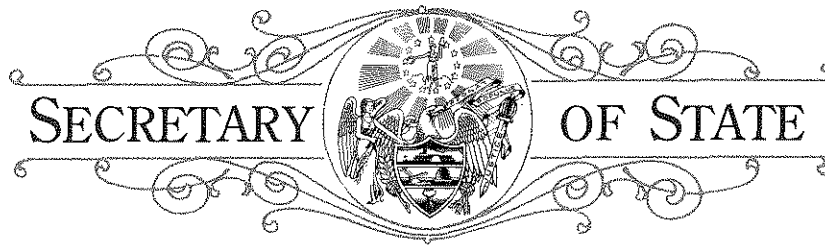


**STATE OF ARKANSAS**



**Mark Martin**

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Mark Martin, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

**Articles of Amendment With Restatement**

of

**COUNTRY CLUB OF ARKANSAS PROPERTY OWNERS  
ASSOCIATION #1**

changing the name to

**COUNTRY CLUB OF ARKANSAS PROPERTY OWNERS  
ASSOCIATION**

filed in this office  
August 15, 2012.



**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 15th day of August, 2012.

*Mark Martin*

Arkansas Secretary of State



**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
COUNTRY CLUB OF ARKANSAS PROPERTY OWNERS ASSN. #1  
A NON-PROFIT CORPORATION**

---

The undersigned, on behalf of the initial members and directors, all of whom are citizens of the United States and residents of Arkansas, being of full age, and having associated themselves for the purpose specified herein, and desiring that they be incorporated and a charter issued to them and their associates and successors pursuant to Act 1147 of the 1993 Arkansas General Assembly, as amended (Ark. Code Ann. § 4-33-101, et seq.), known as the Arkansas Nonprofit Corporation Act of 1993, do hereby certify:

1. Name. The name of the Corporation is Country Club of Arkansas Property Owners Association.

2. Duration. The period of duration is perpetual.

3. Purposes. This Corporation is a mutual benefit corporation. The purpose of this Corporation is to own, maintain, preserve and improve all general and limited common elements throughout the Country Club of Arkansas addition in the City of Maumelle, Pulaski County, Arkansas (hereinafter the "Addition") as designated on the plats thereof as follows:

- a. Amended and Restated Bill of Assurance for the Country Club of Arkansas Addition (Formerly Dogwood Addition P.R.D.) to the City of Maumelle, Arkansas; Instrument No. 98 005868, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas January 23, 1998;
- b. Bill of Assurance for Plat of Lots 1 Through 16 Village Way Addition, A Part of the Country Club of Arkansas Addition to the City of Maumelle, Arkansas; Instrument No. 2002183148, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas October 3, 2002;
- c. Bill of Assurance for Re-Plat of Lots 755 Through 857 Golf Course Tract "D" of the Country Club of Arkansas Addition to Lot 755R through 849R of Phase X-a, X-b, XI, and Part of VI-a Maumelle, Pulaski County, Arkansas; Instrument No. 2002196827, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas November 14, 2002;
- d. Bill of Assurance for Final Plat of Lots 1033 Through 1134 and Open Space Tracts A, B, C, D, and E of the Country Club of Arkansas Addition, Phase XII to the City of Maumelle, Arkansas; Instrument No. 2003054012, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas June 5, 2003;

- e. Bill of Assurance for Final Plat of Phase XIV-A Lots 900 Thru 913; 930 Thru 963; 973 Thru 1001; 1010 Thru 1032; and Open Space Tracts A, B, C, and D of the Country Club of Arkansas Addition to the City of Maumelle, Arkansas; Instrument No. 2003076730, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas July 31, 2003; and
- f. Bill of Assurance for Final Plat of Phase XIV-B Lots 914 Thru 929; 964 Thru 972; 1002 Thru 1009; of the Country Club of Arkansas Addition to the City of Maumelle, Arkansas; Instrument No. 2003120518, filed and recorded in the Office of the Circuit Clerk of Pulaski County, Arkansas November 25, 2003; and
- g. Amended Bill of Assurance for Plat of Lots 1135 Through 1189 Sologne Addition, Phase XVII, Country Club of Arkansas 'PRD' City of Maumelle, Pulaski County, Arkansas; Instrument No. 2007005602,
- h. Bills of Assurance of subsequently developed phases of Country Club of Arkansas Addition, City of Maumelle, Arkansas to the extent that the Bills of Assurance provide for the inclusion of the property in this association.

to continue to enforce all the restrictions, covenants and conditions contained in the ("Bills of Assurance"), which require property owners therein to be members of this Association, to maintain, preserve and improve all pathways, recreational facilities and other public areas throughout the Subdivision, to promote the health, safety and welfare of the residents of such Subdivision, to collect the annual maintenance charges and special assessments and to administer the Maintenance Fund as defined in the Amended Bill of Assurance. The Corporation is not intended to be, and shall not be, operated for profit.

The Corporation shall carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, associations, or corporations.

The Corporation shall carry on any activity and deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any other limitations as prescribed by law. However, no such activity shall be such as is not permitted by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 or any corresponding future provision of the Internal Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office. No part of the net earnings to this Corporation shall inure to the benefit of any member or provide individual benefit and no member, director, or officer of the Corporation shall receive any pecuniary benefit from

the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

4. Powers. As means of accomplishing the foregoing non-profit purposes, the Corporation shall have the following powers:

- a. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description, and wherever situation.
- b. To sell, exchange, convey, mortgage, lease, donate, transfer or otherwise dispose of, any such property, both real and personal, subject to such limitations as may be prescribed by law.
- c. To borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for any of the purposes of the Corporation and to secure the payments of any such obligation by mortgage, pledge, deed or other instrument.
- d. To own franchises and hold permits of every kind and character, and to do any and all acts or things permitted under Ark. Code Ann. § 4-33-302(1) through (18) (1993), as now constituted or hereafter amended, and to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth; or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation.
- e. This Corporation shall not authorize or issue any capital stock, being a non-profit corporation, and shall have such officers and directors subject to these Articles as may be provided for in the By-Laws.
- f. No part of the net earnings or income of this organization shall ever be paid to, or inure to or for the benefit of, any member or director.

5. Membership and Voting Rights. The Association shall have one class voting membership: Members shall be all those owners of property described in the subdivisions described herein. Members shall be entitled to one (1) vote for each Lot in which they hold an interest. When more than one person holds such interest or interests in any Lot all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

The owner or owners of each Lot shall be entitled to vote in person or by proxy. No proxy shall be voted after eleven months from its date unless such proxy provides for a longer period. The vote for directors of the Board, and, upon the demand of any property owner, the vote upon any question before the meeting, shall be by ballot. All elections shall be held and all questions decided by majority vote, except as otherwise provided by these Articles, the By-Laws and/or by the laws of the State of Arkansas.

6. Dissolution. Upon dissolution of this Corporation whenever and however occurring, the property, assets and business of the Corporation shall pass in undivided interests, and such part thereof in respect to each membership, to the persons who are at the time members, charges prorated with all debts and obligations of the Corporation.

7. Principal Office and Agent. The address of the Corporation's main office is Little Rock, Arkansas 72201, and the name of its registered agent at such address is Stephen L. Gershner.

8. Incorporator. The name and address of the incorporator is as follows:

Stephen L. Gershner  
724 Garland Street  
Little Rock, Arkansas 72201

9. Indemnifications.

- a. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- b. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expense (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- c. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- d. Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- e. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be

determined that he is entitled to be indemnified by the corporation as authorized in this section.

- f. The indemnification provided by this Article shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or property owners or disinterested directors of otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- g. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.
- h. The powers and duties of the corporation to indemnify any person under this Article shall apply with equal force whether an action, suit, or proceeding is threatened or commenced in this State or outside this State.

10. Initial Directors. The names and addresses of those persons who are to act as directors until the election of their successors, and who shall be subject to all of the provisions of the aforementioned Act relating to directors, and who shall constitute the number of directors of the Corporation until changed by the By-Laws are:

<u>Name</u>	<u>Address</u>
Kevin Corbell	123 Grenoble Circle Maumelle, AR 72113
Wayne Marrs	104 Fontainbleau Maumelle, AR 72113
Craig Conwell	111 Marseille Dr. Maumelle, AR 72113
Melanie Bradford	148 Marseille Dr. Maumelle, AR 72113

Anthony Cipriano

120 Bouriese  
Maumelle, AR 72113

Kim Gaunt

4 Auriel Ct  
Maumelle, AR 72113

Corey Danielle Harris

P.O. Box 13432  
Maumelle, AR 72113

David Hicks

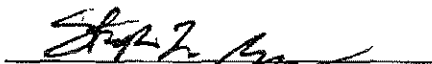
315 Corondelet  
Maumelle, AR 72113

Doreen Mattes

108 Limoges Ct  
Maumelle, AR 72113

Approval of members is not required, this amendment was authorized by sufficient vote of the initial board of directors identified in the Articles of Incorporation filed July 26, 2012.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day August, 2012.

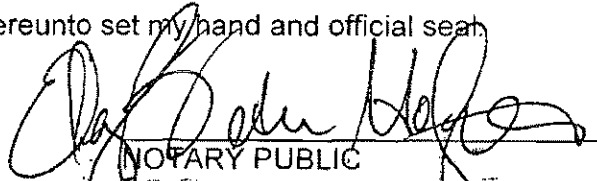
  
Stephen L. Gershner  
Incorporator

STATE OF ARKANSAS )  
  )  
COUNTY OF PULASKI )

**ACKNOWLEDGMENT**

On this 15<sup>th</sup> day of August, 2012, before me, the undersigned officer, personally appeared Stephen L. Gershner, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he had executed the same for the purpose therein contained.

IN WITNESS WEREFOR, I hereunto set my hand and official seal

  
NOTARY PUBLIC

