

ARTICLES OF INCORPORATION OF
COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the Corporation is **COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION**, hereafter called the "Association" which shall be a Missouri Nonprofit Corporation under Chapter 355, RSMo formed as a mutual benefit corporation for its members.

ARTICLE II

The registered office of the Association is located at Attn: Adam Toth, 1802 Mondavi, Columbia, Missouri 65201.

ARTICLE III

Sherry A. Mariea, whose address is 310 Monroe Street, Jefferson City, Cole County, Missouri 65101., is hereby appointed the registered agent of the Association.

ARTICLE IV

The names and addresses of the incorporators are as follows:

Name	Address
Adam Toth	1802 Mondavi Columbia, Missouri 65201

ARTICLE V

The terms "common area," "Developer," "residential lots," and "owner" as used in these Articles of Incorporation shall have the meanings set forth in the First Amended Declaration of Covenants, Conditions and Restrictions relating to **The Vineyards** subdivision dated April 4, 2007 and recorded May 2, 2007, under Document No. 2007010652 in Book 3136 at Page 101 in the office of the Recorder of Deeds for Boone County, Columbia, Missouri (the "Declaration").

ARTICLE VI
PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the common area in accordance with the Declaration; (ii) the establishment of rules and



regulations for the use of the common area including any improvements and amenities located on the common area; (iii) the distribution among the owners of the costs of the use, improvement, maintenance and repair of the common area including any improvements and amenities located on the common area; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents and owners of the residential lots. In furtherance of these purposes, the Association (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as provided in the Declaration, the Declaration being incorporated in these Articles by reference as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the Declaration; to pay all expenses in connection with the Declaration and all office and other expenses incident to the conduct of the affairs 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 or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;

(d) borrow money and, with the assent and agreement of the same parties as would be required for amendment of these Articles, mortgage, pledge, convey by deed of 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 subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent and agreement of the same parties as would be required for amendment of these Articles; and

(g) have and to exercise any and all powers, rights and privileges which a nonstock corporation organized under The General Not for Profit Corporation Law of the State of Missouri by law may now or hereafter have or exercise.

ARTICLE VII

Every owner of a residential lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial directors, the first Board of Directors shall consist of three (3) Directors as set forth below. Hereafter the Directors shall be elected by the members of the Association who shall be entitled to one vote for each residential lot owned for the election of the Board of Directors. When more than one person holds an interest in any residential lot, all such persons shall be members and shall have one vote for such lot which shall be exercisable as the owners of the residential lot may determine but in no event more than one vote be case with respect to any residential lot. The initial Board shall have one Director serving a three (3) year term, one Director serving a two (2) year term and one Director serving a one (1) year term. Each year one new Director shall be appointed or elected so as to maintain a total membership on the Board of three (3). The names of the persons who are to act in the capacity of Directors until the selection of their successors as described herein are:

Matt Jost
Adam Toth
Ashley Kramer

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the written declaration and agreement given in writing and signed by any assignee of the rights of the Developer, if any, pursuant to the Declaration, and the owners of two-thirds (2/3) of the residential lots (including annexation lots) subject to the Declaration.

ARTICLE X
PERPETUAL EXISTENCE

The Association shall exist perpetually.

ARTICLE XI
AMENDMENT

Amendment of these Articles shall require the written declaration and agreement of both (a) the Developer or the assignee of the rights of the Developer pursuant to the Declaration, and (b) the owners of two-thirds (2/3) of the residential lots (including annexation lots) subject to the Declaration; provided however, after either the Developer or the assignee of the rights of the Developer cease to own any of the residential lots subject to the provisions of the Declaration, the Articles may be amended upon the written consent of the owners of two-thirds (2/3) of the residential lots (including annexation lots) subject to the Declaration.

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION
N01194860

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
9th day of January, 2012.

Robin Carnahan

Secretary of State

