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ARTICLES OF INCORPORATION
OF

GREENHILL VILLAGE NEIGHBORHOOD ASSOCIATION

To the Secretary of State of the State of Iowa:

The undersigned, acting as sole incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act under Chapter 504 of the 2005 Iowa Code, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation is GREENHILL VILLAGE NEIGHBORHOOD ASSOCIATION and it is incorporated under Chapter 504 of the 2005 Iowa Code.

ARTICLE II

Purpose and Powers

(a) The corporation is hereby formed for the purpose of providing an entity for ownership and maintenance of a pond located on Lot B, Greenhill Village First Addition in the City of Cedar Falls, Black Hawk County, Iowa, for maintenance of green spaces and common areas of the development, for the purpose of providing services to common areas and/or amenities erected for common use by members of the corporation, and for ownership and maintenance of other property of the corporation. Maintenance shall include, but not be limited to, mowing, watering, upkeep of any underground sprinkler systems, snow removal from common areas and maintenance of entry signs. In addition, the corporation shall have all powers and purposes granted or implied to a nonprofit corporation under Chapter 504 of the Iowa Code, and all of such powers shall likewise constitute lawful purposes of the corporation.

(b) In owning and maintaining property, the corporation may join with the management of any other corporation(s) owning and maintaining similar properties in securing or providing services or facilities common in whole or in part to both or all, and in discharging the expense thereof.

(c) The purposes of the corporation are not for private profit or gain and no part of the corporation's activities shall consist of carrying on political propaganda or otherwise attempting to influence legislation, and the corporation is expressly prohibited from making any distributions of income to its members, directors, or officers, although members, directors, or officers may be reimbursed for expenses incurred while conducting the affairs of the corporation. No dividends shall be paid to members at any time.

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ARTICLE III

Registered Office and Agent

The address of the initial registered office of the corporation is 1100 Old Marion Rd. NE, Cedar Rapids, IA 52402, and the name of its initial registered agent at such address is Darryl T. High.

ARTICLE IV

Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the people who are to serve as the initial directors are:

James M. Myers
6600 Westown Parkway, Ste. 220
West Des Moines, IA 50266

Darryl T. High
1100 Old Marion Rd. NE
Cedar Rapids, IA 52402

John D. Gamble
6600 Westown Parkway, Ste. 220
West Des Moines, IA 50266

The initial directors shall not be subject to removal unless their terms expire as provided in the Bylaws. Thereafter, a director may be removed from office at a special meeting of the members of the corporation in such manner as may be provided in the Bylaws.

ARTICLE V

Incorporator

The name and address of the incorporator is: Darryl T. High, 1100 Old Marion Rd. NE, Cedar Rapids, IA 52402.

ARTICLE VI

Bylaws

The initial Bylaws of the corporation shall be adopted by its initial Board of Directors; thereafter the power to alter, amend, or repeal the Bylaws or adopt new Bylaws is reserved to the members of the corporation.

ARTICLE VII

Members and Voting

Persons who from time to time own a lot, lots or a parcel established by a subdivision of a lot situated within Lots 1 through 35, Greenhill Village First Addition in the City of Cedar Falls, Black Hawk County, Iowa; Lots 1 through 12, Greenhill Village Second Addition in the City of Cedar Falls, Black Hawk County, Iowa; Lots 1 through 9, Greenhill Village Third Addition in the City of Cedar Falls, Black Hawk County, Iowa; Lots 1 through 28, and Lots 31 through 37, Greenhill Village Fourth Addition in the City of Cedar Falls, Black Hawk County, Iowa, or within future Greenhill Village subdivisions after such future subdivisions are platted, if so provided by the Restrictions contained in the Deeds of Dedication for such subdivisions, shall be members of the corporation for so long as such persons own such lot, lots or parcel. The rights and obligations of the members shall be governed by the provisions of the Bylaws to be adopted as provided in Article VI. The voting rights of the members shall be fixed, limited, enlarged, or denied to the extent specified in the Bylaws.

ARTICLE VIII

Distribution of Assets Upon Liquidation

In the event of liquidation, assets remaining for distribution, if any, shall be distributed to the members in accordance to their proportionate share of lot ownership, as determined by the Bylaws. Any such distribution shall not be deemed to be a dividend or distribution of income.

ARTICLE IX

Amendment

Article VI, VII, and VIII hereof shall be amended only by unanimous vote of all of the members of the corporation. Any other amendment to these Articles may be made as provided in Chapter 504 of the 2005 Code of Iowa and amendments thereto.

ARTICLE X

Personal Liability

The liability of a director of the corporation to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director is hereby eliminated to the fullest extent permitted by the Act, except liability for any of the following:

1. The amount of a financial benefit received by a director to which the director is not entitled;
2. An intentional infliction of harm on the corporation or the members;
3. A violation of Section 504.834 of the Act; or
4. An intentional violation of criminal law.

ARTICLE XI

Indemnification

The corporation may indemnify directors and officers of the corporation to the full extent permitted by the Act, except liability for any of the following:

1. Receipt of a financial benefit to which the person is not entitled;
2. An intentional infliction of harm on the corporation or its members;
3. A violation of section 504.834 of the Act; or
4. An intentional violation of criminal law.

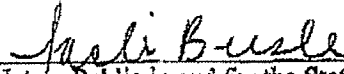
Executed and dated at Cedar Rapids, Iowa, this 27 day of February, 2006.



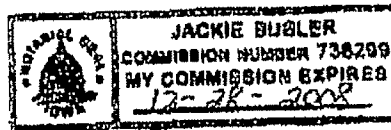
 Darryl T. High, Incorporator

STATE OF IOWA)
) ss.
 COUNTY OF LINN)

This document was acknowledged before me on this 27 day of February, 2006 by Darryl T. High.



 Notary Public in and for the State of Iowa



FILED
 IOWA
 SECRETARY OF STATE
 5-27-2006
 2:30 PM

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