

**ARTICLES OF INCORPORATION
OF
CHELSEA ROSE LAND OWNERS ASSOCIATION, INC.**

(A Missouri Corporation Not for Profit)

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators in order to incorporate and establish a not for profit corporation pursuant to Chapter 355 RSMo., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation is Chelsea Rose Land Owners Association, Inc.

ARTICLE TWO

Mutual Benefit Corporation

This corporation is a Mutual Benefit Corporation.

ARTICLE THREE

Duration

The duration of its corporation is perpetual.

ARTICLE FOUR

Purposes and Powers

The purposes for which the corporation is organized are as follows:

1. To govern the common property in the County of Camden, State of Missouri, known as Chelsea Rose Estates, Chelsea Rose Estates First Addition, Zane's Addition to Chelsea Rose Estates, Cinnamon Hollow Subdivision, Cinnamon Hollow Addition, Cinnamon Ridge Subdivision, and Cinnamon Ridge Addition as described more fully in the Declaration of Restrictions for Chelsea Rose Subdivision filed for record in Book 333 at Page 792 and the Amended and Restated Declaration of Restrictions for Chelsea Rose Estates recorded in Book 368 at Page 690 in Camden County, Missouri and subsequent amendments and annexations thereto.
2. To take and hold by purchase, gift, bequest, devise, lease or assignment, either absolutely or in trust for any of its purposes, any property, real, personal or mixed, without limitation as to amount or value thereof, and, with or without the owners thereof, to exercise and enjoy all of the rights, powers and privileges of ownership to the same extent as a natural person might or could; to operate, use, manage,

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improve, mortgage, pledge, lease, assign, sell, transfer, convey or otherwise dispose of any such property, real, personal or mixed; to invest and reinvest its funds, either principal or income, in any securities or property of whatsoever character deemed proper by its Board of Managers for such investment; and to employ, donate and expend the property and funds of the corporation for the purposes contained in this paragraph.

3. To make, enter into and perform contracts of every kind and description, necessary, advisable or expedient in carrying out the purpose of the corporation, with any person, firm, association, corporation, municipality, body politic, district, county, state or other governmental unit.

4. To act as Trustee or attorney in fact for lot unit owners whenever so designated or authorized to do so by such owners, without termination due to death or disability of such owners as provided in Chapter 448.1-101 et seq. RSMo. 1983.

5. To have one or more offices and to conduct and carry on any of its business at any place either within or without the State of Missouri, as may be determined by its Board of Managers.

6. In addition to the above, to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein, and to do all other things incidental thereto, or connected therewith, which are not forbidden by Chapter 355 of the Missouri Not-For-Profit Corporation Code, by any other law, or these Articles of Incorporation, and to do so in any state, territory, district, possession, dependency, or other political subdivision of the United States of America, or in any foreign country to the extent that such purposes are not forbidden by such subdivision of the United States or such foreign country.

ARTICLE FIVE

Dissolution

In the event of dissolution and termination of the corporation's activities, its assets shall be liquidated and its debts paid in full; and, after it has fully complied with the applicable provisions of the Chapter 355 of the Missouri Not-For-Profit Corporation Code relating to dissolution, any remaining balance shall be distributed to the members.

ARTICLE SIX

Board of Managers

The management of the Corporation shall be vested in the Board of Managers and may be partially delegated by the Board of Managers to or among such committees as may be appointed by the Board of Managers from among its membership. The initial Board of Managers shall be established in Article VI infra until its successors are duly elected and qualified according to the By-Laws of the corporation. The initial board shall consist of two members. The number of managers thereafter shall be fixed by the By-Laws of the corporation and said Board of Managers shall be empowered to appoint a managing agent.

ARTICLE SEVEN

Initial Board of Managers

The names and addresses of the original Board of Managers shall be:

<u>NAME</u>	<u>Address</u>
Gregory D. Williams	P.O. Box 431, Sunrise Beach, MO 65079
Debra J. Williams	P.O. Box 431, Sunrise Beach, MO 65079
Charles H. Williams	P.O. Box 431, Sunrise Beach, MO 65079

ARTICLE EIGHT

Compensation of Managers

No manager or member of the Corporation shall receive any pecuniary profit from the Corporation or its operations, except reasonable compensation for services performed in effecting one or more of its purposes. Compensation may be set by the Board of Managers from time to time. No contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director, officer, or member of the corporation is pecuniarily or otherwise interested in, or is a manager, officer, shareholder, employee, fiduciary, or member of any such entity or solely by reason of the fact that any manager, officer, or member of the corporation is in any way interested in a contract or other transaction of the corporation.

ARTICLE NINE

Registered Office and Agent

The address of the initial registered office of the Corporation shall be Law Office Gregory D. Williams, Highway 5, P.O. Box 431, Sunrise Beach, Missouri, 65079 and the initial registered agent at that address shall be Gregory D. Williams.

ARTICLE TEN

Members

Membership in the Association shall be automatically awarded to each owner of an individual lot or tract in Chelsea Rose Estates, Chelsea Rose Estates First Addition, Zane's Addition to Chelsea Rose Estates, Cinnamon Hollow Subdivision, Cinnamon Hollow Addition, Cinnamon Ridge Subdivision, and Cinnamon Ridge Addition, or any subsequent developments annexed pursuant to the Amended and Restated Declaration of Restrictions for Chelsea Rose Estates recorded in Book 368 at Page 690 in Camden County, Missouri and voting of said members shall be regulated as provided for in the Declaration of Restrictions and the By-Laws.

ARTICLE ELEVEN

By-Laws

The corporation, through its Board of Managers, shall make, adopt and maintain such By-Laws as it shall deem proper for the management of the business and internal affairs of the corporation, and may alter and amend the By-Laws from time to time in accordance with the provisions thereof.

ARTICLE TWELVE

Incorporators

The name and address of each Incorporator is:

NAME

ADDRESS

Gregory D. Williams

16537 N. State Highway 5, Sunrise Beach, MO 65079

ARTICLE THIRTEEN

Amendment of Articles

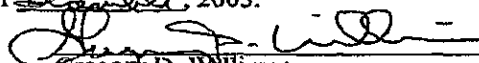
These Articles of Incorporation may be amended from time to time in the manner permitted by the laws of the State of Missouri then in effect. Provided, that prior to the relinquishment of Declarant's control as specified in the Declaration of Restrictions such amendment may not be made without the approval of the Developer, its successors, and assigns.

ARTICLE FOURTEEN

Effective Date

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

IN WITNESS AND AFFIRMATION WHEREOF, we have hereunto set our hands and seals this 9 day of December, 2005.


Gregory D. Williams

Attachment C, p. 4