

**ARTICLES OF INCORPORATION**

**OF**

**WINDSOR VILLAGE PLAT 3 OWNERS ASSOCIATION**

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

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

**ARTICLE I**

**NAME**

The name of the corporation is:

Windsor Village Plat 3 Owners Association.

**ARTICLE II**

**DURATION**

The period of duration for the Windsor Village Plat 3 Owners Association is perpetual. The existence of the Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners Association is organized is to promote the health, safety and welfare of the residents.

**ARTICLE IV**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Windsor Village Plat 3 Owners Association's registered office in Iowa is 2208 Woodlands Parkway, Clive, Iowa 50325, and the name of its initial registered agent is Bruce Gates.

ARTICLE V

MEMBERS

The members of Windsor Village Plat 3 Owners Association shall be those persons described as members in the Bylaws of the Association. The voting rights of the members shall be as provided in the Declaration of Covenants, Conditions, Easements and Restrictions for Windsor Village Plat 3 and the Bylaws of the Association.

ARTICLE VI

DIRECTORS

The number of directors of Windsor Village Plat 3 Owners Association shall be between one (1) and five (5), inclusive. The number of directors may be changed by resolution of the members as set forth in the Bylaws of the Association. The names and addresses of the persons initially serving as directors until the election of their successors are:

<u>Director</u>	<u>Address</u>
Orton Homes, L.L.C.	2208 Woodlands Parkway Clive, IA 50325

ARTICLE VII

PERSONAL LIABILITY OF DIRECTORS

A director of the Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners Association is Bruce Gates, 2208 Woodlands Parkway, Clive, Iowa, 50325.

## ARTICLE IX

No part of the net earnings of the Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners 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 Windsor Village Plat 3 Owners Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

## ARTICLE XI DISSOLUTION

On the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Iowa District Court in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

Dated 10/2, 2016.

  
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Bruce Gates, Incorporator

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