

ARTICLES OF INCORPORATION
OF
COUNTRY CLUB OWNERS ASSOCIATION

The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Iowa Nonprofit Corporation Act, under Chapter 504A of the Code of Iowa, adopts the following Articles of Incorporation for such condominium.

ARTICLE I

The Corporation shall be known as COUNTRY CLUE OWNERS ASSOCIATION and its principal offices shall be located in Clive, Polk County, Iowa.

ARTICLE II

The existence of the Corporation shall commence with the date these Articles are filed with the Secretary of State, and the period of its duration is perpetual.

ARTICLE III

- A. The purpose and objectives of the Corporation are to provide an entity to own, operate and maintain certain real property situated in Clive, Polk County, Iowa, more particularly described on Exhibit A attached hereto, for and on behalf of the owners of certain real property situated in Clive, Polk County, Iowa described on Exhibit B attached hereto.
- B. The purposes of the Corporation are exclusively not for private profit or gain and no part of its activities shall consist of carrying on political propaganda or otherwise attempting to influence legislation, and the Corporation shall make no distribution of income to its members, directors or officers.
- C. The Corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful businesses for which corporations may be organized under this Act and consistent with the provisions herein.

ARTICLE IV

The address of the initial registered office of the Corporation is 3501 Westown Parkway, West Des Moines, Iowa 50265, and the name of its initial registered agent at such address is William C. Knapp, II.

ARTICLE V

The members of this Corporation shall be those persons described as members in the Bylaws of the Corporation and as specified in the Master Declaration of Covenants For Country Club dated September 22, 1988, and recorded in Book

5966, Page 35 of the records of Polk County Recorder (hereinafter referred to as “Declaration”). The voting rights of the members shall be as provided in the Declaration and the Bylaws of the Corporation. Notwithstanding any provision of the Declaration or Bylaws to the contrary, the City of Clive shall be deemed to be a member of the Association for the sole and limited purpose of voting on a resolution recommending the corporation be dissolved voluntarily or involuntarily. For this limited purpose, the City of Clive shall be deemed to have 51% of the votes of the membership. The Corporation shall have no right to voluntarily or involuntarily dissolve or liquidate without the prior written consent of the City of Clive, Iowa.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is six (6). The name and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
William C. Knapp	3501 Westown Parkway West Des Moines, IA
Paul R. Knapp	3501 Westown Parkway West Des Moines, IA
Mark Haviland	3501 Westown Parkway West Des Moines, IA
R. Michael Knapp	3501 Westown Parkway West Des Moines, IA
William C. Knapp, II	3501 Westown Parkway West Des Moines, IA
Daryl Neumann	3501 Westown Parkway West Des Moines, IA

The terms of office of the initial Board of Directors shall be until successor Directors shall have been elected and shall have qualified. Until the terms of the initial Board of Directors expire, they shall be subject to removal only by Iowa Realty Co., Inc. as provided in the Declaration and Bylaws. Thereafter, a Director may be removed from office at a special meeting of the members of the Corporation in such manner as may be provided in the Bylaws. Persons other than members of the Corporation may be members of the Board of Directors.

ARTICLE VII

The initial Bylaws of the Corporation and amendments thereto shall be adopted by its initial Board of Directors, but the power to

thereafter alter, amend or repeal the same or adopt new Bylaws is reserved to the members of the Corporation, subject to the restrictions contained in the initial Bylaws and amendments thereto.

ARTICLE VIII

In the event of liquidation, assets of the Corporation, if any remain, shall be distributed to the members in accordance with their proportionate share of votes in the affairs of the Corporation as determined by the Bylaws.

ARTICLE IX

All transfers, conveyances, leases, mortgages or assignments of real estate or of any interest therein shall be executed by any two of the following officers: President or Vice president and Secretary or Treasurer. All transfers, conveyances, leases or encumbrances of personal property or any interest therein shall be executed by any officer of the Corporation or any agent authorized by the Board or Directors. All judgments or other liens shall be satisfied, discharged, released or assigned by any officer of the Corporation.

ARTICLE X

Neither the members, the Board of Directors, nor their private property shall be liable for corporate debts, obligations or undertakings.

ARTICLE XI

This Corporation shall indemnify any present or former director, officer, employee, member or volunteer of this Corporation, and each such person who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member or volunteer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.

ARTICLE XII

The name and address of the incorporator is William C. Knapp, II, 3501 Westown Parkway, West Des Moines, Iowa 50265.

Dated at Des Moines, Iowa, this 7 day of October, 1988.

/s/ William C. Knapp, II
William C. Knapp, II

STATE OF IOWA)

ss.

COUNTY OF POLK)

On this 7 day of October, 1988, before me, a Notary public in and for the State of Iowa, personally, appeared William C. Knapp, II, to me known to be the person named in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same as his voluntary act and deed.

[SEAL]

/s/Gerald D. Neugent
NOTARY PUBLIC IN AND FOR SAID
COUNTY AND STATE

EXHIBIT A

Outlet A in Country Club Plat 1, an Official Plat, Clive, Polk County, Iowa

EXHIBIT B

Outlots B, C, D, E, F and G in Country Club Plat 1, an Official Plat, Clive, Polk County, Iowa

Office of the Secretary of State
Des Moines, Iowa

This instrument recorded in Book _____, Page Oct 14 1988
Expires perp. . Cert No C105130 Receipt No. _____
Filed by William Wimer atty. 222 Equitable Bldg. Des Moines, IA 50309
Filing Fee \$20.00 Recording Fee _____ /s/Elaine Baxter Secretary of State