

**ARTICLES OF INCORPORATION
OF
NORTHGATE EAST TOWNHOMES OWNERS ASSOCIATION, INC.**

TO THE SECRETARY OF STATE OF IOWA:

The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Iowa Nonprofit Corporation Act, under Chapter 504A of the Code of Iowa, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of the Corporation is Northgate East Townhomes Owners Association, Inc., hereinafter called the "Association".

**ARTICLE II
CORPORATE EXISTENCE**

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State and the period of its duration is perpetual.

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

The Corporation does not contemplate private profit or gain to the members thereof, and the purposes and objectives for which it is formed are to provide for an entity to own, operate and maintain certain real property for and on behalf of the owners of certain townhomes situated in Ankeny, Polk County, Iowa, located on real estate legally described as follows:

Lots 1 through 30, inclusive, in Northgate East, an Official Plat, now included in and forming a part of the City of Ankeny, Polk County, Iowa ("Property").

To achieve this purpose, the Association shall have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under this Act and consistent with the provisions herein.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The address of the initial registered office of the Corporation is 475 Alice's Road, Suite A, Waukee, Iowa, 50263, and the name of its initial registered agent at such address is Lisa R. Wilson.

**ARTICLE V
MEMBERS**

The members of this Corporation shall be those owners of record of a fee or undivided

fee interest in the Property. The voting rights of the members shall be as provided in the Bylaws of the Corporation.

ARTICLE VI DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name of the person who is to serve as the initial director is:

Ronald R. Grubb

The term of office of the initial Board of Directors shall be until successor Directors shall have been elected and shall have qualified. Until the terms of the initial Board of Directors expires, he shall be subject to removal as provided in the Bylaws.

ARTICLE VII BYLAWS

The initial Bylaws of the Corporation shall be adopted by its initial Board of Directors, but the power to thereafter alter, amend or repeal the same or adopt new Bylaws is reserved to the members of the Corporation, subject to the restrictions contained in the initial Bylaws and amendments thereto.

ARTICLE VIII LIQUIDATION/DISSOLUTION

In the event of liquidation/dissolution, assets of the Corporation, if any remain, shall be distributed to a public body or conveyed to a nonprofit organization with similar purposes and shall not be contrary to Iowa law.

ARTICLE IX CORPORATE DEBTS

Neither the members, the Board of Directors, nor their private property shall be liable for corporate debts, obligations or undertakings.

ARTICLE X INDEMNIFICATION

This Corporation shall indemnify any present or former director, officer, employee, member or volunteer of this Corporation, and each such person who is serving or who has served at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.


ARTICLE XI
AMENDMENT

Amendment of these Articles shall require the consent of eighty percent (80%) of the members.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is Lisa R. Wilson, 475 Alice's Road, Suite A, Waukege, Iowa, 50263.

Dated this 10th day of November, 2017.



Lisa R. Wilson, Incorporator

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SECRETARY OF STATE
11/10/2017

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