

ARTICLES OF INCORPORATION  
OF  
THE WOODLANDS OWNERS ASSOCIATION NO. 1

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 condominium.

ARTICLE I

The Corporation shall be known as THE WOODLANDS OWNERS ASSOCIATION NO. 1, and its principal offices shall be located in Clive, 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 objectives of the Corporation are to provide an entity to own, operate and maintain certain real property situated in Clive, Polk County, Iowa, more particularly described on Exhibit A attached hereto, for and on behalf of the owners of certain real property situated in Clive, Polk County, Iowa described on Exhibit B attached hereto.
- B. 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.
- C. 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 2000 Financial Center, Des Moines, Polk County, Iowa 50309, and the name of its initial registered agent at such address is Charles E. Harris.

## 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.

## 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 votes in the affairs of the Corporation as determined by the Bylaws.

## ARTICLE IX

All transfers, conveyances, leases, mortgages or assignments of real estate or of any interest therein shall be executed by any two of the following officers: President or Vice President and 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 of Directors. All judgments or other liens shall be satisfied, discharged, released or assigned by any officer of the Corporation.

## 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 a 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.

EXHIBIT A

An irregularly shaped Entrance Structure Easement over and across a portion of Outlot "W" in The Woodlands Plat No. 1, an Official Plat, Clive, Polk County, Iowa is described as follows;

Beginning at the Southeast Corner of Outlot "W" in The Woodlands Plat No. 1, an Official Plat, Clive, Polk County, Iowa; thence, N00°00'00"E along the East Line of said Outlot "W", a distance of 414.79 feet to the Point of Beginning; thence Continuing N00°00'00"E along the East Line of said Outlot "W", a distance of 49.88 feet; thence Northwesterly along a 25.00 foot radius to the left, a distance of 39.39 feet; thence, S89°43'10"W along the Northerly Line of said Outlot "W", a distance of 49.88 feet; thence, S00°00'00"E, a distance of 35.00 feet; thence, N89°43'10"E, a distance of 40.00 feet; thence, S00°00'00"E, a distance of 40.00 feet; thence, N89°43'10"E, a distance of 35.00 feet to the Point of Beginning.

and

An irregularly shaped Entrance Structure Easement over and across a portion of Outlot "X" in The Woodlands Plat No. 1, an Official Plat, Clive, Polk County, Iowa is described as follows;

Commencing at the Northeast Corner of Outlot "X" in The Woodlands Plat No. 1, an Official Plat, Clive, Polk County, Iowa; thence, S00°00'00"E, a distance of 236.14 feet to the Point of Beginning; thence Continuing S00°00'00"E, a distance of 50.12 feet; thence Southwesterly along a 25.00 foot radius curve to the right, a distance of 39.15 feet; thence, S89°43'10"W, a distance of 50.12 feet; thence, N00°00'00"E, a distance of 35.00 feet; thence, N89°43'10"E, a distance of 40.00 feet; thence, N00°00'00"E, a distance of 40.00; thence, N89°43'10"E, a distance of 35.00 feet to the Point of Beginning.

and

The entrance wall, lighting and landscaping on said easement area and the landscaping, flowers, shrubs, bushes, trees and lighting and sprinkler systems within the public street and public street right of way and boulevard known as Woodlands Parkway and Easements located within The Woodlans Plat No. 1 plat in Clive, Iowa and limestone mail box clusters and limestone street pillars and signs located within the public right of way of various streets at locations within said plat, all as shown by the site plan and construction drawings for said plat.