

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

NOV 06 1992

ARTICLES OF INCORPORATION

OF

THE HIGHLANDS HOMEOWNERS ASSOCIATION

Roy D. Blunt

We, the undersigned, being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a not-for-profit corporation under the provisions of The General Not-for-Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: THE HIGHLANDS HOMEOWNERS ASSOCIATION. The Highlands Homeowners Association shall be referred to in these Articles as the "Association."

ARTICLE TWO

The purposes for which the Association is organized are as follows:

The Association is organized and shall be operated exclusively as a non-profit organization for the purpose of acquiring, managing, maintaining and caring for that certain residential development situated in the County of St. Charles, Missouri known as The Highlands (the "Association Property"), and to provide an entity to act as a "residential real estate management association" within the meaning of Section 528(c) of the Internal Revenue Code of 1954, and amendments thereto, with respect to the Association Property. The Association Property is or will be subject to the recorded Declaration of Covenants, Conditions and Restrictions for The Highlands, as the same may be amended from time to time as therein provided (the "Declaration"). Association Property shall also include such additions of real estate as may hereafter be brought within the jurisdiction of the Association pursuant to the Declaration.

The Association shall have all of the powers of a not-for-profit corporation under The General Not-for-Profit Corporation Law of the State of Missouri to promote the health, safety and welfare of the residents within the Association Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. Without limiting the generality of the foregoing, the Association may:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration;

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

(c) acquire (by gift, purchase, devise, bequest, grant, deed, or otherwise), receive, release, take, lease as tenant, own, hold, improve, build upon, operate, maintain, convey, sell, lease as lessor, transfer, dedicate for public use, grant easements in, over, across, upon, under or through or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) make contracts and incur liabilities which may be appropriate to accomplish any of its purposes; borrow money at such interest rates as it may determine appropriate; and with a vote of two-thirds of the votes of Members voting, 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) dedicate, sell or transfer all or any part of the Association's common property (the "Common Property") to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members or provided for in the Declaration;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional real property, provided that (unless otherwise provided in the Declaration) any such merger, consolidation or annexation shall have the approval of a vote of two-thirds of the votes of Members voting; and

(g) exercise any and all powers, rights and privileges which a corporation organized under The General Not-for-Profit Corporation Law of the State of Missouri by law may now or hereafter have or exercise.

The Association is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the Association shall be distributed to, nor inure to the benefit of, any of its Members, officers, directors, or other private persons, except that the Association 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 herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE THREE

The duration of the Association shall be perpetual.

ARTICLE FOUR

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
J. Bradford Goss	100 N. Broadway, Suite 1300 St. Louis, Missouri 63102
Mary V. Toy	100 N. Broadway, Suite 1300 St. Louis, Missouri 63102
Joseph A. Wuestner	100 N. Broadway, Suite 1300 St. Louis, Missouri 63102

ARTICLE FIVE

Every person or entity who is a record owner, whether one or more persons or entities, of the fee simple title to any Lot which is subject to the Declaration shall be a Member of the Association (except that when a Lot is being sold on a contract for deed and the contract vendee is in possession of the Lot, then the vendee shall be a Member and not the vendor). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Upon becoming an Owner, each Owner shall register such Owner's address with the Secretary of the Association and, if a Lot is owned by multiple Owners, they shall at that time register with the Secretary their written agreement as to how they will share their votes among themselves and how they will resolve any voting conflicts among themselves. Such a voting agreement may be amended at any time by registering with the Secretary a written amendment thereto executed by all Owners of the Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE SIX

The affairs of this Association shall be initially managed by a Board of three (3) Directors who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert N. Whittaker, Sr.	355A Mid Rivers Mall Drive St. Peters, MO 63376
Robert N. Whittaker, Jr.	355A Mid Rivers Mall Drive St. Peters, MO 63376
Gregory G. Whittaker	355A Mid Rivers Mall Drive St. Peters, MO 63376

At the first annual meeting of the Association as provided in the Declaration, the Members shall elect five persons to be directors for a term of one year, and the above directors or their appointed successors shall resign; and at each annual meeting thereafter the Members shall elect directors for a term of one year (unless the Bylaws shall be amended to provide for a longer term).

ARTICLE SEVEN

The address of the initial registered office in the State of Missouri is 215 East High Street, Suite 300, Jefferson City, Missouri 65101. The name of the initial registered agent at said address is Husch Registered Agent, Inc.

ARTICLE EIGHT

The Association may be dissolved in accordance with the provisions of the Missouri General Not-for-Profit Corporation Law, as amended from time to time. Upon dissolution of the Association, other than incident to a merger or consolidation, the personal property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created and the real property consisting of the Common Property shall be vested in the Owners as tenants-in-common. In the event that such dedication is refused acceptance, such assets shall be granted,

conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE NINE

Any provision contained in these Articles may be altered, amended or repealed, or new provisions may be added, upon receiving the affirmative vote of at least two-thirds (2/3) of the votes of Members of the Association voting at a meeting, by proxy or by mail, or upon obtaining the consent in writing of all Members totalling two-thirds (2/3) of the votes in the Association; provided, however, that no such alteration, amendment or repeal of any such provision shall affect the disposition of property contributed to the corporation before such alteration, amendment or repeal, and any property contributed to the Association before any such event shall be used and employed by the Association only in accordance with the provisions and in furtherance of the purposes of the corporation as set forth in the Articles of Incorporation and Bylaws of the corporation in effect at the time such property was contributed.

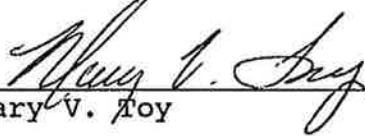
ARTICLE TEN

The Members and directors of this Association shall have no personal liability for the debts, liabilities or obligations of the Association.

IN WITNESS WHEREOF, we have hereunto set our hands on this 6th day of November, 1992.



J. Bradford Goss



Mary V. Toy




Joseph A. Wuestner

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, the undersigned, a Notary Public, do hereby certify that on the 6th day of November, 1992, J. Bradford Goss, Mary V. Toy and Joseph A. Wuestner, personally appeared before me and being duly sworn by me acknowledged that they signed as their free act and deed the foregoing document in the capacity of incorporators and declared that the statements therein contained are true to the best of their 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:

JENNIFER JONES
~~NOTARY PUBLIC STATE OF MISSOURI~~
ST. LOUIS COUNTY
MY COMMISSION EXPIRES APRIL 4, 1996

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

NOV 06 1992

Roy D. Blunt

STATE OF MISSOURI



ROY D. BLUNT
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

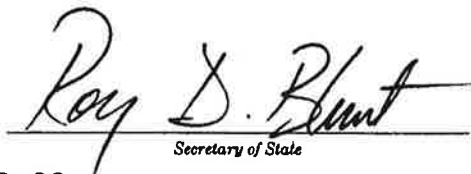
GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
THE HIGHLANDS 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
6TH DAY OF NOVEMBER, 1992.


Secretary of State



\$10.00