

ARTICLES OF INCORPORATION

OF

SOUTH POINTE HOMEOWNERS ASSOCIATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Revised Iowa Nonprofit Corporation Act, Iowa Code Chapter 504, adopt the following Articles for such corporation:

Article I
Name

The name of the Corporation is SOUTH POINTE HOMEOWNERS ASSOCIATION.

Article II
Duration

The period of its duration is perpetual.

Article III
Purposes

The purposes for which this Corporation is organized is:

A. To own, acquire, build, operate, and maintain streets or common areas and other central or appurtenant installations for service utilized by its members and otherwise to carry out all activities as required under the Restrictive Covenants for SOUTH POINTE HOMEOWNERS ASSOCIATION, as amended and supplemented from time to time.

B. To fix and collect assessments or charges to be levied against the members to defray the "common expenses" as defined in the Bylaws of the Corporation, and to impose liens upon real property of the members to secure payment of such assessments and charges.

C. To do all things necessary or incidental to carry out the foregoing.

D. This Corporation does not contemplate pecuniary gain or profit to the members thereof.

Article IV
Board of Directors

The number of directors constituting the original board of directors is ____ (____) and the name

and address of the persons who are to serve as directors until the first annual meeting of the members of the Corporation or until successors are elected and qualified are:

The business of the Corporation shall be conducted by its Board of Directors, originally consisting of ____ (____) directors but ultimately consisting of not more than ____ (____) directors, who need not be members of the Corporation. The number of directors and the method of their election shall be provided for in the Bylaws.

No contract or other transaction between the Corporation and any other corporation or proprietorship and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of the Corporation are pecuniarily or otherwise interested in or directors of such corporation or proprietorship.

Article V
Registered Office and Agent

The name of the initial registered agent of the Corporation is _____, and the address of the registered office is _____.

Article VI
Incorporators

The name and address of the incorporators are:

Holly Lovell and Aaron Healey
600 Star Brewery Drive, Suite 300
Dubuque, IA 52001

Article VII
Limited Liability

A director, officer, employee, or volunteer of the Corporation is not liable for the

Corporation's debts or obligations, and a director, officer, employee, or volunteer is not personally liable in that capacity for a claim based upon an act or omission of the person when performed, and the discharge of person's duties, except for: a breach of the duty of loyalty to the Corporation; acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or transacting business from which the person derives an improper personal benefit.

Article VIII
Membership

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

Article IX
Voting Rights

Voting rights will be regulated by the Bylaws of the Corporation.

Article X
Dissolution

The Corporation may be dissolved with assent given in writing and signed by no fewer than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, trust, or other organization to be devoted to such similar purposes.

Dated this ____ day of _____, 2017.

Holly Lovell

Aaron Healey

STATE OF IOWA)
COUNTY OF DUBUQUE) ss.

On this ____ day of _____, 2017, before the undersigned, a notary public in and for the State of Iowa, personally appeared Holly Lovell and Aaron Healey, to me known to be the persons named in and who executed the foregoing as their voluntary act and deed.

Notary Public in and for the State of Iowa