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**ARTICLES OF INCORPORATION
OF
HILLSBORO 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 corporation,

ARTICLE I

The Corporation shall be known as HILLSBORO OWNERS ASSOCIATION and its principal office shall be located in Des Moines, Polk County, Iowa.

ARTICLE II

The existence of this 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 objective of the Corporation is to provide an entity to act as a "Homeowners Association" to conduct the business and affairs of, and to act as or for, the owners of Hillsboro, to be located on the real estate situated in Polk County, Iowa described as follows:

Lots 40-65 of Hillsboro Plat 1, an Official Plat, now included in and forming a part of the City Des Moines, Polk County, Iowa.

- B. The Corporation shall have all powers and purposes as are granted or implied by the Declaration of Covenants, Conditions and Restrictions and all of such powers shall constitute lawful purposes of the Corporation.
- C. 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.
- D. 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 3301 106th Circle, Urbandale, IA 50322, and the name of its initial registered agent at such address is Gerald D. Grubb.

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ARTICLE V

The members of this Corporation shall be those persons described as members in the Bylaws of the Corporation. The voting rights of the members shall be as provided in the Declaration of Covenants and the Bylaws of the Corporation.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the person who is to serve as the initial director is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Gerāld D. Grubb | 3301 106 th Circle Urbandale, Iowa 50322 |

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, he shall be subject to removal only as provided in the Declaration of Covenants 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 and the restrictions contained in the Declaration of Covenants.

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 the undivided interests in the common elements then existing, as determined by the Declaration of Covenants and the Bylaws.

ARTICLE IX

All transfers, conveyances, leases, mortgages or assignments of real estate or of any interest therein shall be executed by any one of the following officers: President, Vice President, 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.

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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 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

Any purported amendment to these Articles of Incorporation in conflict with or contrary to the provisions of the Declaration of Covenants, including supplements and amendments thereto, shall be void and of no force and effect.

ARTICLE XIII

The name and address of the incorporator is Gerald D. Grubb, Inc., 3301 106th Circle, Urbandale, Iowa 50322.

Dated at Des Moines, Iowa, this 20 day of February, 2002.

GERALD D. GRUBB, INC.

By: 
Gerald D. Grubb


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STATE OF IOWA)
) SS:
COUNTY OF POLK)

On this 28 day of February, 2002, before me a Notary Public in and for said county, personally appeared Gerald D. Grubb, to me personally known, who being by me duly sworn did say that he is the President of said corporation, that no seal has been procured by the said corporation and that said instrument was signed on behalf of the said corporation by authority of its board of directors and the said Gerald D. Grubb acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.



Brent Kouba
Notary Public in and for the State of Iowa

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