

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, Articles of Incorporation duly signed and verified of

KEYSTONE WEST LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

have been filed in the office of the Secretary of State on the 14th day  
of January A. D. 1972, as provided by the Laws of the  
State of Oklahoma.

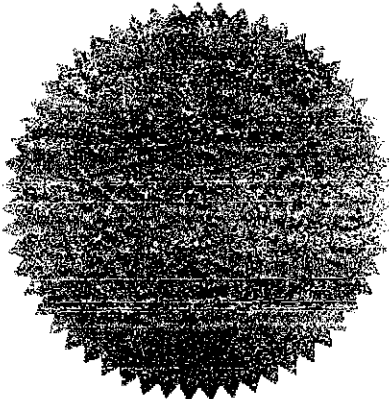
NOW THEREFORE, I, the undersigned, Secretary of State of the State of  
Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate  
of Incorporation.

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 14th  
day of January A. D. 1972

John Rogers  
Secretary of State

By: A. Leroy



420375



ARTICLES OF INCORPORATION  
OF

KEYSTONE WEST LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

TO THE SECRETARY OF STATE, STATE OF OKLAHOMA:

We, the undersigned directors, whose names and addresses are shown below, being persons legally competent to enter into contracts for the purpose of forming a corporation under the "Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

KEYSTONE WEST LAKE ESTATES PROPERTY OWNERS  
ASSOCIATION, INC.

ARTICLE II

The address of its registered office in the State of Oklahoma is: 328 West Kenosha, Broken Arrow, Oklahoma, and the name of its registered agent is: Andrew T. Dalton, Jr., 328 West Kenosha, Broken Arrow, Tulsa County, State of Oklahoma.

ARTICLE III

The duration of the corporation is fifty (50) years.

ARTICLE IV

The objects and purposes for which the corporation is formed are:

A. To promote the health, safety and welfare of the residents within Units I, II, III and IV of Keystone West Lake Estates Addition to Pawnee County, Oklahoma, according to the recorded plat thereof and such additions thereto as may hereafter be brought within the jurisdiction of this corporation.

B. To own, acquire, build, operate and maintain a recreation park, playgrounds, swimming pools, golf courses, commons, streets, footways including buildings, structures, personal properties incident thereto, hereinafter referred to as a common properties and facilities; to arrange for the exterior maintenance for the lots and homes within the properties when required to provide and maintain the character, cleanliness or quality of the properties; provide, when the Board of Directors may in their discretion decide desirable, or necessary, for garbage and trash collections; provide which and to the extent the Board of Directors decide in their discretion is necessary, fire and police protection; maintain unkempt lands and trees; supplement municipal services; to fix assessments or charges to be levied against the properties; to enforce any and all covenants, restrictions and agreements applicable to the properties; to pay taxes, if any, on the common properties and facilities; and in so far 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 of the properties.

C. To lend and advance money, extend credit, take notes and open any kind and nature of legal evidence of indebtedness and collateral security in connection therewith; to raise or borrow money for any lawful purpose without limit and to grant collateral security therefor, alone or jointly with any other person, firm, association, partnership, company, corporation, or other legal entity and to make, execute, draw, accept, endorse, pledge, issue, sell or otherwise issue Promissory Notes, drafts, bills of exchange, bonds, or any other evidence of indebtedness whether they be negotiable or non-negotiable and to confer upon the holders of such obligations such powers, rights and privileges as the Board of Directors from time to time may deem advisable and such to be in accordance with the laws of the State of Oklahoma, or any other state in which this corporation is authorized to do business.

D. To purchase or otherwise acquire all or any portion of the property of, rights, good will, assets of any nature, and to undertake or assume the liabilities of any person, firm, association, partnership, company, corporation or other legal entity; to own or in any manner dispose of all or any part of the property so acquired; to conduct, co-operate or enter into any lawful arrangement with all or any portion of the business so acquired, and to exercise all the powers necessary or convenient for the management thereof; to make payment therefor in cash, bonds, or other valuable consideration;

and, to enter into partnerships, joint ventures or other legal entities as is necessary or convenient for the operation and management of this corporation consistent with applicable state laws.

E. The objects, purposes, and powers as herein set forth in this the Fourth Article of the Certificate of Incorporation, shall be regarded, except where otherwise expressed, as independent objects, purposes and powers and shall in no way be limited or restricted by reference to or inference from the terms of the clauses in any other article in this Certificate of Incorporation.

F. This corporation is formed exclusively for non-profit purposes for which a corporation may be formed under the Non-Profit Corporation Laws of the State of Oklahoma as not for pecuniary profit or financial gain. The corporation does not afford pecuniary gain, incidentally or otherwise, to its members. No part of the assets, income or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers, except to the extent permitted under the Non-Profit Corporation Laws of the State of Oklahoma. No member, director, officer, employee or representatives of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organizational contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or may hereafter be amended.

G. The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the corporation particularly set forth in Article Four hereof.

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to such non-profit corporation of like purpose or purposes as set forth in Article Four, as the directors of this corporation may select and designate; and in no event shall any of the

said assets or property, in the event of dissolution, thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose.

These foregoing objects, purposes and powers shall in no wise be deemed to exclude, limit, or restrict in any manner the general powers conferred on this corporation by the laws of the State of Oklahoma.

#### ARTICLE V

The number of Directors of this Corporation shall be specified in the By-Laws, and such number may from time to time be increased or decreased under the By-Laws or by Amendment, or change thereof, provided the number of directors of the corporation shall not be less than three. The number of directors to be elected at the first meeting of the members is three and cumulative voting shall not be authorized or permitted. Directors and officers need not be members. In case of vacancies in the Board of Directors, a majority of the members may elect directors to fill vacancies and to hold office until the next annual meeting.

#### ARTICLE VI

The directors shall have the power to adopt and approve the By-Laws.

#### ARTICLE VII

No act of this corporation nor any contract or other transaction between this corporation and any other corporation, partnership, or firm shall in any way be affected by the fact that any of the directors of this corporation are pecunarily or otherwise interested in, or are the directors or officers of such other corporation, partnership, or firm, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, provided that the interest or office of such director or director is disclosed or known to the Board of Directors of this corporation, or a majority thereof. Any director, individually, or any firm of which such director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation or a majority thereof.



CERTIFICATE TO BE FILLED OUT BY PRESIDING OFFICER

I hereby certify that the within named Directors were duly elected at a meeting held for said purpose at West Port, Oklahoma, on the 7th day of January, 1972.

J. L. Reed  
Presiding Officer

STATE OF OKLAHOMA )  
COUNTY OF Tulsa ) ss.

J. L. Reed, of lawful age, being first duly sworn, says:

That he is the presiding officer above named, that he has read the foregoing certificate and knows the contents thereof, and that the facts set forth therein are true, as he verily believes.

J. L. Reed  
Presiding Officer

Subscribed and sworn to before me this 10th day of January, 1972.

Linda L. Wagner  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
10-22-73