

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Certificate of Incorporation of,

RIDGE POINTE 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 14TH
day of JULY, 1995.*



Sam Cole

Secretary of State

By:

Betty Gauer

FILED

JUL 14 1995

OKLA. SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
RIDGE POINTE HOMEOWNERS ASSOCIATION
(Not for Profit)

TO THE SECRETARY OF STATE OF STATE OF OKLAHOMA:

We, the undersigned incorporators:

<u>Name</u>	<u>Address</u>
Danny R. Brumble	4211 East 97th Street, Suite 110 Tulsa, OK 74137
Richard Dodson	5938 East 106th Street Tulsa, OK 74137
Roy D. Johnsen	201 W. 5th Street, Suite 440 Tulsa, OK 74103-4211

do hereby associate ourselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of the Oklahoma General Corporation Act.

ARTICLE I

The name of the corporation is Ridge Pointe Homeowners Association, Inc. hereinafter referred to as the "Association".

ARTICLE II

The address of the registered office of the Association and the name of the registered agent at such address are:

Richard Dodson
5938 East 106th Street
Tulsa, OK 74137

JUL 14 1995

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is formed for purposes not involving pecuniary gain or profit, incidentally or otherwise, to the members thereof, and shall have no capital stock. The purposes for which

it is formed are to enhance and protect the value, desirability and attractiveness of the real property described as follows:

Lots 1 thru 45, Block 1
Lots 1 thru 29, Block 2
Lots 1 thru 14, Block 3
Lots 1 thru 4, Block 4
Lots 1 thru 36, Block 5
Lots 1 thru 12, Block 6
Lots 1 thru 12, Block 7
Lots 1 thru 3, Block 8
(single family lots)

and

All the above described single family lots being located within Ridge Pointe, a subdivision in the City of Tulsa, Tulsa County, Oklahoma, recorded as Plat No. 5068 in the records of the County Clerk of Tulsa County, Oklahoma. (hereinafter referred to as "Ridge Pointe" or as the "Property")

and

That portion of Reserve A Ridge Pointe designated on the recorded plat of Ridge Pointe as "Open Space/Drainage Easement"

and

Any additional property as may hereafter be brought within the jurisdiction of the Association, the above-described subdivision and properties subsequently annexed being hereinafter referred to as "Ridge Pointe"

and to promote the health, safety, and welfare of the residents, owners, and tenants of lots within Ridge Pointe, and for these purposes, to:

- (a) own, acquire, build, operate, and maintain landscaping, walls, fences, entryways, signs, stormwater detention facilities, and common areas, facilities and structures

of any and all kinds for the use and benefit of the members of the Association;

- (b) exercise such powers pertaining to Ridge Pointe, including architectural plan review, as may from time to time be vested in or granted to the Association;
- (c) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments made for acquisition, construction, maintenance, and operation of common facilities, 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) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, 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) borrow money, and with the assent of two-thirds (2/3rds) of each class of members, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (f) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Oklahoma General Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to assessment by the Association, including contract sellers, shall be a member of the Association; provided, however, 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 the lot which is subject to assessment by the Association. Ownership of a lot which is subject to assessment by the Association shall be the sole qualification for membership.

ARTICLE V
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all the owners of lots subject by covenant of record to assessment by the Association, with the exception of Southern Oaks Estates II, Inc. an Oklahoma corporation, and its successors and grantees, if such successors and grantees should acquire all of the lots within Ridge Pointe then owned by Southern Oaks Estate II, Inc., and the lots so acquired exceed ten (10) in number. Class A members shall be entitled to one vote for each lot owned. When more than one person holds an ownership interest in any one lot, all such persons shall be members, but shall have jointly only one vote for the lot, and that vote shall be exercised as they among themselves determine.

Class B. The Class B member shall be Southern Oaks Estates II, Inc. and its successors and grantees, if such successor or grantee should acquire all of the lots within Ridge Pointe then owned by Southern Oaks Estates II, Inc., and the lots so acquired exceed ten (10) in number. The Class B member shall be entitled to three votes for each lot owned. 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 the Class B membership; or
- (b) on January 1, 1997.

*minutes from
Annual meeting*

5 directors elected

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than eleven (11) Directors who need not be members of the Association.

The names and addresses of the initial Directors are:

- | | |
|------------------|---|
| Danny R. Brumble | 4211 East 97th Street, Suite 110
Tulsa, OK 74137 |
| Richard Dodson | 5938 East 106th Street
Tulsa, OK 74137 |
| Miggie McKillip | 8304 S. Quebec
Tulsa, OK 74137 |

who shall serve as Directors until the first annual meeting of the membership, or until their successors are elected. Five (5) Directors shall be elected at the first annual meeting of the membership. Subsequent change in the number of Directors shall be made by amendment to the By-Laws of the Association.

ARTICLE VII
NON LIABILITY OF DIRECTORS

To encourage participation of members or other persons as Directors of the Association, limitation of personal liability shall be established to the extent permitted by the General Corporation Act (18 O.S.A. §866) as it now exists or may be later amended, and the limitations of liability shall be deemed to include the following:

- (a) No Director shall have personal liability to the Association or its members for monetary damages for

breach of fiduciary duty as a Director, provided the foregoing shall not limit liability:

- (i) for any breach of the Director's duty of loyalty to the Association or its members;
 - (ii) for acts or omissions not in good faith or which involve intentional misconduct or a known violation of law; or
 - (iii) for any transaction for which the Director derived an improper personal benefit.
- (b) No Director shall have personal liability for monetary damages resulting from:
- (i) any negligent act or omission of an employee of the Association; or
 - (ii) any negligent act or omission of another Director.

ARTICLE VIII BY-LAWS

The Board of Directors shall have the power to adopt, amend, or repeal by-laws; provided, however, nothing herein shall divest the membership of the residual power to adopt, amend, or repeal by-laws.

ARTICLE IX ANNEXATION OF ADDITIONAL PROPERTIES

The Association may annex additional property provided however that the property is to be developed for residential purposes and it shall receive the assent of two-thirds (2/3rds) of each class of members.

ARTICLE X
MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for similar purposes; provided, however, such merger or consolidation shall require the assent of two-thirds (2/3rds) of each class of members.

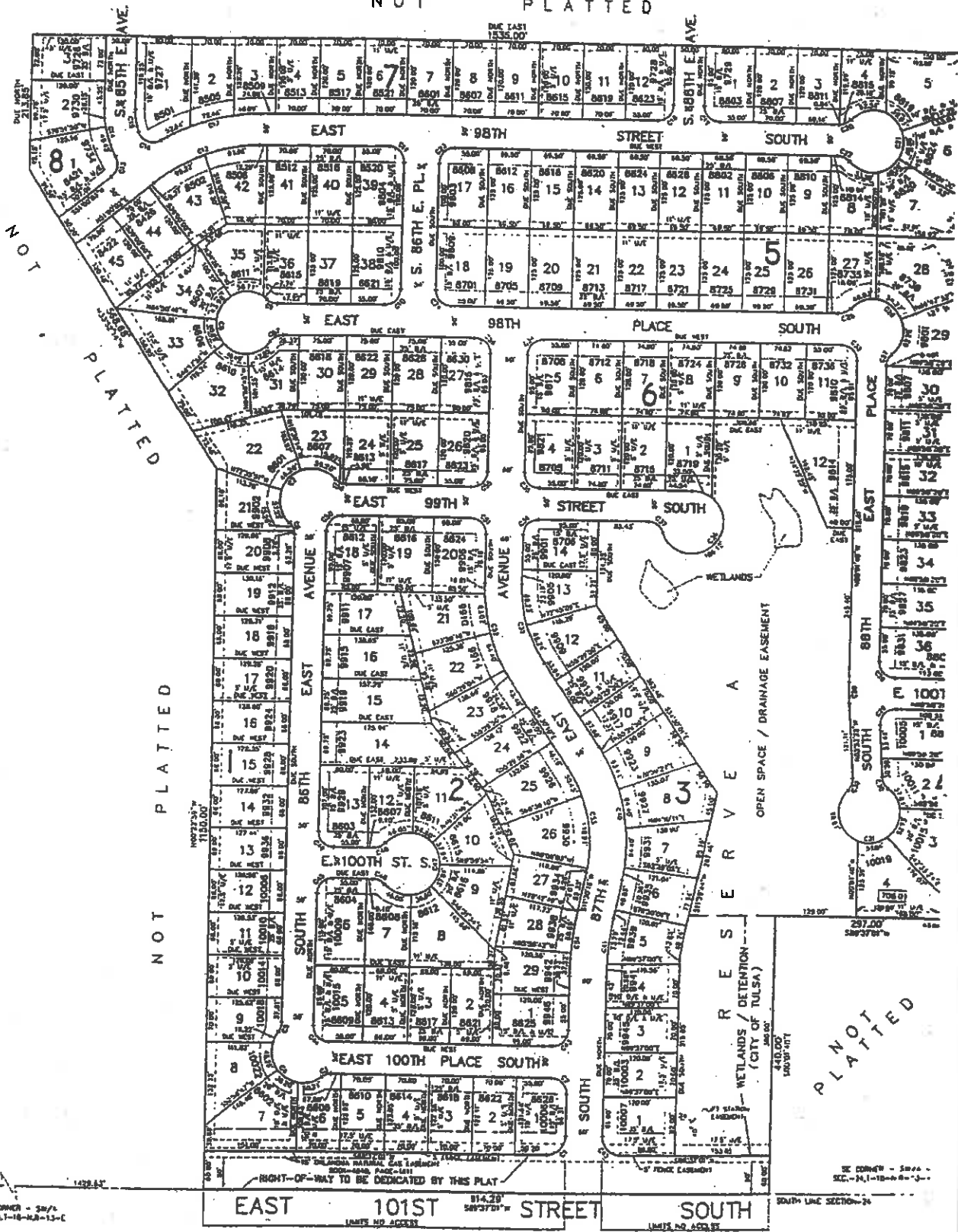
ARTICLE XI
AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell, or transfer all or any part of its lands or any easement which it holds to any public agency, authority, or utility; provided, however, the transfer shall require the assent of two-thirds (2/3rds) of each class of members.

ARTICLE XII
DISSOLUTION

The Association may be dissolved by resolution approved by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to

NOT PLATTED



1428.67
 SW CORNER - 5m x 5m -
 SEC. 16, 18 - N.B. 13-C

EAST 101ST STREET SOUTH
 LIMITS NO ACCESS

SE CORNER - 5m x 5m -
 SEC. 16, 18 - N.B. 13-C