

COPY

**ARTICLES OF INCORPORATION**  
**OF**  
**WESTBANK TOWNHOMES ASSOCIATION, INC.**

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation is Westbank Townhomes Association, Inc.

ARTICLE SECOND

The location of its registered office in this state is 4828 Rockridge Court, Manhattan, Kansas 66503. The resident agent at this address is Leo Dreiling.

ARTICLE THIRD

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To provide for the acquisition, construction, management, maintenance and care of the Association property, including all real and personal property owned in common by the organization and/or its members, all roadways, parklands, sidewalks, street lights, and all property owned privately by the members of the organization to the extent such property affects the overall appearance or structure of the residential units which make up this community. The corporation



shall also perform such administrative functions as shall be necessary to protect and enforce the restrictions on the lots in the Westbank Townhomes Community.

2. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(A) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in §528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(B) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(C) No compensation or payment shall ever be paid or made to any member,



officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

3. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



ARTICLE FOURTH

The corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the bylaws.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE SIXTH

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. 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 Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE SEVENTH

The term for which this corporation is to exist is perpetual.



ARTICLE EIGHTH

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in ARTICLE THIRD hereof.

ARTICLE NINTH

The name and residence of incorporator is:

Westbank Development Corp  
3003 Anderson Ave., Suite 957  
Manhattan, Kansas 66503

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment to the bylaws.

ARTICLE ELEVENTH

The names and residence of persons who are to serve as directors until their successors are elected and qualified are as follows:

Leo Dreiling  
4828 Rockridge Court  
Manhattan, Kansas 66503

Carolyn Dreiling  
4828 Rockridge Court  
Manhattan, Kansas 66503



ARTICLE TWELFTH

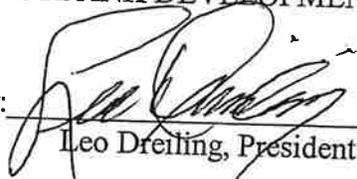
The power to adopt, amend and repeal the bylaws of this corporation shall reside in the Board of Directors of this corporation.

ARTICLE THIRTEENTH

The corporation shall maintain general liability insurance in such amount as shall be determined by the directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. 60-3601.

IN TESTIMONY WHEREOF, I have hereunto set my name this 25th day of November, 2003.

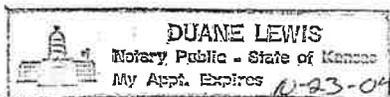
WESTBANK DEVELOPMENT CORP.

By:  PRES  
Leo Dreiling, President

STATE OF KANSAS, COUNTY OF RILEY, ss:

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who is personally known to me to be the same person who executed the foregoing instrument in writing, and duly acknowledged the execution of same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of November, 2003.



  
Notary Public

My appointment expires: Oct 23, 2004

I hereby certify this to be a true and correct copy of the original on file.  
Certified on this date: 12/1/03  
Ron Thornburgh, Secretary of State

