

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT
(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid
Filing Fee \$
Clerk

Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Patrick Taylor, George Longmeyer, and Robert Calzaretta.

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 Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: Maryknoll Estates Owners Association
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Illinois is: 2200 Stonington Avenue
4. The first Board of Directors shall be seven in number, their names and addresses being as follows:

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Patrick Taylor, George Longmeyer, Robert Calzaretta, Robert Rosenberg, Paul Vedra, Paul F. Conarty, and Stanley Samiec.

- 5. The purpose or purposes for which the corporation is organized are: See Attached

(OVER)

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

_____ } Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,
County of Du Page } ss.

I, _____, a Notary Public do hereby certify that on the _____ day of _____, 19____, Patrick Taylor, George Longmeyer and Robert Calzaretta }
(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

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

PLACE
(NOTARIAL SEAL)
HERE

Notary Public

FORM NP-29
ARTICLES OF INCORPORATION
under the
**GENERAL NOT FOR PROFIT
CORPORATION ACT**
of

(These Articles Must Be Executed and Filed in
Duplicate)

Filing Fee \$25.00

MARYKNOLL ESTATES OWNERS ASSOCIATION

PURPOSE CLAUSE

5. The purposes and objectives of the Corporation are to own, operate, administer and manage certain real property owned by this Corporation and located in DuPage County, Illinois, and all landscaped areas, playgrounds, private streets, parking areas, footways, building structures, and other improvements located on said property; to own such property and to own such personal and other real properties incident thereto and to pay all taxes and to undertake the performance of all acts and duties incident to the administration, operation and maintenance and management of said properties in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which are contained in the Declaration of Covenants, Conditions and Restrictions of Record recorded in the Office of the Recorder of Deeds of DuPage County, Illinois as Document No. R78- to own, operate, lease, sell, trade and otherwise deal with such property whether real or personal as may be necessary or convenient to the administration of said property; and to enforce the terms of said Declaration of Covenants, Conditions and Restrictions with respect to all properties described therein for the common benefit, health, safety and welfare of all residents thereon. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

The Corporation shall not have authority to issue any capital stock.

6. Powers of the Corporation.

The Corporation shall have all of the powers set forth in the aforesaid Declaration of Covenants, Conditions and Restrictions and all of the common law and statutory powers of a corporation not for profit and all of the powers reasonably necessary to implement the purposes of the Corporation which are not in conflict with said Declaration of Covenants, Conditions and Restrictions.

7. Members.

Membership in the Corporation shall be governed by the terms and conditions of the aforesaid Declaration of Covenants, Conditions and Restrictions. No member has the right or power to disclaim, terminate or withdraw from membership in the Corporation, except as provided in said Declaration of Covenants, Conditions and Restrictions. The presence in person or by proxy at any meeting of the members of a majority of the Class A Voting Members and a majority of the Class B Voting Members, if any, entitled to vote at such meeting shall constitute a quorum.

8. Voting and Non-Voting Memberships.

There shall be two (2) classes of voting membership in the Corporation, as established by the aforesaid Declaration of Covenants, Conditions and Restrictions.

9. Board of Directors.

The affairs of the Corporation shall be managed by a Board of Directors which is more particularly described in the By-Laws. The initial Board shall consist of those persons named herein who shall serve until the initial meeting of the voting members. The Board of Directors shall consist of seven (7) members, each of whom, with the exception of the members nominated by the beneficiary of American National Bank and Trust Company of Chicago, established pursuant to a Trust Agreement dated September 12, 1978, shall be members of the Corporation. The voting members of the Corporation having at least two-thirds (2/3) of the total vote may, from time to time, increase or decrease the number of Directors, or may increase or decrease their term of office provided that in no event shall the number of Directors be less than three (3), and the terms of at least one-third (1/3) of the Directors shall expire annually. The election of the members of the Board of Directors shall be governed by the provisions of the aforesaid Declaration. At the initial meeting of the voting members of the Corporation, the Board of Directors shall be elected to serve until the first annual meeting of the Corporation. At the first annual meeting of the Corporation, seven (7) Directors shall be elected, the three (3) persons receiving the highest number of votes being elected for a term of two (2) years, the two (2) persons receiving the next highest number of votes shall be elected for a term of two (2) years and the two (2) persons receiving the next highest number of votes shall be elected for a term of one (1) year. Upon expiration of the term of office of the Board members elected at the first annual meeting, their successors shall be elected for a term of two (2) years each.

A majority of the total number of Directors shall constitute a quorum for the transaction of business.

10. Officers.

The officers of the Corporation and their powers and duties shall be established by the By-Laws of the Corporation.

11. Duties and Powers.

The duties and powers of the Board shall be as established by the By-Laws of the Corporation.

12. By-Laws.

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

13. Mergers and Consolidations.

Subject to the provisions of the aforesaid Declaration of Covenants, Conditions and Restrictions and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting members of each class of voting members, voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be given to all voting members at least thirty (30) days in advance in the manner provided in the By-Laws for giving such notice.

14. Dissolution.

Subject to the provisions of the aforesaid Declaration of Covenants, Conditions and Restrictions and to the extent permitted by law, the Corporation may be dissolved with the assent given in writing and signed by the members entitled to cast two-thirds (2/3) of the vote of each class of its voting membership, which assent shall be given in person or by proxy at a meeting duly called for this purpose, written notice of which meeting called to consider said dissolution, and setting forth the reasons therefor and the disposition to be made of the assets of the Corporation, shall be mailed by registered or certified mail to each member at least ninety (90) days in advance of any action to be taken.

15. Disposition of Assets Upon Dissolution.

Upon dissolution of the Corporation the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or governmental body to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to the purposes as nearly as practicable to the same as those to which they were required to be devoted by this Corporation. No such disposition of Association property shall be effective to divest or diminish any right or title of any member vested in him under the recorded Covenants and Deeds applicable to the Development Tract as more particularly described in the aforesaid set of Covenants, Conditions and Restrictions of Record, unless made in accordance with the provisions of such Covenant and Deeds.

16. Amendments.

These Articles may be amended in accordance with law, provided that voting and quorum requirements specified for any action under any provision of these Articles shall also apply to any amendment of such provisions, and provided further that no amendment shall be effective to impair or dilute any right of members that are governed by the Recorded Declaration of Covenants, Conditions and Restrictions hereinabove described which are part of the property interests of the members created thereby.