

**ARTICLES OF INCORPORATION
OF THE WINGHAVEN RESIDENTIAL
OWNERS ASSOCIATION, INC.**

Article 1. Name. The name of the corporation is The Winghaven Residential Owners Association, Inc. (the "Association").

Article 2. Principal Office. The initial principal office of the Association is:

[ADDRESS]

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Applicable Statute. The corporation is organized pursuant to the provisions of the Missouri Nonprofit Corporation Code.

Article 5. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Winghaven Residential Property ("Declaration"), recorded or to be recorded in the Public Records of St. Charles County, Missouri, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the Owners (as such term is defined in the Declaration) in the development.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Missouri in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, Covenant to Share Costs, or contract has a right or duty to provide such services;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association pursuant to the terms thereof; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental municipal services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 5.

Article 6. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the Owner of a Unit (as such capitalized terms are defined in the Declaration) subject to the Declaration is a member and shall be entitled to vote as set forth herein and in the Declaration and the By-Laws.

Article 7. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors.

The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

[NAMES OF DIRECTORS]

The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 8. Indemnification of Directors. To the extent consistent with the Missouri Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers and directors as required by the Declaration and By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 9. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the board of directors, the affirmative vote of Voting Members representing not less than two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists. In addition, so long as there is a Class "B" membership, the prior approval of the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans Affairs shall be required, if either such agency is insuring or guaranteeing the Mortgage on any Unit.

In the event of dissolution, liquidation, or winding up of the Association, subject to the Declaration, the Association's assets shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

Article 10. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the board of directors, the affirmative vote of Voting Members representing not less than two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists. In addition, so long as there is a Class "B" membership, the prior approval of the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans Affairs shall be required, if either such agency is insuring or guaranteeing the Mortgage on any Unit.

Article 11. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors, the affirmative vote of Voting Members representing not less than two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists. In addition, so long as there is a Class "B" membership, the prior approval of the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans

Affairs shall be required, if either such agency is insuring or guaranteeing the Mortgage on any Unit. However, no Voting Members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, as such requirements may exist from time to time, which amendments may be adopted by the board of directors.

Article 12. VA/HUD Approval. So long as the Class "B" membership exists, the following actions shall require the prior approval of the U.S. Department of Veterans Affairs ("VA"), so long as the Residential Property is approved by the VA for the guaranteeing of Mortgages in the Residential Property, and the U.S. Department of Housing and Urban Development ("HUD"), so long as the Residential Property is approved by HUD for the insuring of Mortgages in the Residential Property: annexation of additional property to the Residential Property, except for annexation by Declarant in accordance with Section 9.1 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers, consolidations, or dissolution of the Association; mortgaging of Common Area (as such term is defined in the Declaration); dedication of Common Area to any public entity; and amendment of these Articles of Incorporation.

Article 13. Incorporator. The name and address of the incorporator is as follows:

.....
.....
.....
.....

Article 13. Registered Agent and Office. The initial registered office of the Corporation is _____, and the initial registered agent at such address is _____.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the ____ day of _____, 19____.

Incorporator