

APPENDIX A
INCORPORATION

ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

We, the undersigned, Steven C. Krueger, 1606 Deer Run Trail, Blue Springs, Missouri 64015; Scottie E. Banks, 1917 Fox Ridge, Blue Springs, Missouri 64105; Edward Knowles, Jr., 1912 Fox Ridge, Blue Springs, Missouri 64015; and Reginald A. Day, 1915 Fawn Drive, Blue Springs, Missouri 64015, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

Article 1. Name: The name of the corporation is Deer Run Homes Association, Inc., hereinafter referred to as the "Association".

Article 2. Duration: The period of duration of the corporation is perpetual.

Article 3. Registered Agent and Office: The address of its initial Registered Office in the State of Missouri is Suite 1100, 922 Walnut Street, Kansas City, County of Jackson, and the name of its initial Registered Agent at said address is Steven C. Krueger.

Article 4. Board of Directors: The first Board of Directors shall be four (4) in number, their names and addresses being as follows:

	<u>Name</u>	<u>Address</u>
(1)	Steven C. Krueger	1606 Deer Run Trail Blue Springs, Missouri 64015
(2)	Scottie E. Banks	1917 Fox Ridge Blue Springs, Missouri 64015
(3)	Edward Knowles, Jr.	1912 Fox Ridge Blue Springs, Missouri 64015
(4)	Reginald A. Day	1915 Fawn Drive Blue Springs, Missouri 64015

Article 5. Purpose: The purpose for which the Association is organized is to provide an entity to act as the homeowners association to manage, maintain and care for the Deer Run subdivision of land in Blue Springs, Jackson County, Missouri.

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Article 6. Powers: The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a corporation not for profit except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties reasonably necessary to accomplish the purposes as set forth in the Deer Run Homes Association Declaration and as it may be amended from time to time. Said powers shall include but are not limited to the following powers:

(1) To make and collect assessments against members in accordance with the Declaration in order to defray the Association's costs, expenses, and losses.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To repair, replace, maintain and operate the public places.

(4) To purchase insurance on the public places and insurance for the protection of the Association and its members.

(5) To reconstruct improvements after casualty and to further improve the property.

(6) To enforce, by legal means, the provisions of the Declaration, these Articles and the Bylaws of the Association.

(7) To employ personnel to perform the services required for the proper operation of the public places.

C. The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the Association members according to the provisions of the Declaration, these Articles, and the Bylaws.

D. The powers of the Association shall be subject, and shall be exercised according, to the provisions of the Declaration and of the Bylaws.

Article 7. Members: The members of the Association shall consist of all of the record owners of lots in Deer Run which are subject to the Deer Run Homes Association Declaration. A change of membership in the Association shall be established by the recording in the public records of Jackson County, State of

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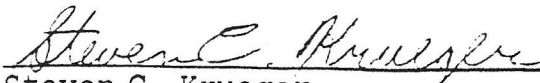
Missouri, of a deed or other instrument establishing a record title to a lot and the delivery to the Association of a certified copy of such instrument, the lot owner designated by such instrument thereby becoming a member of the Association. The membership of the previous lot owner shall be thereby ended. The shares of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his lot. Each member of the Association shall be entitled to a certain voting percentage for each lot owned by him. The exact voting percentage and the manner of exercising voting rights shall be according to the Declaration and the Bylaws of the Association.

Article 8. Indemnification: Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Association's best interests. The above described right of indemnification shall not be exclusive of all other rights to which such director or officer may be entitled but shall be in addition to such other rights.


Article 9. Bylaws: The board of directors shall adopt the first Bylaws of the Association. The said Bylaws may be amended, changed, or repealed in the manner provided by the said Bylaws.

IN WITNESS WHEREOF, the undersigned incorporators execute this instrument this 5th day of December, 1983.

INCORPORATORS:



Steven C. Krueger



Scottie E. Banks

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Edward Knowles, Jr.

Edward Knowles, Jr.

Reginald A. Day

Reginald A. Day

STATE OF Missouri)
) SS
COUNTY OF Jackson)

I, Penny K. Narramore a Notary Public, do hereby certify that on the 5th day of December, 1983, Steven C. Krueger, Scottie E. Banks, Edward Knowles, Jr. and Reginald A. Day personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Penny K. Narramore

Notary Public

My Commission Expires:
March 9, 1986

PENNY K. NARRAMORE
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Mar. 9, 1986