

OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT
CERTIFICATE OF INCORPORATION

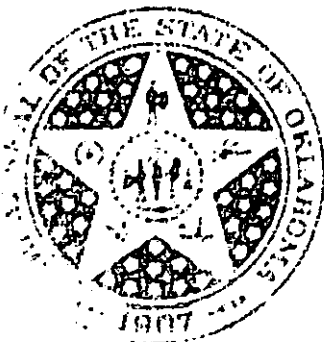
WHEREAS, the Certificate of Incorporation, executed and acknowledged by

THE CLAYTON POND HOMEOWNERS ASSOCIATION, INC.

has been filed in the office of the Secretary of State 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 evidencing such filing.

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



Filed in the City of Oklahoma City this 28th
day of JUNE 19 91

Dwight Kemmerer
Secretary of State

By: [Signature]

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CERTIFICATE OF INCORPORATION
(NOT FOR PROFIT)
THE CLAYTON POND HOMEOWNERS ASSOCIATION, INC.

FILED

JUN 28 1991

TO THE SECRETARY OF THE STATE OF OKLAHOMA:

OKLAHOMA SECRETARY
OF STATE

ARTICLE ONE

The name of the corporation is: THE CLAYTON POND HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO

The address of its registered office in the State of Oklahoma is 8137 East 46th Street, Tulsa, Oklahoma, and its registered agent is Richard G. Todd, his address being the same as the registered corporate office.

ARTICLE THREE

The duration of the corporation is: Perpetual.

ARTICLE FOUR

The specific purposes for which this non-profit corporation is formed are set out as follows:

- (a) To acquire ownership of the Entryway and Lot A, Block 1, Lot One (1), Lot Two (2), and Lot A, Block 2, Lot A, Block 3; and Lot A, Block 4, THE VILLAGE ON CLAYTON POND 1ST ADDITION, an Addition to the City of Edmond, Oklahoma County, State of Oklahoma, which are known as "Common Areas";
- (b) To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded in the office of the County Clerk of Oklahoma County, State of Oklahoma, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;
- (c) To fix, levy, collect and enforce payment by lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all

licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (d) To acquire by gift, purchase or otherwise own, hold, improve, build up, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (e) To borrow money and with the consent of two-thirds (2/3rds) of each class of members, mortgage, pledge, deed in trust, or hypothecate, any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members, agreeing to such dedication, sale or transfer;
- (g) To participate in mergers and consolidations with other non-profit corporations organized for the same purpose;
- (h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Oklahoma by law now or hereafter have or exercise.

ARTICLE FIVE

This corporation does not have authority to issue capital stock.

ARTICLE SIX

This corporation is not for profit, and as such, the corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE SEVEN

Every person or entity who is a record owner of a fee or undivided interest in any lots which is subject by covenants of record to the assessment of the Association, including contract sellers, shall be a member of the Association. 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 Association.

ARTICLE EIGHT

The conditions of membership of such corporation are as follows:

Every person or entity who is a member of this corporation shall be entitled to vote. Said shares or votes are distributed into two (2) classes of voting membership as described as follows:

Class A. Class A Members shall be all those owners of single-family residential lots with the exception of Declarant. Each Class A Member shall be entitled to one (1) vote for each lot in which he holds the interest required for membership by Article Five. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B Member(s) shall be Declarant. The Class B Member(s) shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article Seven. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A membership equal the total votes outstanding in Class B Membership; or
- b. On November 1, 2004.

ARTICLE NINE

The number of Directors to be elected at the first meeting is three (3), who are to act in the capacity of Directors for one (1) year.

ARTICLE TEN

The name and mailing address of each person who will serve as director are:

Richard G. Todd, 8137 East 46th Street, Tulsa, OK 74147
Paul Wilson, 6116 N.W. 63rd, Oklahoma City, OK 73132
C. Duane Potter, 8137 East 46th Street, Tulsa, OK 74147

ARTICLE ELEVEN

The name and mailing address of each incorporator who are persons legally competent to enter into contracts are as follows:

Elizabeth S. Wilson, 17 East 1st, Edmond, Oklahoma
Patty Dailey, 17 East 1st, Edmond, Oklahoma
Barry T. Rice, 17 East 1st, Edmond, Oklahoma

ARTICLE TWELVE

This corporation is not organized for pecuniary gain or profit, nor shall it have any power to declare dividends, and no part of its 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 the carrying out of the purpose or purposes of the corporation particularly set forth in Article Four hereof.

ARTICLE THIRTEEN

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE FOURTEEN

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

WE, THE UNDERSIGNED, for the purpose of forming a not for profit corporation under the laws of the State of Oklahoma, certify that the facts herein stated are true, and have accordingly hereunto set our hands this 29th day of , 1991.

Elizabeth S. Wilson
Patty Dailey
Barry T. Rice