

Certificate of Incorporation

ARTICLES-OF INCORPORATION

OF

THE WEDGEWOOD HOMEOWNERS ASSOCIATION, INC.

STATE OF OKLAHOMA)

) ss

COUNTY OF TULSA)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We the undersigned incorporators,

NAME ADDRESS CITY STATE

Gerald L. Kinion, Jr. Suite 606,

135 5200 S. Yale Ave. Tulsa, Oklahoma 74135

John R. Everly 1204 S. Poplar Ave. Broken Arrow, Oklahoma 74012

Michael J. Link" 1213 S. Oak Ave. Broken Arrow, Oklahoma 74012

being natural persons legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the laws of the State of Oklahoma, as contained in 18 O.S. 1971, SS 851-864, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

THE WEDGEWOOD HOMEOWNERS ASSOCIATION

ARTICLE II

The address of its registered office in the State of Oklahoma is Suite 606, 5200 South Yale Avenue, Tulsa, Oklahoma 74135, and the name of its registered agent is Gerald L. Kinion, Jr. at the same address.

ARTICLE III

The duration of the corporation is fifty (50) years.

ARTICLE IV

The corporation does not afford pecuniary gain, incidentally or otherwise, to its members. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the personal benefit of any member, director, or individual.

ARTICLE V

The purpose or purposes for which the corporation is formed and the objects to be carried on and promoted by it are as follows:

To provide for the development, maintenance, improvement and preservation for the property of the members of the corporation in Wedgewood II, Wedgewood III, and Wedgewood IV, Additions to the City of Broken Arrow, Tulsa County, Oklahoma, all of which is hereinafter referred to as "Properties."

To promote and develop the common good, health, safety and social welfare of the members of the corporation and all residents of the Properties.

To acquire, own, hold, exchange and dispose of any property, real, personal or mixed, being useful, necessary or convenient in connection with the purposes of this corporation, and to sell for cash, property and/or securities of any kind, or other things of value, any part or all of the property or assets of this corporation at any time acquired, owned or held by it, including the right to mortgage, pledge or otherwise encumber any part or all of the assets of this corporation to secure the payment of any of its obligations, but subject always to the laws of the State of Oklahoma.

To enter into, make, perform, carry out and discharge contracts of any and every kind, for any lawful purposes, without limit as to amount, with any person, firm, association, partnership or corporation, either public or private, and to guarantee the performance by other persons or entities of contracts and other obligations of any and every kind.

To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws and the rules and regulations of the corporation and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

To borrow money for any of the purposes of this corporation and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, either real or personal, whether at the time owned or thereafter acquired.

To do any and all things hereinabove set forth and, in addition, such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts or things are permitted to be done by corporations organized under the general laws of the State of Oklahoma.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article V shall not, unless otherwise specified herein, be limited or restricted by any other clause or paragraph hereof, but that the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and generally that the corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon nonprofit corporations of this kind by the laws of the State of Oklahoma, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by the laws of the State of Oklahoma now or hereafter in force. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c) of the Internal Revenue Code of 1954 under which the corporation chooses to qualify for exemption, as the same now exists or as it may be amended from time to time.

ARTICLE VI

Every person or entity ("Owner") who is a record owner of a fee simple title to any residential lot or parcel which is a part of the Properties shall be eligible for full voting membership in the corporation, if and when said owner elects to be, and pays dues for a Class A or Class B membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of a lot or parcel shall be the sole qualification for membership. Membership shall include no more than one vote per structure,

ARTICLE VII

The corporation shall have three classes of membership. No owner is entitled to more than one vote, nor may any Owner hold more than one type of membership. The classes of membership shall define the voting rights and the rights of use and enjoyment in the property of the corporation of each member. Rights in the homeowners group shall entitle the member to the use and enjoyment of all real property owned by the corporation excluding the swimming pool. Rights in the swimming pool group shall entitle the member to the use and enjoyment of only the swimming pool owned by the corporation. The classes of membership, attendant voting rights, and rights of use and enjoyment in the property of the corporation are as follows:

Class A Members. Class A members shall be all Owners who have paid current membership dues designated for rights in the homeowners group only, and who have not applied nor paid dues for rights in the swimming pool group. If an owner desires use of the swimming pool, he must properly apply for and pay the additional designated dues for a Class B membership Class A members are entitled to vote in all matters concerning the corporation.

Class B Members. Class B members shall be all Owners who have paid current membership dues designated for rights in the swimming pool group as well as the homeowners group. Class B members are entitled to vote in all corporation matters.

Class C Members. Class C members shall be all owners who have paid current membership dues for rights in the pool group only, and who do not pay dues for rights in the homeowners group. It is understood that inasmuch as Class C members participate in the pool group only, and do not pay dues for the homeowners group as a whole, they are not entitled to voting rights in the corporation.

ARTICLE VIII

The number of directors to serve until the first annual meeting of the members shall be seven (7), who shall be and constitute the initial Board of Directors of the corporation and serve as such until their successors are duly elected and qualify, as provided in the By-laws of the corporation to be hereafter adopted. The Board of Directors to be elected for future terms of office shall consist of not less than three (3) nor more than ten (10) members, as may be provided by the By-Laws of the corporation. The Board of Directors shall have authority to adopt, alter, or repeal the By-Laws of the corporation, subject to the power of the members to alter or repeal such By-Laws; provided, however, that the Board of Directors shall not adopt or alter any By-Law fixing the number, qualifications, classifications or terms of office of directors. The enumeration in this Article of certain powers and authority expressly conferred on the Board of Directors of this corporation shall not be construed as a restriction on or limitation of other powers, and the Board of Directors of this corporation shall exercise all power and authority authorized to be exercised by boards of directors of nonprofit corporations organized under the laws of State of Oklahoma, in the absence of any restriction or limitation thereon in the Articles of Incorporation, and any additional powers and authority which may be reasonably necessary or convenient in connection therewith, in addition to the powers expressly

enumerated herein. Nothing herein shall limit the power of the initial Board of Directors to adopt the initial By-Laws of the corporation, which shall remain effective until legally amended or repealed at a membership meeting duly called for the specific purpose of amending or repealing the By-Laws.

ARTICLE IX

The names and addresses of the persons who shall constitute the initial Board of Directors and who shall serve until the first annual meeting, to be held on the second Tuesday in April 1978, are:

Name Address

Gerald L. Kinion, Jr. Suite 606, 5200 S. Yale Ave.

Tulsa, Oklahoma 74135

John R. Everly 1204 S. Poplar Ave.

Broken Arrow, Oklahoma 74012

Michael J. Link 1213 S. Oak Ave.

Broken Arrow, Oklahoma 74012

Roger L. Goding, Jr. 1512 W. Nashville St.

Broken Arrow, Oklahoma 74012

Roger W. Novotny 2005 W. Oak Ridge St.

Broken Arrow, Oklahoma 74012

Sylvia A. Schoenewe 1212 S. Sycamore Ct.

Broken Arrow, Oklahoma 74012

Floyd G. Hatfield 1925 W. Oak Ridge St.

Broken Arrow, Oklahoma 74012

ARTICLE X

The corporation may, to the fullest extent allowed by Oklahoma law, provide for the indemnification of any person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, incurred by him in any threatened, pending or completed action, suit or proceeding (including appeals), whether civil, criminal, administrative or investigative, if such action, suit or proceeding arose by reason of the fact that he is or was a director, officer, employee or agent of the corporation or, if he is or was serving at the request of the corporation as a director, officer, employee or agent, of another corporation, partnership, joint venture, trust or other enterprise. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions hereof.

ARTICLE XI

In the event of the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within the intentment of Section 501(c) of the Internal Revenue Code of 1954 as the same now exists or as it may be amended from time to time.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

DATED at Broken Arrow, Oklahoma, this 31st day of May 1977.

Gerald L. Kinion Jr.

John R. Everly

Michael J. Link

STATE OF OKLAHOMA)

) ss.

COUNTY OF TULSA)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this 31st day of May, 1977 personally appeared Gerald L. Kinion, Jr., John R. Everly and Michael J. Link to me known to be the identical persons who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

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

Elizabeth L. Beach

Notary Public

My commission expires:

November 24, 1978

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