

OFFICE OF THE SECRETARY OF STATE



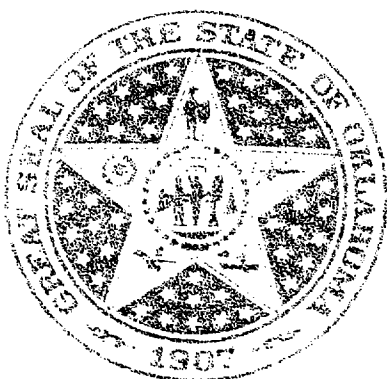
CERTIFICATE OF TRANSCRIPT

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office, of which it purports to be a copy, and that the same is a full, true and correct copy of:

CERTIFICATE OF INCORPORATION

OF

THE TIMBERBROOK HOME OWNERS ASSOCIATION, INC.

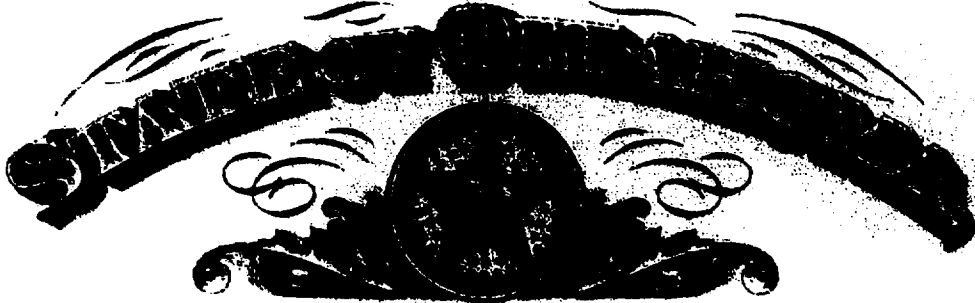


IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 12th day, of October, 2000.

Mae Hunter
Secretary of State

By: *Pat Coats*

OFFICE OF THE SECRETARY OF STATE



NON-PROFIT

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall come, Greetings:

WHEREAS, Articles of Incorporation duly signed and verified of

THE TIMBERBROOK HOME OWNERS ASSOCIATION, INC.

have been filed in the office of the Secretary of State on the 23 day of December A. D. 19 76, as provided by the Laws of the State of Oklahoma.

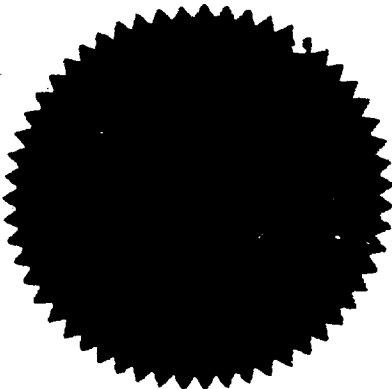
NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Done at the City of Oklahoma City, this 23 day of December A. D. 19 76

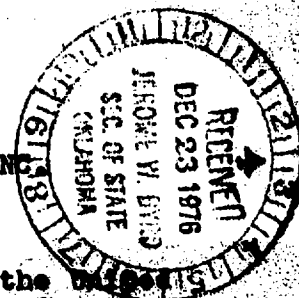
Jerome W. Byrd
Secretary of State

By: Wickie Lambree



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ARTICLES OF INCORPORATION
OF
THE TIMBERBROOK HOME OWNERS ASSOCIATION, INC.



The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Act of the State of Oklahoma, do hereby certify:

ARTICLE I: NAME: The name of this Corporation shall be "THE TIMBERBROOK HOME OWNERS ASSOCIATION, INC." *OR BE*

ARTICLE II: LOCATION: The place in this State where the principal office of the Corporation is to be located is 6400 Timberbrook Trail, Broken Arrow, Oklahoma, 74012. The registered agent and registered office of this Corporation shall be: Robert W. Beach, Timberbrook Home Owners Assoc., 6400 Timberbrook Trail, Broken Arrow, Oklahoma, 74012.
The duration of the corporation is 50 yrs.

ARTICLE III: PURPOSES: This Corporation is organized exclusively for pleasure, recreation and other non-profitable purposes and shall not afford pecuniary gain, incidentally or otherwise, to its members and no part of any net earnings shall inure to the benefit of any private shareholder. The specific purposes for which this Corporation is formed are, and the purposes of this Corporation are limited to, providing for the preservation of the values of the real estate brought within the jurisdiction of the Corporation from time to time, particularly the real estate located in Wagoner County, Oklahoma, comprising "TIMBERBROOK", including "TIMBERBROOK I", "TIMBERBROOK II", "TIMBERBROOK III", and additional lands annexed by the Declarant (located in the East Half of Section 5, Township 18 North, Range 15 East of the Indian Base and Meridian, Wagoner County, Oklahoma), all as described in the Declarations filed with the real estate records of Wagoner County identified as follows:

Declaration relating to Timberbrook I recorded September 28, 1973, in Book 424 at Page 438 et seq.;

Declaration relating to Timberbrook II recorded February 14, 1975, in Book 443 at Page 206 et seq.;

Declaration relating to Timberbrook III recorded February 14, 1975, in Book 443 at Page 226 et seq.;

all of said real estate and additions thereto being hereinafter referred to as "Timberbrook"; and to promote the health, safety, and welfare of the residents and commercial owners within Timberbrook and for these purposes to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declarations identified above and the related Certificates of Dedication, and as the same shall be amended from time to time said Declarations and related Certificates of Dedication being incorporated herein as if set forth at length;

(b) Own, acquire, build, operate and maintain recreational parks, playgrounds, swimming pools, private ways, private roads, private lanes, lakes, buildings, structures, and personal property incident thereto, hereinafter referred to as "The Common Properties and Facilities";

(c) Fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(d) Pursuant to the terms of the Declarations convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(e) Pursuant to the terms of the Declarations dedicate, sell or transfer all or any part of the Common Properties and Facilities to any public or private agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) Pursuant to the terms of the Declarations perform any and all other acts and do any and all things authorized thereby;

(g) Insofar as permitted by law, to do any other thing, that in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents and commercial owners of properties within Timberbrook, including, but not limited to, maintenance of public streets and roads; and

(h) Enforce any and all covenants, restrictions, and agreements applicable to Lots, structures, common areas, and other properties within Timberbrook.

ARTICLE IV: INCORPORATORS: The names and addresses of the persons who are the initial incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert W. Beach	22170 East 66th Court Broken Arrow, Oklahoma 74012
David H. Dillahunt	6635 South 218th East Avenue Broken Arrow, Oklahoma 74012
Gilbert H. Hicks	6620 South 218th East Avenue Broken Arrow, Oklahoma 74012

ARTICLE V: EARNINGS: No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and this Corporation shall not participate in, or intervent in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporations shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(7) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States internal revenue law, or; (b) by a corporation chartered under the Non-Profit Corporation Provisions of the Oklahoma Statutes.

ARTICLE VI: MEMBERSHIP: The membership of this Corporation shall be the same as the membership of the Association as described in the Declarations and for purposes of convenience are recited herein. The membership of the Corporation shall be limited to the record owner, whether one or more persons, or entities, of a fee simple title to any Lot situated upon the Properties, including contract sellers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, other than contract sellers. Membership shall be appurtenant to and may not be separated from ownership of any Lot situated upon the Properties. Ownership of such Lot shall be the sole qualification for membership.

The voting rights of the members shall be the same as the voting rights provided in the Declarations which, for convenience, are set forth herein. The Association shall have one class of voting membership:

Class A Class A members shall be all those persons or entities entitled to membership as defined in this Article with the exception of the Declarant. Class A members who own a Lot shall be entitled to two (2) votes for each such Lot in which they hold the

interest required for membership by this Article. Provided, however, when one or more person or entity holds such interest or interests in any Lot, although all of such persons or entities shall be members of the Association and the votes for such Lot shall be exercised as they, among themselves, may determine, in no event shall more than two (2) votes be cast with respect to any one Lot.

ARTICLE VII: AMENDMENTS: These Articles may be amended by a majority vote of the membership, subject to provisions of the Oklahoma Non-Profit Corporation Act.

ARTICLE VIII: DISSOLUTION: The Corporation may be dissolved only with the assent given by the members entitled to cast two-thirds (2/3) of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article IX hereof) shall be mailed to every member at least thirty (30) days in advance of any action taken. Dissolution shall not divest or diminish any right or title of any owner, as defined in the Declarations, vested in him under the Declarations applicable to the Properties unless made in accordance with the provisions of such Declaration and Deeds.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION: Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation Properties shall be effective to divest or diminish any right or title of any Owner as defined in the Declaration, vested in him under the Declaration and Deeds applicable to the Properties unless made in accordance with the provisions of such Declaration and Deeds.

ARTICLE X: BOARD OF DIRECTORS: The affairs of the Corporation shall be managed by a Board of Directors, consisting of at least four (4) in number. The number, qualifications, manner of election and term of office of the Directors shall be as provided in the Bylaws of the Corporation. The names and addresses of the persons constituting the initial Board of Directors, and the annual meeting to which their respective terms shall extend are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Ends</u>
Robert W. Beach	22170 East 66th Court Broken Arrow, OK 74012	12/31/76
David H. Dillahunt	6635 South 218th East Ave. Broken Arrow, OK 74012	12/31/76

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Gilbert H. Hicks

6620 South 218th East Ave. 12/31/76
Broken Arrow, OK 74012

Barbara L. Hicks

6620 South 218th East Ave. 12/31/76
Broken Arrow, OK 74012

Thereafter, Directors shall be elected for a term of one (1) year and until their respective successors are elected and qualified. Any vacancy occurring in the initial or any subsequent Board of Directors shall be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors. Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the Director for whose position he was elected to fill. The date of the annual meeting of Directors and members shall be as provided in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Oklahoma, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 21st day of December, 1976.

David H. Dillahunty

David H. Dillahunty

Barbara L. Hicks

Barbara L. Hicks

Gilbert H. Hicks

Gilbert H. Hicks

Robert W. Beach

Robert W. Beach

STATE OF OKLAHOMA)
) ss
COUNTY OF TULSA)

The foregoing instrument was acknowledged before me this 21st day of December, 1976, by DAVID H. DILLAHUNTY, BARBARA L. HICKS, GILBERT H. HICKS and ROBERT W. BEACH.

Sharon Ann Byrnes
Notary Public

My Commission Expires: My Commission Expires Sept. 20, 1980