

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of

Newcastle Community Association, Inc.
N00535646

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, MATT BLUNT, Secretary of State of the State of Missouri, do 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 12th
day of August, 2003.


Secretary of State



**ARTICLES OF INCORPORATION
OF
NEWCASTLE COMMUNITY ASSOCIATION**

File Number: 200322420030
Charter # N00535646
Date Filed: 08/12/2003 04:37 PM
Matt Blunt
Secretary of State

In compliance with the requirements of The Missouri Nonprofit Corporation Act and for the purpose of forming a not-for-profit corporation, the undersigned, who is a citizen of the United States of the age of 18 years or more, does hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is "Newcastle Community Association, Inc." (hereinafter referred to as the "Association").

**ARTICLE II
MUTUAL BENEFIT CORPORATION**

The corporation is a mutual benefit corporation.

**ARTICLE III
REGISTERED OFFICE AND RESIDENT AGENT**

The registered office of the Association is located in the State of Missouri at 700 West 47th Street, Suite 1000, Kansas City, Missouri 64112. The name of its resident agent at such address is PWS Agent Services, Inc.

**ARTICLE IV
NO CAPITAL STOCK**

The Association shall not have authority to issue capital stock.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

The purpose for which the Association is formed is to act as a nonprofit homes association within the meaning of Internal Revenue Code Section 528 for the benefit of property owners in the subdivisions located in Kansas City, Jackson County, Missouri, set forth below and composed of the following described lots, to-wit:

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Lots 1, 10 through 18, and 35 through 56, and Tract A, Newcastle, First Plat, a subdivision in the City of Kansas City, Jackson County, Missouri.

Lots 57 and 58, Amended Plat of Newcastle First Plat, a subdivision of the City of Kansas City, Jackson County, Missouri.

Lots 2 through 9, Newcastle Second Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 19 through 34, Newcastle Third Plat, a subdivision of Kansas City, Jackson County, Missouri.

Lots 1 through 17, Newcastle Fourth Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 1 through 15, Newcastle Fifth Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 16 through 49, Newcastle Sixth Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 1 through 23, Newcastle Seventh Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 1 through 37, Newcastle Eighth Plat, a subdivision in Kansas City, Jackson County, Missouri.

Lots 1 through 32, Newcastle Ninth Plat, a subdivision in Kansas City, Jackson County, Missouri.

and for the property owners in any other area or areas which may be brought within the jurisdiction of the Association as provided in the Declaration (as defined below) and for this purpose to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation and the Bylaws of the Association, as amended from time to time, and in that certain Declaration of Covenants, Conditions and Restrictions for Newcastle recorded as instrument number 0048178 in Book 1999K at Pages 1-34 in the Office of the Jackson County Recorder of Deeds ("Recorder's Office"); that certain Declaration of Annexation and Amendment recorded as instrument number 0003169 in Book 2001K at Pages 1-5 in the Recorder's Office; that certain Second Declaration of Annexation recorded as instrument number 0007620 in Book 2001K at Pages 1-6 in the Recorder's Office; that certain Third Declaration of Annexation and Amendment recorded as instrument number 0020254 in Book 2001K at Pages 1-7 and instrument number 0020256 in Book 2001K at Pages 1-7 in the Recorder's Office; that certain Fourth Declaration of Annexation and Amendment recorded as instrument number 0031565 in Book 2001K at Pages 1-6 in the Recorder's Office; and that certain Fifth Declaration of Annexation and Amendment recorded as instrument number 0064896 in Book 2002K at Pages 1-6 in the Recorder's Office; as amended and supplemented from time to time (collectively, the "Declaration");

(b) Fix, levy, collect and enforce; by any lawful means, payment of all charges and assessments made pursuant to the terms of the Declaration or Bylaws of the Association; pay all expenses in connection therewith and all other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, or dispose of real or personal property in connection with the affairs of the Association; and

(d) Have and exercise any and all powers, rights and privileges which a corporation organized not-for-profit under the laws of the State of Missouri may now or hereafter have or exercise; provided, however, that none of the powers, rights or privileges of the Association shall be exercised to carry on activities (otherwise than as an insubstantial part of its activities) which are not in furtherance of the purpose for which the Association is formed.

ARTICLE VI **MEMBERSHIP**

Except for the Developer (as defined in Article VII below), membership in the Association shall be limited to persons or entities who are record owners of the fee interest or of an undivided portion of the fee interest in any Unit (as defined in the Declaration) which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Unit.

No member of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE VII **VOTING RIGHTS**

"Developer" means Price Residential, Inc., a Missouri corporation, and its successors and assigns.

(a) Each Owner (notwithstanding the number of Lots owned) shall be entitled to one (1) Association Membership and one (1) vote in the Association so long as the Owner remains an Owner of such Lot(s), and such Owner shall specify in writing to the Association the name of the individual who holds the Association Membership. Anything in this subsection to the contrary notwithstanding, where a Lot is owned of record in any manner of joint or common ownership, the joint or common Owners thereof shall share among them the rights (including voting rights) given to an Owner pursuant to the Declaration, which they shall be entitled to exercise their one (1) vote as a whole, but not in part, in whatever manner they shall jointly determine. With respect

to voting rights in particular, joint or common ownership of a Lot shall entitle the Owners thereof to a total of one (1) vote, to be exercised in whatever manner they shall jointly determine.

(b) Except for the Developer, a builder of a residence on a Lot, although an Owner, shall not be entitled to any vote in the Association unless and until such builder occupies the Living Unit as such builder's sole place of residence.

(c) Subject to the provisions of this section, once an Owner has been specified as a Member, a successor Member may only be specified upon at least fifteen days' prior notice to the President of the Association.

(d) A Membership shall not be transferred, pledged or alienated in any way, except as herein expressly provided. Subject to the provisions of section (a) of this Article, an Association Membership shall automatically be transferred to a new Owner upon the transfer of the Lot to which it appertains (and then only to such transferee), whether by sale, intestate succession, testamentary disposition, foreclosure of a mortgage or other legal process transferring fee simple title to such Lot.

(e) Subject to the provisions of the Declaration and the Association's Bylaws, the Association Board may make, amend or rescind such rules and regulations as it deems advisable for any meeting of Members, Association vote, referendum or election.

During any period in which a member is delinquent in the payment of any assessment levied by the Association under the Declaration or is in other violation of the terms of the Declaration, the Bylaws or any rules and regulations, the voting rights of such member may be suspended by the Board of Directors.

Where a Unit is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Unit and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a board of directors. The first board of directors shall consist of three (3) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until their respective successors have been duly elected and qualified or until their respective earlier resignation or removal, all as provided in the Bylaws. Thereafter, the number of directors shall be fixed by the Declaration, provided that the number of directors may not be decreased to fewer than three, and directors shall be elected or appointed in the manner and for the terms provided in the Declaration.

No officer or director of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE IX **INDEMNIFICATION**

The Association 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 Association, to the fullest extent permitted by the laws of the State of Missouri; provided, however, that the only limitation upon the power granted to the Association by this paragraph shall be a prohibition against indemnification of any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

ARTICLE X **DISSOLUTION**

The Association may be dissolved in the manner provided by the laws of the State of Missouri. Upon dissolution of the Association and after payment of or the making of adequate provision for all debts, liabilities and obligations of the Association, the remaining assets, both real and personal, of the Association shall be dedicated to an appropriate government entity or public agency or to a non-profit corporation, association, society, trust or other organization, determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association.

ARTICLE XI **DURATION**

The Association shall have perpetual existence.

ARTICLE XII **BYLAWS**

The original Bylaws of the Association shall be adopted by the initial directors named herein. Thereafter, the Bylaws may be amended as provided therein.

ARTICLE XIII
INCORPORATOR

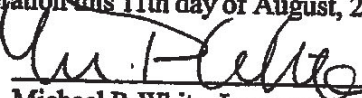
The name and mailing address of the incorporator are as follows:

Michael P. White
700 West 47th Street, Suite 1000
Kansas City, Missouri 64112

ARTICLE XIV
PROHIBITED ACTIVITIES

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 or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, member or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association.

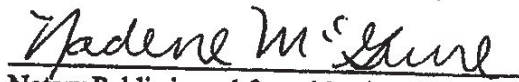
IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Missouri, I, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation this 11th day of August, 2003.


Michael P. White, Incorporator

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

BE IT REMEMBERED, that on this 11th day of August, 2003, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael P. White, who duly acknowledged before me that he executed the foregoing instrument.

IN TESTIMONY 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

My Commission Expires:

9-25-05

Nadene McGuire
Notary Public - Notary Seal
State of Missouri
Jackson County
My Commission Exp: Sept. 25, 2005