

ARTICLES OF INCORPORATION  
OF  
MEADOW RIDGE RECREATIONAL CORPORATION

We, the undersigned, being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a not-for-profit corporation under the provisions of The General Not for Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Meadow Ridge Recreational Corporation.

ARTICLE TWO

The purposes for which the corporation is organized are as follows:

(a) The corporation is organized and shall be operated exclusively for non-profit Ownership and Management purposes. The specific purposes for which the corporation is organized are: to own and manage certain real estate more particularly described on Exhibit A attached hereto and by reference incorporated herein together with improvements thereon and appurtenances thereto and such other real or personal property as the corporation may hereafter acquire, as or for use in, a

recreational facility for the benefit of the owners of lots in Meadow Ridge Subdivision in the County of St. Charles and the owners of lots or units in the Future Development site shown on the plat recorded in Plat Book 24 at Page 84, 85, and 86 of the office of the Recorder of Deeds for the County of St. Charles.

(b) The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, except that the corporation 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

### ARTICLE THREE

The duration of the corporation shall be perpetual.

### ARTICLE FOUR

The names and addresses of the incorporators are:

| <u>Name</u>              | <u>Address</u>                                       |
|--------------------------|--|
| Robert N. Whittaker, Sr. | 27 Lake Forest Dr.<br>Lake St. Louis, Missouri 63367 |
| Shirley J. Whittaker     | 27 Lake Forest Dr.<br>Lake St. Louis, Missouri 63367 |
| Robert N. Whittaker, Jr. | 6 Pershing Lane<br>St. Peters, Missouri 63376        |

### ARTICLE FIVE

The corporation shall have a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation except as otherwise provided in these Articles of Incorporation. The first board of directors shall consist of three (3) persons, who shall be vested with the power and authority to adopt the initial By-Laws and to supervise, control, direct and manage the property, affairs and activities of the corporation, and who shall hold office until their successors are duly elected and have commenced their terms of office, all as provided in

the By-Laws. At such time as the Meadow Ridge Condominium Association is formed, the directors shall be increased to six. Except as to the first board of directors, three directors must be members of the Board of Trustees of the Meadow Ridge Subdivision Association and three directors must be members of the Board of Managers of the Meadow Ridge Condominium Association. The rights, powers, and privileges of the directors shall be fixed in the By-Laws. The By-Laws of the corporation may, from time to time, be altered, amended, suspended or repealed, or new By-Laws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof, so long as not inconsistent with the provisions of these Articles.

The names and addresses of the persons constituting the first board of directors are:

| <u>Name</u>              | <u>Address</u>  |
|--------------------------|---|
| Robert N. Whittaker, Sr. | 27 Lake Forest Circle<br>Lake St. Louis, Missouri 63367 |
| Shirley J. Whittaker     | 27 Lake Forest Circle<br>Lake St. Louis, Missouri 63367 |
| Robert N. Whittaker, Jr. | 6 Pershing Lane<br>St. Peters, Missouri 63376           |

#### ARTICLE SIX

Every owner of a lot in the Meadow Ridge Subdivision or of a unit in the Meadow Ridge Condominium shall become members of the corporation, subject, however, to such reasonable regulations, requirements and restrictions as the By-laws may

prescribe. Members shall have no voting rights except in order to approve capital expenditures by the corporation in excess of Ten Thousand Dollars (\$10,000.00).

#### ARTICLE SEVEN

The address of the initial registered office in the State of Missouri is 355-A Mid Rivers Drive, St. Peters, Missouri 63376. The name of the initial registered agent at said address is Robert N. Whittaker, Sr.

#### ARTICLE EIGHT

The corporation shall have all the powers of a not-for-profit corporation under The General Not for Profit Corporation Law of the State of Missouri and the following enumeration of powers shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation.

Without in any way limiting the generality of the foregoing powers, the corporation shall specifically have the following powers, to be exercised only to prosecute and further its non-profit purposes:

(a) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold,

use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary and proper for carrying on its legitimate affairs;

(b) to receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof;

(c) to sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;

(d) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations;

(e) to make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;

(f) to invest its funds, from time to time, in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

The corporation shall have the power to do any and all act or acts, thing or things, necessary to or incidental to the accomplishment of the purposes hereinbefore set forth, and generally to do any and all things not herein specifically enumerated which may tend to promote the purposes hereinbefore set forth, provided that such act or thing is permitted to corporations organized under the laws of the State of Missouri by The General Not for Profit Corporation Law of Missouri, and permitted under the Internal Revenue laws of the United States to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

#### ARTICLE NINE


In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the corporation remaining after the payment of the corporation's debts shall be conveyed or distributed only to such organization or organizations created and operated for non-profit purposes similar to those of the corporation as the board of directors may determine, provided that such organization or organizations qualify at that time as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

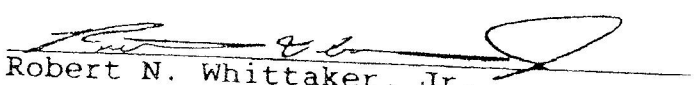
ARTICLE TEN

Any provision contained in these Articles may be altered, amended or repealed, or new provisions may be added, upon receiving the affirmative vote of a majority of the directors of the corporation; provided, however, that no such alteration, amendment or repeal of any such provision shall affect the disposition of property contributed to the corporation before such alteration, amendment or repeal, and any property contributed to the corporation before any such event shall be used and employed by the corporation only in accordance with the provisions and in furtherance of the purposes of the corporation as set forth in the Articles of Incorporation and By-Laws of the corporation in effect at the time such property was contributed.

IN WITNESS WHEREOF, we have hereunto set our hands on this 22 day of November, 1985.

  
\_\_\_\_\_  
Robert N. Whittaker, Sr.

  
\_\_\_\_\_  
Shirley J. Whittaker

  
\_\_\_\_\_  
Robert N. Whittaker, Jr.



STATE OF MISSOURI        )  
                                  ) SS.  
COUNTY OF ST. CHARLES)

I, the undersigned, a Notary Public, do hereby certify that on the 4th day of Nov., 1985, Robert N. Whittaker, Jr., Shirley J. Whittaker, and Robert N. Whittaker, Sr., personally appeared before me and being duly sworn by me acknowledged that they signed as their free act and deed the foregoing document in the capacity of incorporators and declared that the statements therein contained are true to the best of their knowledge and belief.

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

Joan M. Lerby  
Notary Public

My Commission Expires:

April 17, 1987

FILED AND CERTIFICATE OF  
INCCORPORATION ISSUED

DEC 2 1985

Ray D. Blunt