully described in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Rockwood Estates filed with the Register of Deeds of Miami County, Kansas ("Declaration") and any and all other property which is accepted from time to time by the Corporation for similar purposes, and to promote the health, safety and welfare of the residents within the land and any and all other property which is accepted by the Corporation for similar purposes. Without limiting the foregoing, the purposes of the Corporation shall include, without limitation, the following:

(a) The Corporation may exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation, including cooperation with other homeowners' associations organized for the same or similar purposes in other subdivisions, set forth in the Declaration, as same may be amended from time to time, the Declaration being incorporated herein by reference as if set forth at length herein.

(b) The Corporation may (i) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and/or Bylaws, (ii) as agent, pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation including all licenses, taxes or governmental charges levied or imposed against the land of the Corporation, (iii) make disbursements, expenditures and payments on behalf of the said land owners as required by the Declaration and the Bylaws of the Corporation, and (iv) hold as agent for said land owners reserves for periodic repairs, maintenance and capital improvements to be made as directed by the land owners acting through the Board of Directors.

(c) The Corporation may 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 connection, with the affairs of the corporation subject to the limitations, if any, set forth in the Declaration.

(d) The Corporation may borrow money, and with the required assent of voting members as set forth in the Declaration, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to the limitations, if any, set forth in the Declaration.

(e) The Corporation may provide management, upkeep, maintenance, repair, care of and general sanitation and cleanliness of the Common Areas as provided in the Declaration.

(f) The Corporation may enter into and perform any contract and exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of the Corporation in accordance with the Declaration.

(g) The Corporation may dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility company for such purposes and subject to such conditions as may be agreed to by the members: provided, however, that no such dedication, sale or transfer shall be effective unless an instrument has been recorded after it has been signed by the requisite number of voting members agreeing to such dedication, sale or transfer provided in the Declaration.

(h) The Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of the owners representing the requisite number of votes of voting members as provided in the Declaration.

(i) The Corporation may have and exercise any and all powers, rights, and privileges a corporation organized under the Act may now or hereafter exercise.

## ARTICLE IV

The Corporation will not have authority to issue capital stock, and the conditions of membership shall be fixed by the Corporation's Bylaws.

## ARTICLE V

These Articles amend, restate and replace any and all prior Articles, including but not limited to the original Articles of Incorporation filed January 7, 2008.

## ARTICLE VI

The number of Directors making up the Board of Directors may be increased or decreased from time to time by amendment of the Bylaws. The current number of Directors is Nine (9) the name and residence of the persons who are currently serving as Directors are as follows:

President – Tim Hall, 23921 W 293rd St, Paola, KS  
Vice President Leslie Jennings 23980 W. 293rd St.,  
Paola, KS  
Treasurer Kimberly Triplett 23956 Augusta Ct., Paola,  
KS  
Secretary Megan Leigh, 23965 W. 293rd St. Paola, KS  
Judith Rauber, 29345 Palmer Dr. Paola, KS  
Judith Vaughn, 29324 Palmer Dr. Paola, KS  
Megan Leigh, 23965 W. 293rd St. Paola, KS  
Baylee Teagarden, 23952 Eagle Ct, Paola, KS  
Erica Drinkard, 29358 Paolmer Dr, Paola, KS  
Margaret Eidson, 23962 W 293<sup>rd</sup>, Paola, KS

The power to adopt, amend and repeal these Articles of Incorporation and the Bylaws of this Corporation shall reside in the Board of Directors of this Corporation.

## ARTICLE VII

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for any act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director for (1) a breach of a Director's duty of loyalty to the Corporation, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or (4) an act or omission for which the liability of an amendment nor repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to such amendment or repeal. Without limiting the foregoing, the following shall apply:

(a) The Corporation shall indemnify, to the extent provided in the following paragraph, any person who is or was a director, officer, agent or employee of the Corporation.

(b) In case of a threatened or pending suit, action or proceeding (whether civil, criminal, administrative or investigative) against a person named in paragraph (a) above by reason of such person's holding a position named in such paragraph (a), the Corporation shall indemnify such person if such person satisfies the standard contained in paragraph (c) below, for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the suit expenses (including court costs and attorneys' fees), amounts paid in settlement, judgments, penalties (including excise and similar taxes), and fines.

(c) A person named in paragraph (a) above will be indemnified if it is determined that such person:

(i) acted in good faith in the transaction which is the subject of the suit; and

(ii) reasonably believed:

(A) if acting in his or her official capacity as director, officer, agent or employee of the Corporation, that his or her conduct was in the best interests of the Corporation; and

(B) in all other cases, that his or her conduct was not opposed to the best interests of the Corporation; and

(iii) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that such person failed to satisfy the standard contained in this paragraph (c).

(d) The Corporation may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under paragraphs (a) through (c) above.

(e) The Corporation may purchase and maintain insurance on behalf of any person who holds or has held any position named in paragraph (a) above against any liability incurred by such person in any such position or arising out of such person's status as sue whether or not the Corporation would have power to indemnify such person against such liability under paragraphs (a) through paragraph (c) above.

(f) All liability, loss, damage, cost and expense incurred or suffered

by the Corporation by reason of or arising out of, or in connection with, the foregoing indemnification provisions shall be treated and handled by the Corporation as an expense subject to special assessment.

## **ARTICLE X**

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of voting members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be conveyed to either (a) another non-profit corporation, association, trust or other organization devoted to purposes similar to those of the Corporation, or (b) an appropriate governmental agency to be used for purposes similar to those for which the Corporation was created. In the event such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.