

DATE: 3 RD 5/19/94

CERTIFICATE OF INCORPORATION
HUNTERS BEND HOMEOWNERS' ASSOCIATION, INC.
(Not for Profit)

TO THE SECRETARY OF STATE OF STATE OF OKLAHOMA:

We, the undersigned incorporators:

<u>Name</u>	<u>Address</u>
Darrell G. Jenkins	9708 East 55th Place Tulsa, OK 74146
Joseph D. Harp	5649 South Mingo Road Tulsa, OK 74146
James H. Beale	6933 South 66th East Ave. Tulsa, OK 74133

FILED
MAY 19 1994
OKLAHOMA SECRETARY
OF STATE

do hereby associate ourselves for the purpose of forming a not for profit corporation pursuant to the provisions of the Oklahoma General Corporation Act.

ARTICLE I

The name of the corporation is Hunters Bend Homeowners' Association, Inc., hereinafter referred to as the "Association".

ARTICLE II

The address of the registered office of the Association and the name of the registered agent at such address are:

Joseph D. Harp
5649 South Mingo Road
Tulsa, OK 74146

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association is formed for purposes not involving pecuniary gain or profit, incidentally or otherwise, to the members

FILED
MAY 19 1994
OKLAHOMA SECRETARY
OF STATE

thereof, and shall have no capital stock. The purposes for which it is formed are to enhance and protect the value, desirability and attractiveness of the real property described as follows:

Lots 1 thru 14, Block 1; Lots 1 thru 10, Block 2; Lots 1 thru 16, Block 3; Lots 1 thru 5, Block 4; Lots 1 thru 15, Block 5; Lots 1 and 2, Block 6; Lots 1 thru 7, Block 7; Lots 1 and 2, Block 8 and Lots 1 thru 16, Block 9 (single family lots)

and

Reserve "A" and Reserve "C" (entry features)

and

Reserve "B" (storm water detention area)

All the above described single family lots and Reserve "A", Reserve "B", and Reserve "C" being located within Hunters Bend, an Addition in the City of Tulsa, County of Tulsa, Oklahoma, recorded as Plat No. 4971 in the records of the County Clerk of Tulsa County, Oklahoma (hereinafter referred to as "Hunters Bend" or as the "Property")

and

Any additional property as may hereafter be brought within the jurisdiction of the Association, the above described subdivision and properties subsequently annexed being hereinafter referred to as "Hunters Bend"

and to promote the health, safety, and welfare of the residents, owners, and tenants of lots within Hunters Bend, and for these purposes, to:

- (a) own, acquire, build, operate, and maintain landscaping, walls, fences, entryways, signs, stormwater detention facilities, and common areas, facilities and structures of any and all kinds for the use and benefit of the members of the Association;

- (b) exercise such powers pertaining to Hunters Bend, including architectural plan review, as may from time to time be vested in or granted to the Association;
- (c) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments made for acquisition, construction, maintenance, and operation of common facilities, 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;
- (d) 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;
- (e) borrow money, and with the assent of two-thirds (2/3rds) of each class of members, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (f) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Oklahoma General Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to assessment by the Association, including contract sellers, shall be a member of the Association; provided, however, 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 the lot which is subject to assessment

by the Association. Ownership of a lot which is subject to assessment by the Association shall be the sole qualification for membership.

ARTICLE V
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all the owners of lots subject by covenant of record to assessment by the Association, with the exception of Select Homesites, Inc. an Oklahoma corporation, and its successors and grantees, if such successors and grantees should acquire all of the lots within Hunters Bend then owned by Select Homesites, Inc., and the lots so acquired exceed ten (10) in number. Class A members shall be entitled to one vote for each lot owned. When more than one person holds an ownership interest in any one lot, all such persons shall be members, but shall have jointly only one vote for the lot, and that vote shall be exercised as they among themselves determine.

Class B. The Class B member shall be Select Homesites, Inc. and its successors and grantees, if such successor or grantee should acquire all of the lots within Hunters Bend then owned by Select Homesites, Inc., and the lots so acquired exceed ten (10) in number. The Class B member shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1996.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than

eleven (11) Directors who need not be members of the Association. The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Darrell G. Jenkins	9708 East 55th Place Tulsa, OK 74146
Joseph D. Harp	5649 South Mingo Road Tulsa, OK 74146
James H. Beale	6933 South 66th East Ave. Tulsa, OK 74133

who shall serve as Directors until the first annual meeting of the membership, or until their successors are elected. Five (5) Directors shall be elected at the first annual meeting of the membership. Subsequent change in the number of Directors shall be made by amendment to the By-Laws of the Association.

ARTICLE VII
NON LIABILITY OF DIRECTORS

To encourage participation of members or other persons as Directors of the Association, limitation of personal liability shall be established to the extent permitted by 18 O.S.A. § 866 and § 867 and the General Corporation Act as it now exists or may be later amended, and the limitations of liability shall be deemed to include the following:

- (a) No Director shall have personal liability to the Association or its members for monetary damages for breach of fiduciary duty as a Director, provided the foregoing shall not limit liability:
 - (i) for any breach of the Director's duty of loyalty to the Association;

- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - (iii) for any transaction for which the Director derived an improper personal benefit.
- (b) No Director shall be held personally liability for damages resulting from:
- (i) any negligent act or omission of an employee of the Association; or
 - (ii) any negligent act or omission of another Director;

provided however, the immunity set forth above shall not extend to intentional torts or grossly negligent acts or omissions.

ARTICLE VIII BY-LAWS

The Board of Directors shall have the power to adopt, amend, or repeal by-laws; provided, however, nothing herein shall divest the membership of the residual power to adopt, amend, or repeal by-laws.

ARTICLE IX ANNEXATION OF ADDITIONAL PROPERTIES

The Association may annex additional property provided however that the property is to be developed for residential purposes and it shall receive the assent of two-thirds (2/3rds) of each class of members.

ARTICLE X
MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for similar purposes; provided, however, such merger or consolidation shall require the assent of two-thirds (2/3rds) of each class of members.

ARTICLE XI
AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell, or transfer all or any part of its lands or any easement which it holds to any public agency, authority, or utility; provided, however, the transfer shall require the assent of two-thirds (2/3rds) of each class of members.

ARTICLE XII
DISSOLUTION

The Association may be dissolved by resolution approved by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted

to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII
DURATION

The corporation shall exist perpetually.

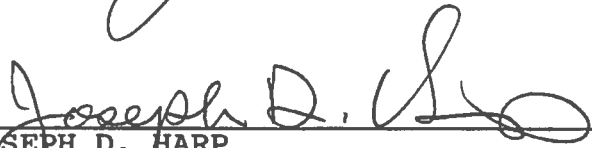
ARTICLE XIV
AMENDMENTS

Amendment of this Certificate of Incorporation shall require the assent of the holders of three-fourths (3/4ths) of the eligible votes of the combined Class A and Class B membership.

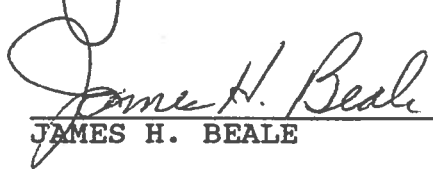
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Oklahoma, we, the undersigned, constituting the incorporators of this Association, have executed this Certificate of Incorporation this 12th day of MAY, 1994.



DARRELL G. JENKINS



JOSEPH D. HARP



JAMES H. BEALE

