

OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION

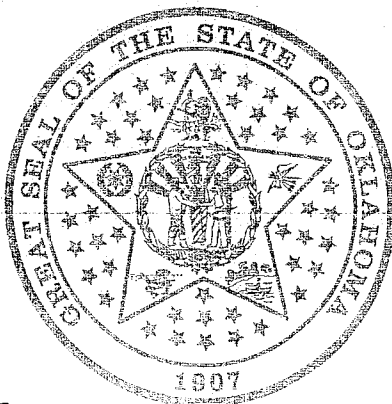
WHEREAS, the *Certificate of Incorporation of*

**SHANNONDALE SOUTH COMMUNITY ASSOCIATION**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.*



Filed in the City of Oklahoma City this 6th  
day of June, 2002.

*Mike Hunter*

Secretary of State

By: *[Signature]*

CERTIFICATE OF INCORPORATION  
SHANNONDALE SOUTH COMMUNITY ASSOCIATION  
(Not for Profit)

**FILED**  
JUN - 6 2002  
OKLAHOMA SECRETARY  
OF STATE

TO THE SECRETARY OF STATE OF STATE OF OKLAHOMA:

We, the undersigned, for the purpose of forming an Oklahoma not for profit corporation under the provisions of Title 18, Section 1001, do hereby execute the following certificate of incorporation.

ARTICLE I  
CORPORATE NAME

The name of the corporation is SHANNONDALE SOUTH COMMUNITY ASSOCIATION, INC. hereinafter referred to as the "Association".

ARTICLE II  
REGISTERED AGENT

The name of the registered agent and the street address of the registered office in the State of Oklahoma is G. Dwight Claxton, 5407 S. Lewis Ave., Tulsa, Tulsa County, Oklahoma 74105.

ARTICLE III  
DURATION

The duration of the corporation is perpetual.

ARTICLE IV  
DEFINITIONS

The terms "Association", "Common Area", "Declarant", "Owner" and "Property" as used in these Articles of Association shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions relating to the Shannondale South Community Association dated July 15, 1996, and recorded in Book 6760 at pages 0165-0181 in the office of the County Clerk of Tulsa County, Oklahoma (the "Declaration").

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement,

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maintenance, operation and repair of the Common Areas located in the Property, including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas, including any improvements and amenities located thereon; (vi) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association (by action of its Directors unless otherwise noted in these Articles of Association in the Declaration) shall have full power 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 the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicated for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;
- (d) borrow money and, with the assent of seventy-five percent (75%) of the votes of each class of members of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of seventy-five (75%) of the votes of each class of the members; and
- (g) have and to exercise any and all powers, rights and privileges which an incorporated association organized under the Corporation Law of the State of Oklahoma by law may now or hereafter have or exercise.

## ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within Shannondale South 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 VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members: but, for purposes of a quorum, they shall be treated as a single member. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Members(s) shall be Declarant and shall be entitled to three (3) 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 the fifth(5) anniversary of the date of the Declaration.

Provided, however, the Class B Membership shall be revived (and Declarant shall again be entitled to three (3) votes for each Lot owned by Declarant) during any periods of time occurring before the fifth (5<sup>th</sup>) anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by Declarant exist which, when added to the other Lots then owned by Declarant, would result in Declarant having more than 50% of the votes of the Association were Declarant to have three (3) votes for each Lot owned by Declarant instead of only a single vote for each Lot owned by Declarant.

## ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment

of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

G. Dwight Claxton  
5407 S. Lewis Ave  
Tulsa, Oklahoma 74105

Jeffrey H. Claxton  
5407 S. Lewis Ave.  
Tulsa, Oklahoma 74105

Douglas L. Mobley  
5407 S. Lewis Ave.  
Tulsa, Oklahoma 74105

These Directors (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

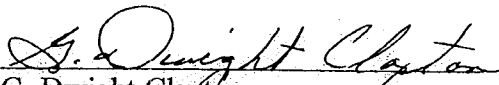
#### ARTICLE IX DISSOLUTION

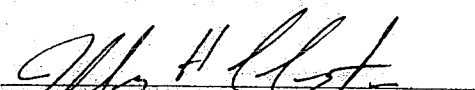
The Association may be dissolved with the assent given in writing by the City of Bixby and signed by the holders of not less than ninety percent (90%) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

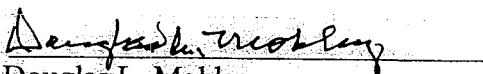
#### ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of the holders of seventy-five percent (75%) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article X to the contrary notwithstanding, Declarant shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Articles of Association all as from time to time amended or supplemented. This unilateral right, power and authority of the Company may be exercised if and only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto approve the Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

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 23<sup>rd</sup> day of May, 2002.

  
G. Dwight Claxton

  
Jeffrey H. Claxton

  
Douglas L. Mobley

STATE OF OKLAHOMA )  
                                          ) ss.  
COUNTY OF TULSA    )

This instrument was acknowledged before me this 23<sup>rd</sup> day of May, 2002, by G. Dwight Claxton, Jeffrey H. Claxton and Douglas L. Mobley.

  
Notary Public

My Commission Expires October 22, 2002

