

ARTICLES OF INCORPORATION
OF
HARBORVIEW HOMEOWNERS ASSOCIATION, INC.

A GENERAL NOT FOR PROFIT CORPORATION

HONORABLE REBECCA McDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MISSOURI 65102

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 16 1998

Rebecca McDowell Cook
SECRETARY OF STATE

I, the undersigned, being a natural person of the age of twenty-one years or more and a citizen 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.

FIRST

The name of the corporation is **HARBORVIEW HOMEOWNERS ASSOCIATION, INC.**, hereafter called the "Association". The corporation is a mutual benefit corporation.

SECOND

The period of duration of the Association is perpetual.

THIRD

The initial registered office of the Association in Missouri is located at 203 North Jefferson; P.O. Box 617; Kearney, Clay County, Missouri 64060, and the name of its initial registered agent at said address is Richard J. Herndon.

FOURTH

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots, Tracts, Living Units and Common Area within that certain tract of property described as:

All of Plat 3 Lots 1 - 68, Plat 4 Lots 1 - 17, Plat 5 Lots 1 - 57, Plat 6 Lots 1 - 53, Plat 7 Lots 1 - 60, Plat 8 Lots 1 - 58, Plat 9 Lots 1 - 20, Harborview, a subdivision of Clay County, Missouri.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions and the Amendment to Declaration creating Harborview Homeowners Association (hereinafter called the "Declaration" and "Amendment") applicable to the property and recorded or to be recorded in the Office of the Recorder of Deeds of Clay County, Missouri, and as the same may be amended from

time to time as therein provided, said Declaration and Amendment being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and Amendment, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided

that nay such merger, consolidation or annexation shall comply with the applicable requirements of said Declaration;

(g) enter into such contracts or other agreements as shall be necessary or appropriate to further the powers and purposes set forth in the Declaration; and

(h) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Missouri by law may now or hereafter have or exercise.

FIFTH

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Tract or Living Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, Tract or Living Unit which is subject to assessment by the Association.

SIXTH

The members of the Association shall be all Owners of the lots described herein as Harborview (Phases 3-9). Each member shall be entitled to one (1) vote for each Living Unit owned by that member, plus one (1) vote for each lot or Tract (whether improved or unimproved) owned by that member on which no Living Unit is located. However, there shall be no vote for any Living Unit, Lot or Tract for which any then-current or prior assessment has not been paid pursuant to said

Declaration and Amendment. When more than one person holds an interest in any Living Unit, Lot or Tract, all such persons shall be members, but only one vote shall be cast per Living Unit, Lot or Tract. The vote for such Living Unit, Lot or Tract shall be exercised as they determine, but in no event shall more than the number of votes described above be cast with respect to any Living Unit, Lot or Tract.

SEVENTH

The affairs of this Association shall be managed by a Board of Directors, unless otherwise provided in the Bylaws of the Association. Directors must be members of the Association. The name and address of the person who is to act in the capacity of Board of Directors until the selection of his successors is:

NAME	ADDRESS
Craig A. Porter	18806 North 92 Highway P.O. Box 136 Kearney, MO 64060

So long as Craig A. Porter shall own one or more lots of the property described in ARTICLE FOURTH herein, he shall be entitled to appoint all members of the Board of Directors. At such time as Craig A. Porter shall cease to be an owner of any of the property as described in ARTICLE FOURTH herein, then effective as of the next annual meeting of members, his term as Director shall expire and Craig A. Porter shall appoint his successors.

The Association shall be operated by a Board of Directors, hereinafter referred to as "Board". The initial Board shall be Craig A. Porter, who shall serve for a term ending on December 31, 2003, or until his successors shall be named. In the event of Trustee's resignation, he shall appoint a Board comprised of five (5) Directors. In the event of Trustee's death or disability prior to the expiration of his term, his successors shall be named by the owners of a majority of the lots entitled to vote who shall select and appoint a Board comprised of five (5) Directors. The terms of such Board shall be three (3) years.

Successor Boards shall be elected for terms of three (3) years each.

EIGHTH

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend or repeal the Bylaws of the corporation.

NINTH

The Association may be dissolved in accordance with the laws of the State of Missouri as in effect at that time, including, without limitation, Sections 355.666 through 355.746, R.S.Mo. Upon dissolution of the Club, the assets shall be distributed pursuant to Missouri Revised Statutes Sections 355.666 through 355.746 or in accordance with the laws of the State of Missouri in effect at that time.

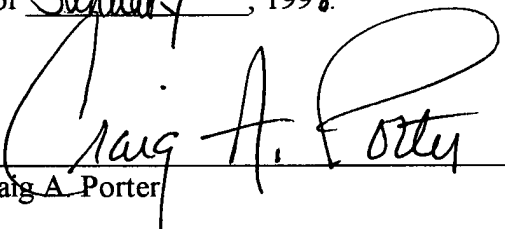
TENTH

The Association reserves the right to amend, alter, modify, change or repeal any provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on members directors and officers are subject to this reserved power. Amendment of these Articles shall require the consent of a majority of the entire Board of Directors.

ELEVENTH

The Association has members. Members are chosen as provided above in ARTICLE FIFTH and SIXTH.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Missouri, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 14th day of January, 1998.

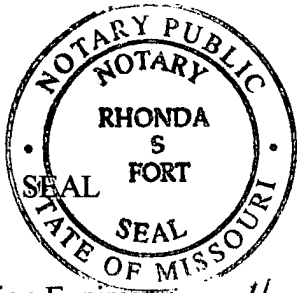


Craig A. Porter

STATE OF MISSOURI)
) ss.
COUNTY OF CLAY)

I, Rhonda S. Fort, a notary public, do hereby certify that on the 14th day of January, 1998, Craig A. Porter personally appeared before me and, being first duly sworn, by me acknowledged that he signed as his free act and deed the foregoing document in the respective capacity set forth therein and declared that the statements therein contained are true, to his best knowledge and belief.

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



Rhonda S. Fort
Notary Public

My Commission Expires 11-12-2000

Rhonda S. Fort
Notary Public, State of Missouri
County of Clay
My Commission Exp. 11/12/2000

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
JAN 16 1998

Rebecca McDowell Cook
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
HARBORVIEW HOMEOWNERS ASSOCIATION, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
16TH DAY OF JANUARY, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00