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ERNEST N. SHANAHAN
SECRETARY OF STATE
KANSAS

ARTICLES OF INCORPORATION

OF

WHISPERING HILLS HOMES ASSOCIATION

FIRST. The name of the corporation is:

WHISPERING HILLS HOMES ASSOCIATION ✓

SECOND. The address of its registered office in the State of Kansas is 8601 Deer Run, Whispering Hills, Lenexa, Kansas 66220. The name of its registered agent at such address is Robert Fox. (Johnson County)

THIRD. The nature of the business or objects or purposes to be conducted, transacted, promoted or carried on by the Association is:

(a) To provide for the creation, development, management, control, care, security, improvement, maintenance, preservation of the residential nature, value, and architectural and structural integrity of the individual residential units, public and private streets, sidewalks, common areas and parking areas within that certain plat of real property known as Whispering Hills, a subdivision of land in Johnson County, Kansas, as the same may from time to time be established pursuant to declarations filed with the Register of Deeds, Johnson County, Kansas (said real estate being hereinafter referred to as the "district").

(b) To enforce, either in its own name or in the name of any owner within the district, any or all building restrictions which may have been heretofore or may hereafter be imposed upon any of the land in such district, either in the form as originally placed thereon or as modified subsequently thereto; provided, however, that this right of enforcement shall not serve to prevent such changes, releases or modifications of restrictions or reservations being made by the parties having the right to make such changes, releases or modifications as are permissible in the deeds, declarations, contracts or plats in which such restrictions and reservations are set forth, nor shall it serve to prevent the assignment of those rights by the proper parties, wherever and whenever such rights of assignment exist. The expenses and costs of any enforcement proceedings shall be paid out of the general fund of the Association. Nothing herein contained shall be deemed or construed to prevent any owner having the contractual right to do so from enforcing in his own name any such restrictions.

(c) To manage and control as trustee for its members

(e) To care for, spray, trim, protect and replant trees on all streets and in other common areas where trees have once been planted, when such services are not available from any public source; and to care for, protect, and replant shrubbery, and resew grass and replace sod in the parks which are in the streets and in any common areas or parks set aside for the general uses of the owners in the district, or to which such owners have access and the use thereof.

(f) To mow, care for, maintain and remove rubbish from vacant and unimproved property and to do any other things necessary or desirable in the judgment of the officers of the Association to keep any vacant and unimproved property and the parking in front of any property in the district neat in appearance and in good order.

(g) To provide for the plowing and removal of snow from sidewalks and streets, when such services are not available from any public source.

(h) To provide for the maintenance of any tennis courts, playgrounds, bridle paths, pedestrian ways, gateways, entrances, drinking fountains, and ornamental features now existing or which may hereafter be erected or created in said district in any common area in the district, or the park, or on any land set aside for the general use of the owners in the district, or to which all of such owners have access and the use thereof; and also to provide for the maintenance of any streams and natural water-courses within the district.

(i) To provide for the operation and maintenance of swimming and beach facilities for the exclusive use and enjoyment of members of the Association and members of their families who reside in the district, and establish rules for the use and management of such facilities.

(j) To provide such lights as the Association may deem advisable on streets, parks, parkings, pedestrian ways, gateways, entrances or other features, and in other common areas when such facilities are not available from any public source.

(k) To provide for the cleaning of streets, gutters, catch basins, sidewalks and pedestrian ways, and for the repair and maintenance of streets, storm sewers and appurtenant drainage facilities, when such services are not available from any public source.

(l) To erect and maintain signs for the marking of streets, and safety signs for the protection of children and other

(o) To acquire by lease or own the title to such real estate as may be reasonably necessary in order to carry out the purposes of the Association, and to pay such taxes as may be assessed against land in common areas within the district.

(p) To levy and collect the assessments which are provided for in the Homes Association Declaration applicable to the district.

(q) To accept the conveyance of and to transfer, convey, mortgage or otherwise dispose of any and all of the private streets and common areas within the district, subject to the rights of the property owners in the district in and to the same.

(r) To make such reasonable rules and regulations, and provide such means and employ such agents as will enable it to adequately and properly carry out the provisions of the above-mentioned Homes Association Declaration, as amended, subject, however, to the limitations of its rights to contract as are provided therein.

(s) To engage in any lawful act or activity for which not-for-profit corporations may be organized under the General Corporation Code of the State of Kansas.

In addition to the powers and privileges conferred upon the corporation by law and those incidental thereto, the corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business, objects or purposes of the corporation.

FOURTH. The Association shall not have authority to issue capital stock.

FIFTH. Every person or entity who or which may from time to time own land within the district shall be the members of the Association. Membership in the Association shall be limited to the owners of land within the boundaries of the district as it exists from time to time. The Association shall be the sole judge of the qualifications of its members and of their rights to participate in its meetings and proceedings.

SIXTH. The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
James W. Starnes	20901 Pebble Lane Whispering Hills Lenexa, Kansas 66220

<u>Name</u>	<u>Address</u>
Sharon Brockman	8509 Deer Run Whispering Hills Lenexa, Kansas 66220
James R. Fowler,	20806 Pebble Lane Whispering Hills Lenexa, Kansas 66220
Robert Fox	8601 Deer Run Whispering Hills Lenexa, Kansas 66220
Thomas K. Frye	8308 Pebble Lane Whispering Hills Lenexa, Kansas 66220
Byron D. Gash	8400 Pebble Lane Whispering Hills Lenexa, Kansas 66220
Frank M. McHugh	21102 Bittersweet Drive Whispering Hills Lenexa, Kansas 66220
Ingrid Pintard	21002 Whispering Drive Whispering Hills Lenexa, Kansas 66220
Mary E. Ruf	8319 Bittersweet Drive Whispering Hills Lenexa, Kansas 66220
James W. Starnes	20901 Pebble Lane Whispering Hills Lenexa, Kansas 66220
Susan A. Tozier	8408 Meadow Lane Whispering Hills Lenexa, Kansas 66220
Lewis H. Wiens	8311 Bittersweet Drive Whispering Hills Lenexa, Kansas 66220

SEVENTH. The corporation is to have perpetual existence.

a quorum is present provided that written notice of said amendment or other proposed change shall have been given in the manner provided by the bylaws, or (ii) by a majority of the full board of directors; and any change so made by the members may thereafter be further changed by a majority of the directors; provided, however, that the power of the board of directors to alter, amend or repeal bylaws, or to adopt new bylaws, may be denied as to any bylaws or portion thereof by the members if at the time of enactment the members shall so expressly provide.

ELEVENTH. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent permitted by the laws of the State of Kansas.

TWELFTH. Meetings of members may be held within or without the State of Kansas, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes of Kansas) outside the State of Kansas at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.


THIRTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

FOURTEENTH. Upon dissolution of this corporation and after payment of all debts and satisfaction of all liabilities and obligations of the corporation, and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of the corporation, any remaining assets of this corporation shall be distributed in accordance with a plan of dissolution approved by a majority of the members of the corporation present and voting at a meeting of the members called for the purpose of considering such plan of dissolution; provided, however, that any earnings of the corporation shall be distributed on dissolution exclusively for charitable, educational or recreational purposes.

The undersigned, for the purpose of forming a corporation under the General Corporation Code of the State of Kansas, does hereby execute these Articles, and does hereby declare and certify that this is his act and deed and the facts herein stated are true, and accordingly has executed these Articles this 10th day of *October*.

County and State, personally appeared James W. Starnes who duly acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year last above written.


Notary Public in and for said County
and State

[NOTARIAL SEAL]

My commission expires:

April 30, 1975.