

2167120

ARTICLES OF INCORPORATION
OF
THE HAMPTON PARK HOMES ASSOCIATION, INC.

0855 6-17-94
51-2000

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a natural person of the age of eighteen (18) years or more, for the purpose of forming a not for profit corporation under the General Corporation Code of Kansas, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is The Hampton Park Homes Association, Inc. (hereafter called the "Association").

SECOND: The address, including street and number of the initial registered office of the Association in the State of Kansas is 6900 College Boulevard, Suite 1020, Overland Park, Johnson County, Kansas 66211, and the name of its initial resident agent at such address is Edward S. Sloan.

THIRD: The name and address of the incorporator is: Virgil Bodine, 6400 W. 110th Street, Suite 250A, Overland Park, Kansas 66211.

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 District within that certain tract of property described as Hampton Park, a subdivision of land in the City of Overland Park, Johnson County, Kansas, and to promote the general health, safety and welfare of the residents within the Hampton Park subdivision and any additions thereto and subsequent phases as may 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 easements, covenants and Declaration of Restrictions to Hampton Park (the "Restrictions") dated November 23, 1993, and recorded in the office of the Register of Deeds of Johnson County, Kansas, on December 17, 1993, in Volume 4186, at Page 501, as the same may be amended from time to time as therein provided, said Restrictions and Declaration and amendments thereto being incorporated herein as if set forth in their entirety;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions and the Declaration; 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;

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(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 proper assent as provided in the Restrictions or Declaration, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; 3

(e) dedicate, sell or transfer all or any part of any Tract or Common Area (as those terms are defined in the Restrictions and the Declaration) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or annex additional residential property, Tracts or Common Areas (as those terms are defined in the Restrictions and the Declaration), provided that any such merger, consolidation or annexation shall be approved as provided in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Kansas General Corporation Code by law may now or hereafter have or exercise.

FIFTH: The association shall not have authority issue capital stock.

SIXTH: Membership shall consist of every person or entity who is a record owner of a fee or undivided fee interest in any "Lot", as that term is defined in the Restrictions and the Declaration or any amendments thereof. Voting rights of the members shall be established in accordance with the Declaration.

SEVENTH: The authorized number of directors of the Association shall be provided for in the Bylaws of the Association. The number of directors may be varied from time to time by the Board of Directors who shall be vested with the power to make, alter or repeal said Bylaws. The names and addresses of those individuals who shall serve as directors until the first annual meeting of the members or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Virgil Bodine	6400 W. 110th Street, Suite 250A Overland Park, Kansas 66211

EIGHTH: The term for which this Association is to exist is perpetual.

NINTH: The Association shall indemnify each and all of its directors and officer against all liabilities, costs, damages or expenses, including attorney fees, which may be imposed upon or actually and necessarily incurred by them, or any of them, or the estate of any of them, in connection with, arising out of or resulting from any claim, action, suit or proceeding in which they, or any of them, in the estate or legal representative of any of them, may be made parties, or a party, by reason of being or having been directors or officers, or by reason of any action alleged to have been taken or omitted by them or any of them, in either such capacity, except in relation to matters as to which any such director or officer or former director or officer or person shall be finally adjudged in such claim, action, suit or proceeding to be liable for conduct amounting to bad faith; and except that in the event of a settlement or compromise, as to which a majority of the disinterested directors of the Association, having first approved of such settlement or compromise, shall have determined that the director or officer or person involved was not guilty of conduct amounting to bad faith, and in making such determination the directors may rely conclusively upon the opinion of independent counsel selected by them for such purpose. If a quorum of the Board of Directors cannot be obtained by reason of the exclusion of all interested directors, or otherwise, the approval of said settlement or compromise and determination that the director, officer or person involved was not guilty of conduct amounting to bad faith, shall be made by a committee of three persons selected for that purpose by the directors of the Association at a duly called special meeting. The right to indemnification herein provided shall not be exclusive of any other rights to which such directors, officers or persons may be lawfully entitled.

TENTH: Directors of the Association shall not be personally liable to the Association for breach of fiduciary duty as a director, except as otherwise, required by the Kansas General Corporation Code then in effect.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 14 day of June, 1994.


Virgil Bodine

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

THE UNDERSIGNED, a Notary Public in and for the county and state aforesaid, does hereby certify that on the 16th day of June, 1994, Virgil Bodine personally appeared before me and being by me first duly sworn, acknowledged that said person is the person who signed the foregoing document as incorporator. 3

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal this 16th day of June, 1994.



Robin L. Linck
Notary Public

My commission expires:
August 17, 1997

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June 15, 1994

KANSAS SECRETARY OF STATE
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NEW CORPORATION
210920
TOTAL: 1

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SECRETARY OF STATE
KANSAS

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