

ARTICLES OF INCORPORATION

OF

**BENT TREE OF ROGERS COMMUNITY ASSOCIATION, INC.
An Arkansas Nonprofit Corporation**

TO THE SECRETARY OF STATE OF THE STATE OF ARKANSAS:

The following incorporator, at the address provided below:

<u>Name</u>	<u>Address</u>
Louis R. Winski Investments, Inc.	10623 West Drive Lowell, Arkansas 72745

for the purpose of forming a nonprofit corporation under the Arkansas Nonprofit Corporation Act of 1993, being Act 1147 of 1993 of the State of Arkansas, hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name of the Corporation**

The name of the corporation is:

“Bent Tree of Rogers Community Association, Inc.”

**ARTICLE II
Registered Office and Registered Agent**

The name and street address of the registered agent of this corporation in the State of Arkansas and the address of the initial registered office of this corporation in the State of Arkansas which is the same as the address of its registered agent, are:

Stephen J. Miller
Harrington, Miller, Neihouse & Krug, P.A.
113 East Emma
Springdale, Arkansas 72764

**ARTICLE III
Term of Existence**

The term of this nonprofit corporation shall be perpetual.

ARTICLE IV
Type of Nonprofit Corporation

This corporation is a mutual benefit corporation as defined by the Arkansas Nonprofit Corporation Act of 1993.

ARTICLE V
Purposes of the Corporation

The nature of the business and the object and purposes for which this nonprofit corporation is organized and which it proposes to transact, promote or carry on, shall be:

5.1 To engage in the following activities: The operation of a property owners association for Bent Tree of Rogers Addition in Rogers, Benton County, Arkansas, as per Plat of said Addition on file in the Office of the Circuit Clerk and Recorder of Benton County, Arkansas (the "Addition") to (a) maintain and administer all common areas, properties and facilities of the Addition; (b) administer and enforce the covenants, conditions and restrictions contained in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens on and for Bent Tree of Rogers Addition (the "Declaration"); (c) establish, collect and disburse the assessments and charges created in the Declaration; and to engage in any and all other general activities connected therewith or in any way incidental thereto; and to conduct and engage in any other activity or enterprise not contrary to the laws of the State of Arkansas.

5.2 To exercise such additional powers as may be necessary, appropriate or desirable for the accomplishment or attainment of any of the foregoing objectives or purposes, alone or jointly, with any person or entity, and to have and to exercise all of the powers conferred by the laws of the State of Arkansas upon nonprofit corporations and enumerated in Ark. Code Ann. §4-33-302, as such laws are now in effect or may at any time hereafter be amended.

5.3 The foregoing statement of objectives, purposes and powers shall not be limited or restricted by any reference to or inference from the terms or provisions of this or any other article of these Articles of Incorporation, but shall each be regarded as independent objectives, purposes and powers, and the enumeration of specific objectives, purposes and powers shall not be construed to limit or restrict in any manner (a) the corporation's ability to engage in any lawful activity or (b) the meaning of general terms or the general powers of this corporation now or hereafter conferred by the laws of the State of Arkansas.

ARTICLE VI
Membership

This nonprofit corporation shall have two (2) classes of members, Class A members and Class B members, who shall all be owners of Lots in the Addition. Every person who is now or hereafter becomes a record owner of a fee or an undivided fee interest in any Lot in the Addition shall automatically become a member of this corporation. Membership in the corporation shall

be appurtenant to and may not be separated from ownership of any Lot in the Addition. Ownership of such Lot shall be the sole qualification for membership in the corporation. The corporation may, but shall not be required to, issue certificates evidencing membership therein. The admission of members, the members' rights and obligations, and the meetings and voting rights of members shall be as specified in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens on and for Bent Tree of Rogers Addition, and the bylaws of this corporation.

ARTICLE VII Board of Directors

The nonprofit corporation shall have a board of directors which shall manage the affairs of the corporation. Further, all corporate powers shall be exercised by or under the authority of the board of directors. The board of directors shall consist of three (3) individuals at all times, subject to change as provided in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens on and for Bent Tree of Rogers Addition, and the bylaws of this corporation. All other provisions regarding the board of directors shall be as specified in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens on and for Bent Tree of Rogers Addition, and the corporation's bylaws.

ARTICLE VIII Distribution of Assets on Dissolution

In the event of dissolution of this nonprofit corporation all of the assets of the corporation shall be liquidated and distributed in accordance with the Arkansas Nonprofit Corporation Act of 1993.

ARTICLE IX Management of the Corporation

The following, together with any other such provisions provided in the bylaws of this nonprofit corporation, shall constitute provisions for the regulation of internal affairs of this nonprofit corporation:

9.1 Bylaws: The bylaws for the governing of this nonprofit corporation shall be adopted by the incorporator. The bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with the laws of this state, the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens on and for Bent Tree of Rogers Addition, or these articles of incorporation.

9.2 Amendments: These articles of incorporation and the corporation's bylaws may only be amended, altered, repealed, or readopted by the Class B member, until such time as the Class B membership ceases and is converted to a Class A membership. Thereafter, the articles of incorporation and the corporation's bylaws may be amended, altered, repealed, or readopted

as provided by the laws of this state, unless otherwise provided in the Declaration, or the corporation's bylaws.

9.3 Cumulative Voting: No member of this corporation shall have the right to cumulate his or her votes.

9.4 Definitions: All words and terms used in these articles of incorporation and defined in the Declaration shall have the meanings given to them in said Declaration.

9.5 Mandatory Indemnification: Every person who is or was a director of the corporation or an officer of the corporation (who is not a director) and who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which said person was a party because he or she is or was a director or an officer of the corporation, shall be indemnified by the corporation against the reasonable expenses actually incurred by said person in connection with the proceeding.

9.6 Director, Officer and Employee Indemnification: The corporation may indemnify any director and any officer, employee or agent of the corporation who is not a director of the corporation, who is made a party to a proceeding because the individual is or was a director, or an officer, employee or agent of the corporation who is not a director, to the fullest extent permitted by the Arkansas Nonprofit Corporation Act of 1993 as it now exists or may hereafter be amended. Further, the corporation may advance expenses to a director and an officer, employee or agent of the corporation who is not a director, to the fullest extent permitted by the Arkansas Nonprofit Corporation Act of 1993 as it now exists or may hereafter be amended.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Arkansas, certify that the facts herein stated are true, and have accordingly hereunto set my hand this ___ day of _____, 2001.

INCORPORATOR:

Louis R. Winski Investments, Inc.
a Texas Corporation

By:

Louis R. Winski, President