



State of Missouri
John R. Ashcroft, Secretary of State
 Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

N001687332
Date Filed: 11/6/2021
John R. Ashcroft
Missouri Secretary of State

Articles of Incorporation of a Nonprofit Corporation

(Submit with a filing fee of \$25.00)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

1. The name of the corporation is: Carriage Oaks Estates Water and Sewer Not-For-Profit

2. This corporation is a Mutual Public or Mutual Benefit Corporation.

3. The period of duration of the corporation is Perpetual
"Perpetual" unless stated otherwise

4. The name and street address of the Registered Agent and Registered Office in Missouri is:
David V. Lott 197 Falling Leaf Court Branson West MO 65616
Name Address City/State/Zip

5. The name(s) and address(es) of each incorporator:
Lott, David V 197 Falling Leaf Ct Reeds Spring MO 65737-9564

6. Will the corporation have members? YES NO

7. The assets of the corporation will be distributed on dissolution as follows
Assets will be distributed equally between all lot owners of Carriage Oaks Estates

8. The corporation is formed for the following purpose(s):
Own and Manage the Water and Sewer Utility assets for the benefit of the Carriage Oaks Estates homeowners

9. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated:
(Date may not be more than 90 days after the filing date in this office)

(Please see next page)

Name and address to return filed document:
Name: <u>David Lott</u>
Address: <u>Email: david@missouriholding.com</u>
City, State, and Zip Code: _____

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Must be signed by all Incorporator(s):

David V Lott
Signature

DAVID V LOTT
Printed Name

11/06/2021
Date of Signature

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation of

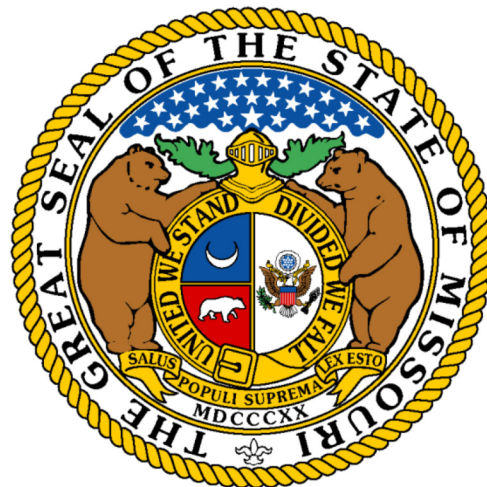
Carriage Oaks Estates Water and Sewer Not-For-Profit
N001687332

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 6th day of November, 2021.


Secretary of State



ARTICLES OF CONVERSION I
CARRIAGE OAKS ESTATES
WATER AND SEWER NOT-FOR-PROFIT CORPORATION
Executed Pursuant to RSMo Sections 393.825 - 393.861 and 393.900 - 393.951

The undersigned for the purpose of converting to a Nonprofit Water and Sewer Company executed pursuant to Missouri Revised Statutes (RSMo) Sections 393.825-393.861 and Chapter 393.900-393.951 of the Missouri Revised Statutes adopt the following Articles of Conversion.

1. The name of the company prior to this conversion was Carriage Oaks Estates Water and Sewer Not-For-Profit and shall be converted to Carriage Oaks Estates Water and Sewer Corporation
2. The address of the Corporation shall be 93 Falling Leaf Court
Branson West, MO 65737
3. The original Articles of Incorporation were filed was November 6, 2021 and received Registration Number N001687332.
4. The Original Articles did not specify the statutes, however, it was incorporated under Chapter RSMo 355.
5. The name of the Corporation shall be Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation.
6. The Corporation elects to become a nonprofit, membership corporation subject to RSMo Sections 393.825-393.861 and 393.900-393.951.
7. The membership interests in the former Corporation shall convert into the new Nonprofit Corporation on a one-to-one basis maintaining a one vote per household interest in the affairs of the Nonprofit Corporation.
8. The services in the Corporation is defined within the geographic boundary of Carriage Oaks Subdivision (Exhibit A), and as otherwise provided in the Bylaws, consistent with the statutes under which the Corporation is formed. The geographic area is recorded with the Stone County, MO, Recorder of Deeds under Parcel Numbers 14.10-12-000-000-002.xxx.
9. If and when distribution of assets is required, all assets of the Corporation shall be distributed equally between all members of the Corporation.
10. There are no provisions inconsistent with RSMo Sections 393.825-393.861 and 393.900-393.951.

P- ORI-03122022-0107

ORI-05032022-2064 State of Missouri

No of Pages 8 Pages



Conversion - Non-Profit

Miscellaneous Provisions

1. The period of duration of the Corporation is perpetual.

2. This organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section for any future federal tax code. The purpose of this organization is to supply wastewater disposal and treatment services within Carriage Oaks Subdivision, Stone County, Missouri.

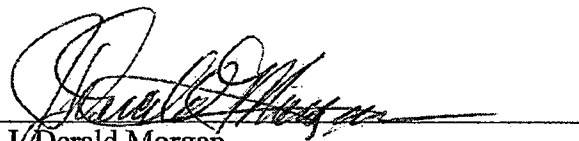
The Board of Directors having met telephonically on March 12, 2022, adopt this Article of Conversion by unanimous vote.

Under penalty of perjury, David V. Lott, President, Carriage Oaks Estates Not-For-Profit Corporation, attest to the forgoing statements.

April 21, 2022



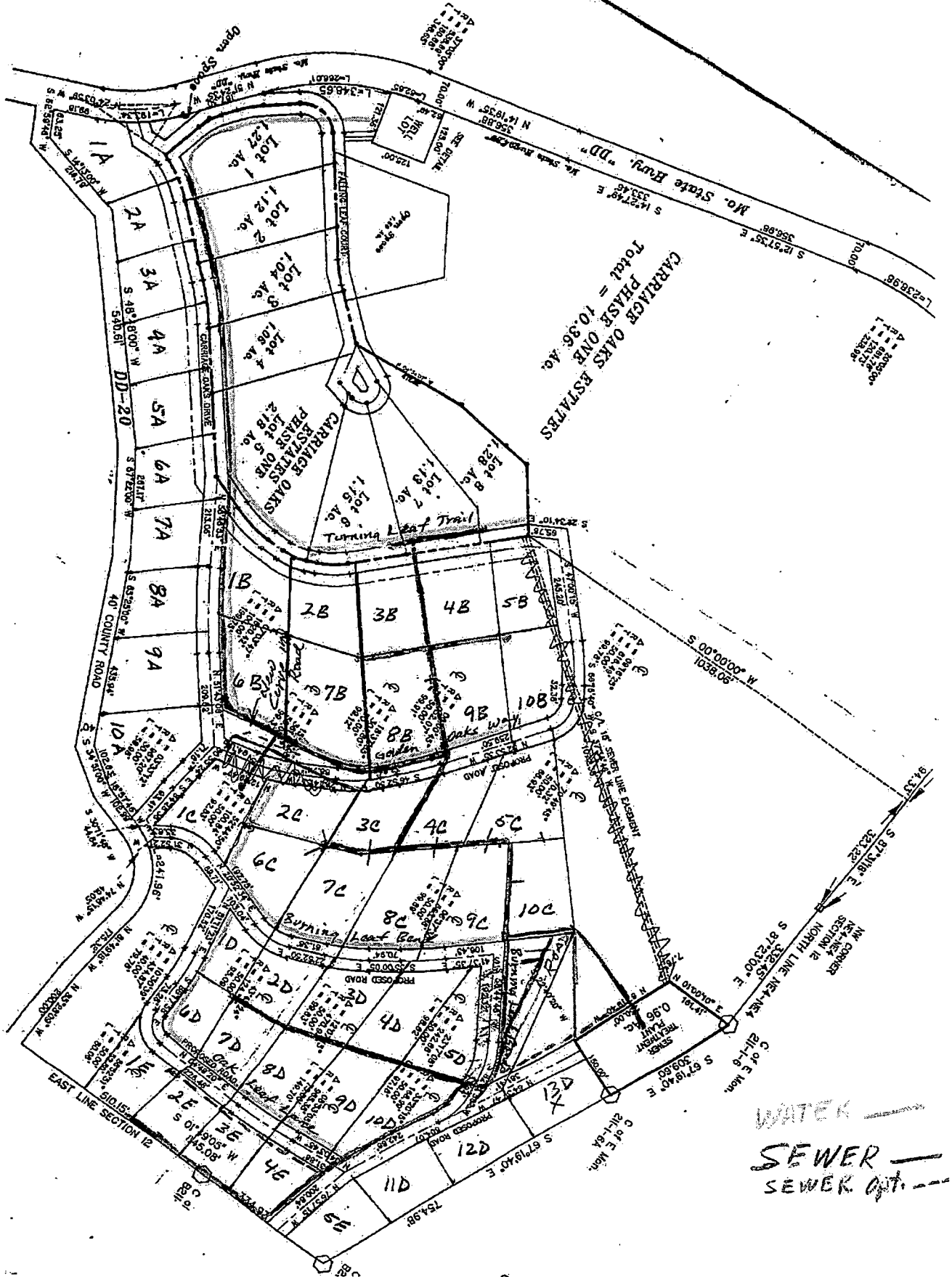
David V. Lott
President
Carriage Oaks Estates Not-For-Profit Corporation.



J. Derald Morgan
Secretary
Carriage Oaks Estates Not-For-Profit Corporation

(No Corporate Seal Available)

Exhibit A
Carriage Oaks Estates
Geographic Service Area



AFFIDAVIT

Comes now, David V. Lott, President of Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation hereby attests that:

1. All voting members of the Corporation voted unanimously for the conversion of the Corporation into a Missouri Nonprofit Water and Sewer Company.
2. All provisions of Missouri Revised Statutes Sections 393.825-393.861 and 393.900-393.951 have been complied with.

This Affidavit is attested to this 21 Day of April, 2022 as being true and correct in all matters pertaining to the Articles of Conversion to which it is attached.

A handwritten signature in black ink, appearing to read "D.V. Lott", written over a horizontal line.

David V. Lott

President

Carriage Oaks Estates Not-For-Profit Corporation

**ARTICLES OF INCORPORATION OF
CARRIAGE OAKS ESTATES
WATER AND SEWER NOT-FOR-PROFIT CORPORATION**

The undersigned for the purpose of forming a Nonprofit Water and Sewer Company under Chapters 393.825 to 393.861 and Chapter 393.900 to 393.951 RSMo adopt the following Articles of Incorporation:

1. The name of the Corporation is Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation.

2. The name and address of the Corporation's registered agent and principal office shall be:

Registered Agent:	David V. Lott
Principal Office and Agent Address:	93 Falling Leaf Court Branson West, MO 65737

3. The names and addresses of the Incorporators are:

David V. and Melody Lott
197 Falling Leaf Court
Branson West, MO 65737

Bill and Gloria Phipps
132 Falling Leaf Court
Branson West, MO 65737

Rick and Cindy Graver
96 Falling Leaf Court
Branson West, MO 65737

Robert B. and Billie Sykes
170 Falling Leaf Court
Branson West, MO 65737

Jon K. and Rita Nelson
106 Falling Leaf Court
Branson West, MO 65737

J. Derald Morgan
120 Carriage Oaks Drive
Branson West, MO 65737

4. The period of duration of the Corporation is perpetual.

5. This organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section for any future federal tax code. The purpose of this organization is to supply wastewater disposal and treatment services within the state of Missouri.

6. The names and address of the person who shall constitute the first Board of Directors are:

David V. and Melody Lott
197 Falling Leaf Court
Branson West, MO 65737

Bill and Gloria Phipps
132 Falling Leaf Court
Branson West, MO 65737

Rick and Cindy Graver
96 Falling Leaf Court
Branson West, MO 65737

Robert B. and Billie Sykes
170 Falling Leaf Court
Branson West, MO 65737

Jon K. and Rita Nelson
106 Falling Leaf Court
Branson West, MO 65737

J. Derald Morgan
120 Carriage Oaks Drive
Branson West, MO 65737

The foregoing shall serve until their successors are elected as provided in the Bylaws. Additional directors may be elected as provided in the Bylaws. The directors shall serve on staggered three-year terms as provided by law.

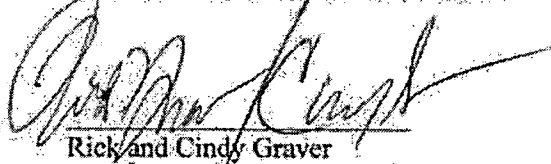
7. The Company elects to be subject to the General Non-Profit Corporation Law under Chapter 355 RSMO.

8. The Corporation shall have members. Membership shall be restricted to a single representative person per established single residence receiving services in the geographic boundary of the area to be served by the Company, defined as the Carriage Oaks Subdivision (Exhibit A), and as otherwise provided in the Bylaws, consistent with the statutes under which the Corporation is formed. Membership shall not be transferrable. An initial membership fee may be imposed by the directors, refundable without interest in the event membership is terminated, consistent with the statutes under which the Corporation is formed.

9. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

10. This document shall be effective immediately upon filing with the Secretary of State of Missouri.

Agreed to this 6 Day of November 2021


Rick and Cindy Graver

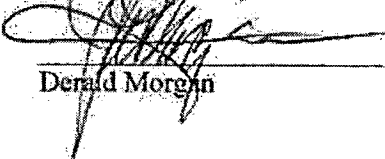

Jon and Rita Nelson

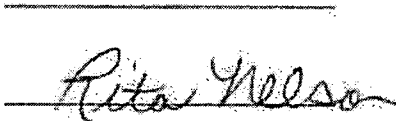

Bill and Gloria Phipps


Bob and Billie Sykes

Caring American NFP, Richard Mills


David and Melody Lott


Derald Morgan





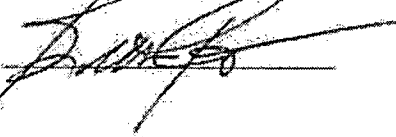
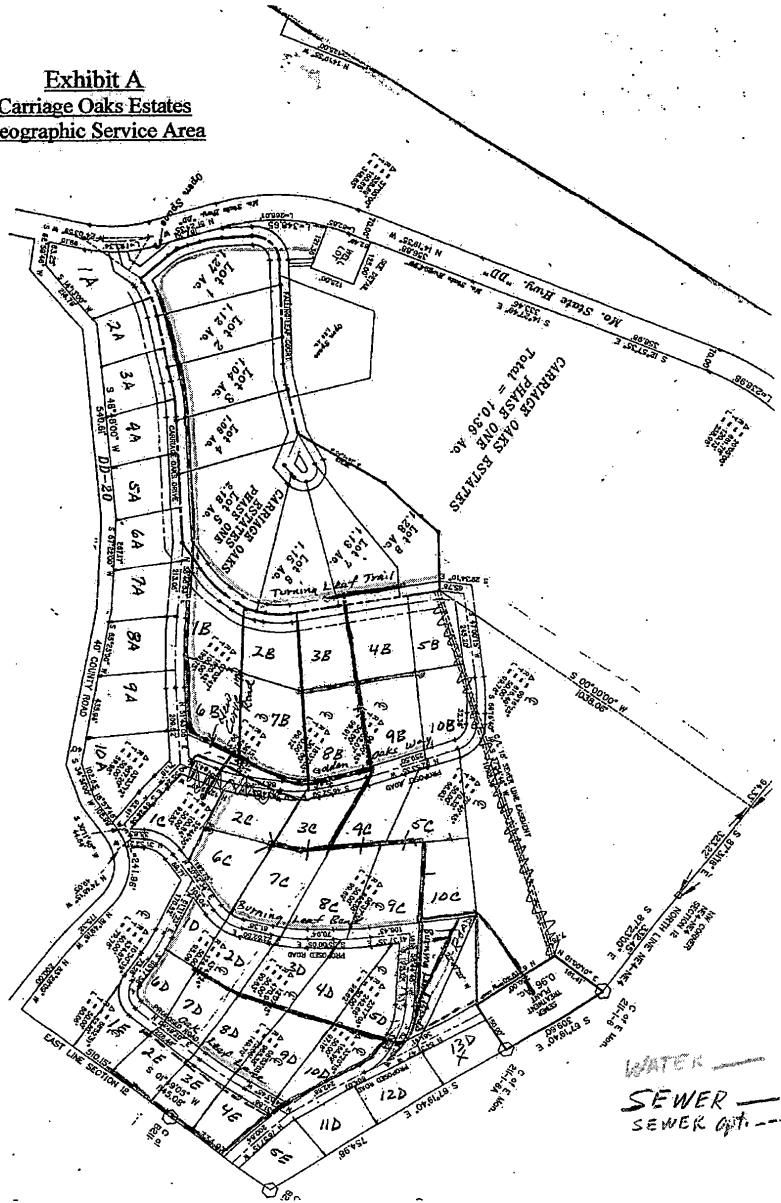




Exhibit A
Carriage Oaks Estates
Geographic Service Area



STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF ACCEPTANCE

I, JOHN R. ASHCROFT, Secretary of State, of the State of Missouri, do hereby certify that a resolution of

Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation
N001689100

FORMERLY,

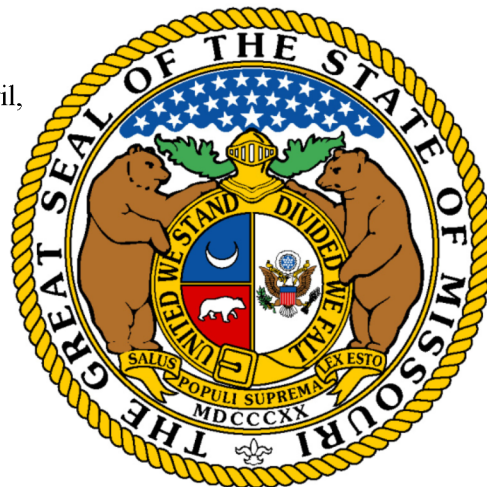
Carriage Oaks Estates Water and Sewer Not-For-Profit
N001687332

a Missouri corporation relating to acceptance of Missouri Chapter 393 RSMo., have been received in this office. The substance thereof is: Acceptance under the law of Missouri, as amended.

Said resolution is found to conform to law. Accordingly, I, by the virtue of the authority vested in me by law, hereby issue this Certificate of Acceptance.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 30th day of April, 2022.


Secretary of State





State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

N001689100
Date Filed: 8/12/2022
John R. Ashcroft
Missouri Secretary of State

**Articles of Amendment
for a Nonprofit Corporation**
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation N001689100
Name Charter Number
2. The amendment was adopted on 07/31/2022 and changed article(s) _____ to state as follows:
month/day/year

See Attached Exhibit

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):
4. If approval by members was required, check here and provide the following information:
- A. Number of memberships outstanding: 6
- B. Complete either C or D:
- C. Number of votes for and against the amendments(s) by class was:

Class	Number entitled to vote	Number voting for	Number voting against
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
<u>General</u>	<u>6</u>
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

(Please see next page)

\$10.00

ORI-08042022-2583

Name and address to return filed document:

Name: Laura Stringfellow

Address: 100 Prairie Dunes Drive Ste. 200

City, State, and Zip Code: Branson, MO 65616

ORI-08122022-2866 State of Missouri
No of Pages 13 Pages

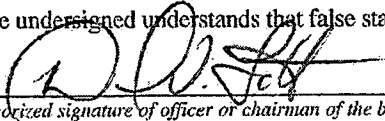


Articles of Amendment

Corp. 53A (01/2017)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



David Lott

President

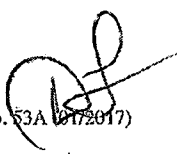
8/11/2022

Authorized signature of officer or chairman of the board

Printed Name

Title

Date



Corp. 53A (07/2017)

**FIRST AMENDMENT TO
ARTICLES OF CONVERSION OF
CARRIAGE OAKS ESTATES WATER AND SEWER
NOT-FOR-PROFIT CORPORATION**

Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951

This FIRST AMENDMENT TO THE ARTICLES OF CONVERSION OF CARRIAGE OAKS ESTATES WATER AND SEWER NOT-FOR-PROFIT CORPORATION, by and among the members of Carriage Oaks Estates Not-For-Profit, shall be binding on the Corporation and its members.

WHEREAS, the Corporation's name is Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation.

WHEREAS, the Corporation's principal office is located at 93 Falling Leaf Court, Branson West, MO 65737.

WHEREAS, the Corporation's Articles of Incorporation were filed with the Missouri Secretary of State on November 6, 2021.

WHEREAS, the Corporation's Articles of Conversion were filed with the Missouri Secretary of State on April 30, 2022.

NOW THEREFORE, by consent and approval of the Members, the Articles of Conversion are amended as follows:

**ARTICLES OF CONVERSION OF
CARRIAGE OAKS ESTATES WATER AND SEWER
NOT-FOR-PROFIT CORPORATION**

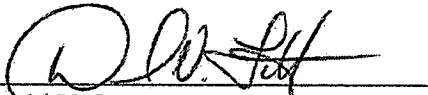
Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951

The undersigned for the purposes of converting to a Nonprofit Water and Sewer Company executed pursuant to Missouri Revised Statutes (RSMo) Sections 393.825-393.861, 393.175, and Chapter 393.900-393.951 of the Missouri Revised Statutes adopt the following Articles of Conversion.

1. The name of the company prior to this conversion was Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation and shall be converted to Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation.
6. The Corporation elects to become a nonprofit, membership corporation subject to RSMo Sections 393.825-393.861, 393.175, and 393.900-393.951.
8. The legal description of the territory in which the company intends to operate is as follows:

Beginning at the NW corner of the NW quarter of the NE quarter of Section 12 T22 R23, Stone County Missouri; Thence along the north line of Section 12 S 87°31'18"E 8.80 feet to the true Point of Beginning; Thence continuing westerly along the north line of Section 12 S 87°31'18"E 1,301.2 feet to the NW corner of the NE quarter of the NE quarter of Section 12; Thence continuing along the said north line of Section 12 S87°23'00" 332.45 feet to US Corp of Engineers monument 211-1-6; Thence S67°19'40"E 309.60 feet to US Corp of Engineers monument 211-1-6A; Thence S67°19'40"E 754.98 feet to US Corp of Engineers monument B21 1-1-7 and the east line of Section 12; Thence southerly along the said east section line SO1°49'05"W 334.93 feet to US Corp of Engineers monument B21 1-1-7A; Thence continuing along the said east section line SO1°49'05"W 510.15 feet to a point; Thence departing the said east section line along Road DD-20 N85°28'09"W 200.00 feet; Thence N81°49'18"W 175.32 feet; Thence along a curve to the left with a radius 175.01 feet, an arc distance 241.96 feet and change in direction 79°12'56"; Thence S18°57'46"W 102.99 feet; Thence S34°51'00"W 102.63 feet; Thence S65°25'00"W 435.94 feet; Thence S57°22'00"W 267.17 feet; Thence S48°48'00"W 540.61 feet; Thence S14°13'00"W 216.79 feet; Thence S62°59'46"W 63.25 feet to a point at the intersection of said road DD-20 and MO State Highway DD; Thence northwesterly along said Highway DD N24°03'59"W 99.18 feet; Thence along a curve to the left with a radius 405.13 feet, an arc distance 193.34 feet and change in direction 27°20'36"; Thence N51°24'35"W 187.30 feet; Thence along a curve to the right with a radius 538.69 feet, an arc distance 348.65 feet and change in direction 37°05'00"; Thence N14°19'35"W 356.88 feet; Thence N14°27'49"W 333.46 feet; Thence N12°57'35"W 356.98 feet; Thence along a curve to the right with a radius 681.78 feet, an arc distance 238.98 feet and change in direction 20°05'00"; Thence N07°07'25"E 210.21 feet; Thence along a curve to the left with a radius 672.27 feet, an arc distance 320.52 feet and change in direction 27°19'00"; Thence N20°11'35"W 85.44 feet, to the Point of Beginning.

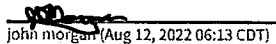
10. There are no provisions inconsistent with RSMo Sections 393.825-393.861, 393.175, and 393.900-393.94



David V. Lott
President
Carriage Oaks Estates Water and Sewer
Not-For-Profit Corporation

(No Corporate Seal Exists)

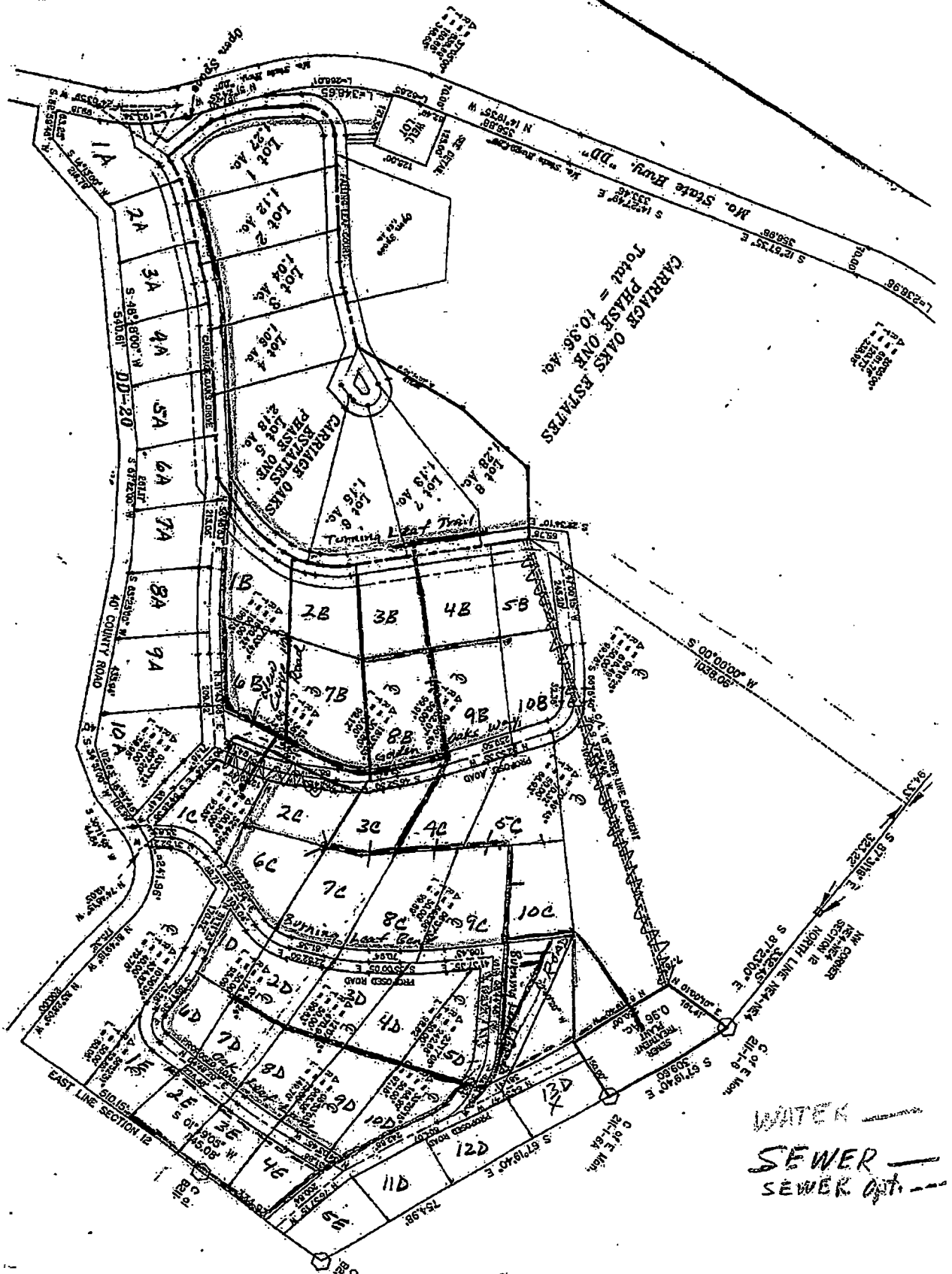
Attested to by Secretary:



john.morgan (Aug 12, 2022 06:13 CDT)

J. Derald Morgan
Secretary
Carriage Oaks Estates Water and Sewer
Not-For-Profit Corporation

Exhibit A
Carriage Oaks Estates
Geographic Service Area



AFFIDAVIT

Comes now, David V. Lott, President of Carriage Oaks Estates Water and Sewer Not-for-Profit Corporation and hereby attests:

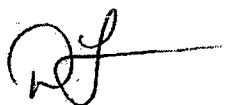
1. On July 20, 2022, a Special Board Meeting was held telephonically to discuss amending the Articles of Conversion of Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation (Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951). A copy of the notice and discussed First Amendment is attached for reference. All directors were present with the exception of Jon and Rita Nelson.
2. Ten Day Notice was given to all members via email and U.S. Mail to vote on the discussed First Amendment. A copy of the letter regarding the specially called Member's Meeting prepared by Laura Stringfellow, lawyer for the Corporation, which was sent to all members.
3. On July 31, 2022 at 2:00 PM Central Time, I spoke with each of the directors and members via telephone. Directors and members present for the vote were myself, Rick and Cindy Graver, Jon and Rita Nelson, Bill and Gloria Phipps, Bob and Billie Sykes, and J. Derald Morgan. All voted to accept the First Amendment to the Articles of Conversion. Without further discussion, all Directors and Members present voted unanimously to accept the First Amendment to the Articles of Conversion of Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation (Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951) as written. Motion Carried.

This Affidavit is attested this 1st day of August, 2022 as being true and correct in all matters pertaining to approving the First Amendment to the Articles of Conversion of Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation (Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951).



David V. Lott, President

Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation



STATE OF MISSOURI.

COUNTY OF STONE

On this 1st day of August in the year 2022, David V. Lott appeared before me, the undersigned notary public and is known to me to be the person(s) whose name(s) is/are subscribed to the within documents and acknowledged that he/she/they executed the same for the purposes therein contained.

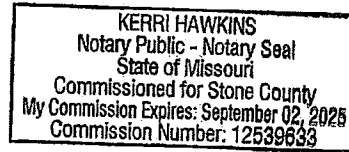
In witness whereof, I hereunto set my hand and official seal.

Kerri Hawkins

Notary Public

Print Name: Kerri Hawkins

My commission expires: 9/2/25



A handwritten mark or signature in the bottom right corner of the page.

**NOTICE OF DIRECTOR'S SPECIAL MEETING FOR CARRIAGE OAKS ESTATES
WATER AND SEWER NOT-FOR-PROFIT CORPORATION**

This Director's Special Meeting is hereby called by Director David Lott.

Date and Time of Special Meeting: **Wednesday, July 20, 2022 at 2:00 p.m. CST via
telephone**

Telephone Call-In: 425-436-6382

Telephone Access Code: 226-440-8

Agenda: Discuss amendments to Articles of Conversion as requested by PSC Staff
Attorney. The proposed amendments are set forth as follows:

**FIRST AMENDMENT TO
ARTICLES OF CONVERSION OF
CARRIAGE OAKS ESTATES WATER AND SEWER
NOT-FOR-PROFIT CORPORATION**

Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951

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6. The Corporation elects to become a nonprofit, membership corporation subject to RSMo Sections 393.825-393.861, 393.175, and 393.900-393.951.

8. The legal description of the territory in which the company intends to operate is as follows:

Beginning at the NW corner of the NW quarter of the NE quarter of Section 12 T22 R23, Stone County Missouri; Thence along the north line of Section 12 S 87°31'18"E 8.80 feet to the true Point of Beginning; Thence continuing westerly along the north line of Section 12 S 87°31'18"E 1,301.2 feet to the NW corner of the NE quarter of the NE quarter of Section 12; Thence continuing along the said north line of Section 12 S87°23'00" 332.45 feet to US Corp of Engineers monument 211-1-6; Thence S67°19'40"E 309.60 feet to US Corp of Engineers monument 211-1-6A; Thence S67°19'40"E 754.98 feet to US Corp of Engineers monument B21 1-1-7 and the east line of Section 12; Thence southerly along the said east section line SO1°49'05"W 334.93 feet to US Corp of Engineers monument B211-1-7A; Thence continuing along the said east section line SO1°49'05"W 510.15 feet to a point; Thence departing the said east section line along Road DD-20 N85°28'09"W



200.00 feet; Thence N81°49'18"W 175.32 feet; Thence along a curve to the left with a radius 175.01 feet, an arc distance 241.96 feet and change in direction 79°12'56"; Thence S18°57'46"W 102.99 feet; Thence S34°51'00"W 102.63 feet; Thence S65°25'00"W 435.94 feet; Thence S57°22'00"W 267.17 feet; Thence S48°48'00"W 540.61 feet; Thence S14°13'00"W 216.79 feet; Thence S62°59'46"W 63.25 feet to a point at the intersection of said road DD-20 and MO State Highway DD; Thence northwesterly along said Highway DD N24°03'59"W 99.18 feet; Thence along a curve to the left with a radius 405.13 feet, an arc distance 193.34 feet and change in direction 27°20'36"; Thence N51°24'35"W 187.30 feet; Thence along a curve to the right with a radius 538.69 feet, an arc distance 348.65 feet and change in direction 37°05'00"; Thence N14°19'35"W 356.88 feet; Thence N14°27'49"W 333.46 feet; Thence N12°57'35"W 356.98 feet; Thence along a curve to the right with a radius 681.78 feet, an arc distance 238.98 feet and change in direction 20°05'00"; Thence N07°07'25"E 210.21 feet; Thence along a curve to the left with a radius 672.27 feet, an arc distance 320.52 feet and change in direction 27°19'00"; Thence N20°11'35"W 85.44 feet, to the Point of Beginning.

10. There are no provisions inconsistent with RSMo Sections 393.825-393.861, 393.175, and 393.900-393.94





Russ Schenewerk¹
Hampton Williams²
Laura Stringfellow¹

[Licensed in MO and AR]¹
[Licensed in MO]²

Writer's direct email: laura@sfalawfirm.com

July 21, 2022

Re: Proposed Amendments to Articles of Incorporation/Conversion; Notice of Special Meeting

Dear Members,

Kindly be advised that I have been retained by the Board regarding the Public Service Commission's ("PSC") approval of the water system transfer. As you know, the Corporation is trying to finalize the transfer of the water system from Carl "Dick" Mills to the Corporation and is required to seek the approval of the water system's transfer. To that end, both the Board and President David Lott, have called for a **Special Members' Meeting to occur on Sunday, July 31, 2022 by telephone at 2:00 p.m. CST. Please call David Lott at 417-527-7643 at attend telephonically.**

The purpose for which the special meeting is called is to consider and vote on the proposed amendments to the Articles of Incorporation/Conversion which are based upon the PSC Staff attorney's requested changes. These Proposed Amendments were already unanimously accepted by the Board of Directors during a telephonic Special Director's Meeting on July 20, 2022. These amendments are set forth below.

**FIRST AMENDMENT TO
ARTICLES OF CONVERSION OF
CARRIAGE OAKS ESTATES WATER AND SEWER
NOT-FOR-PROFIT CORPORATION**

Executed Pursuant to RSMo Section 393.825 – 393.861, 393.175, and 393.900 – 393.951

The undersigned for the purposes of converting to a Nonprofit Water and Sewer Company executed pursuant to Missouri Revised Statutes (RSMo) Sections 393.825-393.861, 393.175, and Chapter 393.900-393.951 of the Missouri Revised Statutes adopt the following Articles of Conversion.

1. The name of the company prior to this conversion was Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation and shall be converted to Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation.

6. The Corporation elects to become a nonprofit, membership corporation subject to RSMo Sections 393.825-393.861, 393.175, and 393.900-393.951.

8. The legal description of the territory in which the company intends to operate is as follows:

100 Prairie Dunes Drive Suite 200
Branson, MO 65616

Phone: (417) 334-7922
Fax: (417) 334-7923
Email: laura@sfalawfirm.com
www.sfalawfirm.com

Beginning at the NW corner of the NW quarter of the NE quarter of Section 12 T22 R23, Stone County Missouri; Thence along the north line of Section 12 S 87°31'18"E 8.80 feet to the true Point of Beginning; Thence continuing westerly along the north line of Section 12 S 87°31'18"E 1,301.2 feet to the NW corner of the NE quarter of the NE quarter of Section 12; Thence continuing along the said north line of Section 12 S87°23'00" 332.45 feet to US Corp of Engineers monument 211-1-6; Thence S67°19'40"E 309.60 feet to US Corp of Engineers monument 211-1-6A; Thence S67°19'40"E 754.98 feet to US Corp of Engineers monument B21 1-1-7 and the east line of Section 12; Thence southerly along the said east section line SO1°49'05"W 334.93 feet to US Corp of Engineers monument B211-1-7A; Thence continuing along the said east section line SO1°49'05"W 510.15 feet to a point; Thence departing the said east section line along Road DD-20 N85°28'09"W 200.00 feet; Thence N81°49'18"W 175.32 feet; Thence along a curve to the left with a radius 175.01 feet, an arc distance 241.96 feet and change in direction 79°12'56"; Thence S18°57'46"W 102.99 feet; Thence S34°51'00"W 102.63 feet; Thence S65°25'00"W 435.94 feet; Thence S57°22'00"W 267.17 feet; Thence S48°48'00"W 540.61 feet; Thence S14°13'00"W 216.79 feet; Thence S62°59'46"W 63.25 feet to a point at the intersection of said road DD-20 and MO State Highway DD; Thence northwesterly along said Highway DD N24°03'59"W 99.18 feet; Thence along a curve to the left with a radius 405.13 feet, an arc distance 193.34 feet and change in direction 27°20'36"; Thence N51°24'35"W 187.30 feet; Thence along a curve to the right with a radius 538.69 feet, an arc distance 348.65 feet and change in direction 37°05'00"; Thence N14°19'35"W 356.88 feet; Thence N14°27'49"W 333.46 feet; Thence N12°57'35"W 356.98 feet; Thence along a curve to the right with a radius 681.78 feet, an arc distance 238.98 feet and change in direction 20°05'00"; Thence N07°07'25"E 210.21 feet; Thence along a curve to the left with a radius 672.27 feet, an arc distance 320.52 feet and change in direction 27°19'00"; Thence N20°11'35"W 85.44 feet, to the Point of Beginning.

10. There are no provisions inconsistent with RSMo Sections 393.825-393.861, 393.175, and 393.900-393.94

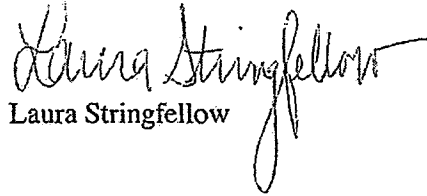
If you are unable to attend either in-person or via telephone, please consider voting by proxy. Pursuant to the bylaws:

A Member may grant a proxy with respect to any matter for vote at any particular Meeting. A valid proxy must be signed and dated by the Member and shall be valid for one (1) month from the date of signature or until revoked in writing by notice sent to the Secretary of the Corporation. All proxies must be filed with the Secretary of the Corporation at or prior to the Meeting and shall be retained by the Secretary. Proxies may be mailed to the Secretary or principal office of the Corporation prior to the Meeting and may appoint a particular person or the President of the Corporation as proxy for all purposes and matters to come before the Meeting. Proxies may be limited or specific.

Please be aware that Secretary Derald Morgan will be out of the country during the Special Meeting, so please make sure to send your proxy to both Derald Morgan and the person you are designating as your proxy.

If you have any questions, please do not hesitate to contact me.

Thank you,

A handwritten signature in cursive script that reads "Laura Stringfellow". The signature is written in black ink and is positioned above the printed name.

Laura Stringfellow



First Amendment to Articles of Conversion

Final Audit Report

2022-08-12

Created:	2022-08-11
By:	Laura Stringfellow (laura@sfalawfirm.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAACDjGE6StrmmUIWVtjzhRH5yGAYFMckK4

"First Amendment to Articles of Conversion" History

-  Document created by Laura Stringfellow (laura@sfalawfirm.com)
2022-08-11 - 4:57:05 PM GMT- IP address: 65.200.42.216
-  Document emailed to john morgan (jderaldmorgan@hotmail.com) for signature
2022-08-11 - 4:57:46 PM GMT
-  Email viewed by john morgan (jderaldmorgan@hotmail.com)
2022-08-12 - 11:12:24 AM GMT- IP address: 173.218.72.68
-  Document e-signed by john morgan (jderaldmorgan@hotmail.com)
Signature Date: 2022-08-12 - 11:13:27 AM GMT - Time Source: server- IP address: 173.218.72.68
-  Agreement completed.
2022-08-12 - 11:13:27 AM GMT

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF AMENDMENT

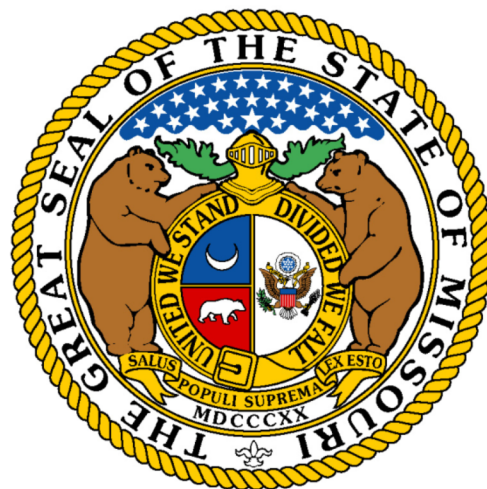
WHEREAS,

Carriage Oaks Estates Water and Sewer Not-For-Profit
N001687332

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 12th day of August, 2022.


Secretary of State



STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF AMENDMENT

WHEREAS,

Carriage Oaks Estates Water and Sewer Not-For-Profit Corporation
N001689100

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 12th day of August, 2022.


Secretary of State

