

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AUTUMN GLEN OWNERS ASSOCIATION**

(A Not-For-Profit Corporation)

(The Corporation was originally incorporated by
Articles of Incorporation filed with the
Kansas Secretary of State on April 20, 2018)

IT IS HEREBY CERTIFIED that the following Amended and Restated Articles of Incorporation, which restate, integrate, and amend the Articles of Incorporation of Autumn Glen Owners Association (the "Corporation") as originally filed, were duly set forth, proposed, approved, and declared advisable by a resolution duly adopted by the Corporation's Board of Directors at a meeting duly called, convened, and held on _____, 2020, and were thereafter duly approved and adopted by the Members of the Corporation, all in accordance with the provisions of K.S.A. § 17-6605 and amendments thereto, and the General Corporation Code of the State of Kansas, and that these Amended and Restated Articles of Incorporation constitute all of the Articles of Incorporation of the Corporation and do hereby supersede the Corporation's Articles of Incorporation as originally filed.

FIRST: The name of this corporation is Autumn Glen Owners Association ("Corporation").

SECOND: The address of the Corporation's registered office in the State of Kansas is 500 N. Main, Suite 150, Newton, Kansas 67114. The name of its registered agent at such address is Autumn Glen Owners Association.

THIRD: This Corporation is not organized for profit, and the primary purpose of this Corporation shall be to provide for the acquisition, construction, management, maintenance, and care of the "Common Area" within the "Addition" (as those terms are defined in the Declaration of Covenants, Conditions, and Restrictions of Autumn Glen Addition, dated March 26, 2002, and recorded with the Harvey County, Kansas, Register of Deeds on March 27, 2002, in Misc. Book 376, Page 195, as amended by the First Amendment to Declaration of Covenants, Conditions, and Restrictions of Autumn Glen Addition, dated August 6, 2010, and recorded with the Harvey County, Kansas, Register of Deeds on August 6, 2010 in Misc. Book 419, Page 947, as amended by the Second Amendment to Declaration of Covenants, Conditions, and Restrictions of Autumn Glen Addition, dated August 5, 2014, and recorded with the Harvey County, Kansas, Register of Deeds on August 8, 2014 in Misc. Book 446, Page 426, and as may be further amended from time to time (collectively the "Declaration"), and within any other property as may hereafter be brought within the jurisdiction of the Corporation, and to apply and enforce the terms of the Declaration and the Bylaws, and to exercise such powers as set forth in the Declaration and the Bylaws. In furtherance of the foregoing primary purpose, this Corporation shall have the following additional purposes and powers:

- a. To provide for architectural control and to promote the health, safety, and welfare of the Members (defined in the Declaration), residents, tenants, occupants and

invitees within the Addition and any additional property as may hereafter be brought within the jurisdiction of this Corporation;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

c. To fix, levy, collect, and enforce payment by any lawful means, 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 business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

d. To 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 Corporation;

e. To borrow money, mortgage, pledge, grant security interests in, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

f. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes, and subject to such conditions as may be agreed to by the Members;

g. To have and exercise any and all powers, rights, and privileges which a corporation organized under the Kansas General Corporation Code as a not-for-profit corporation may now or hereafter have or exercise; and

h. To engage in any act or activity which is in furtherance of the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD above, and except that net earnings shall inure to the benefit of Members, directors, officers, and other private persons by the provision for management, maintenance, and care of Corporation property and by rebates of excess membership dues, fees, or assessments.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

FIFTH: This Corporation shall not have authority to issue capital stock, and all voting powers normally vested in stockholders shall be vested in the Members of this Corporation.

SIXTH: There shall be one class of voting membership. Members shall be entitled to votes as set forth in the Declaration.

SEVENTH: The name and mailing address of the Corporation's incorporator is:

Autumn Glen, LLC
Attn: Ronald J. Harder
500 Main Place
Newton, Kansas 67114

EIGHTH: The affairs of the Corporation shall be managed and conducted by a Board of Directors ("Board") consisting of one (1) or more members who need not be Members of the Corporation, the exact number to be fixed and determined by the Board, with full authority in the Board to vary said number at any time and from time to time.

NINTH: The power to make, adopt, alter, amend, or repeal this Corporation's Bylaws, in whole or in part, at any time and from time to time, shall be as set forth in the Bylaws. The Board shall also have full power and authority to manage this Corporation, and any and all of its assets, properties, businesses, and affairs, including the right to elect such officers and assistant officers, and to designate and appoint such agents and employees as the Board deems advisable and to allow them suitable compensation, and shall have any and all other and additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, which are expressly or impliedly granted to or invested in them by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified.

TENTH: This Corporation shall have perpetual existence.

ELEVENTH: These Articles of Incorporation may be amended in the following manner:

a. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

b. A resolution adopting a proposed amendment may be proposed by either the Board or by the Members of the Master Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at, or prior to, the meeting. Such approvals must be by at least three-fourths (3/4) of the entire membership of the Board and by at least three-fourths (3/4) of the voting power of all the Members (provided, however, that any Member may in an express writing abstain from any vote on a proposed amendment to these Articles of Incorporation, in which case the votes allocated to such Member will not be included in the calculation of the votes required for approval).

c. A copy of each amendment shall be certified by the president or secretary of the Master Association as having been duly adopted, shall be filed with the Kansas Secretary of State, and shall be effective as of the date filed with the Kansas Secretary of State.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ____ day of _____, 2020, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.

of

_____, President

Autumn Glen Owners Association, a Kansas
corporation

ATTEST:

_____, Secretary of
Autumn Glen Owners Association, a Kansas
corporation