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ARTICLES OF INCORPORATION

OF

VILLAGE AT DEER CREEK CROSSING TOWNHOME OWNERS ASSOCIATION

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the requirements of the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, the undersigned, acting as incorporator of a nonprofit corporation, adopts the following Articles of Incorporation:

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**ARTICLE I
NAME**

The name of the corporation is: Village at Deer Creek Crossing Townhome Owners Association (the "Association").

**ARTICLE II
DURATION**

The period of duration for the Association is perpetual. The existence of the Association shall commence at the time and date of filing of these Articles of Incorporation with the Secretary of State of the State of Iowa.

**ARTICLE III
PURPOSE**

The purpose and objectives for which the Association is organized is to promote the health, safety and welfare of the owners and residents of Lots 1-50 in Village at Deer Creek Crossing subdivision.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Association's initial registered office in Iowa is 720 S. 68th Street, Suite 120, West Des Moines, IA 50266 and the name of its initial registered agent is James Lindgren.

SECRETARY OF STATE
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**ARTICLE V
MEMBERS**

Every person or entity who is an Owner (as defined in the Declaration) of any Unit shall be a Member of the Association. The voting rights of the Members shall be as provided in the Declaration of Covenants, Conditions, Easements, and Restrictions for Lots 1-50 in Village at Deer Creek Crossing and the Bylaws of the Association.

**ARTICLE VI
DIRECTORS**

The affairs of this Association shall be managed by a Board of not less than one (1) nor more than four (4) Directors. There shall be four (4) initial Directors. The number of Directors may be changed by resolution of the Members as set forth in the Bylaws of the Association. The name and address of the persons initially serving as Directors until the election of their successors are:

<u>Director</u>	<u>Address</u>
Nicholas Jensen	720 South 68 th Street, Suite 120 West Des Moines, IA 50266
James Lindgren	720 South 68 th Street, Suite 120 West Des Moines, IA 50266
Corey Kautz	10888 Hickman Road, Suite 3A Clive, IA 50325
Bret Nehring	4300 NE 14 th Street Des Moines, IA 50313

**ARTICLE VII
PERSONAL LIABILITY OF DIRECTORS**

A Director of the Association shall not be liable to the Association or its members for money damages for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (1) the amount of a financial benefit received by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by

law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a Director of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of the Association is Kathleen K. Law, Nyemaster Goode, PC, 700 Walnut, Suite 1600, Des Moines, Iowa 50309.

ARTICLE IX NON-PROFIT NATURE

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to the benefit of, or be distributable to its members, trustees, officers, 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 in these Articles. No substantial part of the activities of the Association 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) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association 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 I.R.C. or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the I.R.C.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify a Director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (1) receipt of a financial benefit by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Association shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its Directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Association shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its Directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the

Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE XI
DISSOLUTION**

Upon dissolution of the Association, any assets of the Association remaining after all of the obligations of the Association have been satisfied shall be distributed to the members of the Association in accordance with the plan of dissolution of the Association that is approved in accordance with Sections 504.1401 or 504.1402 of the Code of Iowa.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Iowa, the undersigned, constituting the incorporator of the Association, has executed these Articles of Incorporation.

Dated this 6-25, 2018.



Kathleen K. Law, Incorporator

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SECRETARY OF STATE
6/25/18
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