



Arkansas Secretary of State Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

All Corporate records on file for

**LONGHILLS VILLAGE PROPERTY OWNERS
ASSOCIATION**

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 12th day of August 2005.

Charlie Daniels

Charlie Daniels
Secretary of State

By: *Sue Stiles*
sue.stiles

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STATE OF ARKANSAS - OFFICE OF SECRETARY OF STATE

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
BY: *[Signature]*

OF

LONGHILLS VILLAGE PROPERTY OWNERS ASSOCIATION

In compliance with the requirements of the State of Arkansas, the undersigned, all of whom are residents of Saline County, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the Arkansas Non-Profit Act (Act 1147 of 1993) and do hereby certify:

ARTICLE I

The name of the corporation is Longhills Village Property Owners Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1306 Military Road, Benton, Arkansas 72015.

ARTICLE III

Dan Moudy, whose address is 1306 Military Road, Benton, Arkansas 72015, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Longhills Village, an Addition to the City of Benton, Saline County, Arkansas.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this

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Association for this purpose to:

(a) exercise all of the powers and privileges and to form all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declarant", applicable to Circuit Clerk and Recorder of Saline County, Arkansas and as the same may be amended from time to time as therein provided, said Declarant being incorporated herein as if set forth at length;

(b) 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 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, dedicate for public use otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, 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 for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Arkansas by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Member shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

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ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote 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 member(s) shall be Declarant, and shall be entitled to three (3) votes for each Lot owned by the Declarant (as defined in the Declaration). The Class B membership shall cease on the happening of either of the following events, whichever occurs earlier:

- (a) when all lots are sold by Declarant, or
- (b) on December 31, 2010.

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 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:

<u>Name</u>	<u>Address</u>
Dan Moudy	1306 Military Road, Benton, Arkansas 72015
Mike Duke	1306 Military Road, Benton, Arkansas 72015
Marie Duke	1306 Military Road, Benton, Arkansas 72015

The original members of the Board shall serve for a term of three years from date after which time, at the first annual meeting the members shall elect two (2) directors for a term of one year and one director for a term of two years; and at each annual meeting thereafter the members shall elect two directors for a term of three years.

ARTICLE VII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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WITNESS my hand and seal as such Notary Public on this 14th day of July, 1999.

Adelaide G. Hamm
Notary Public

My Commission Expires:

January 12, 2000

ACKNOWLEDGEMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

I hereby acknowledge and accept the appointment as Registered Agent for and on behalf of Longhills Village Property Owners Association, this 14th day of July, 1999.

Dan Moudy
Dan Moudy