

RON THORNBURGH  
Secretary of State



Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594  
(785)296-4564

April 29, 2009

STATE OF KANSAS

PRAIRIE WOODS HOMEOWNERS ASSOCIATION

RE: PRAIRIE WOODS HOMEOWNERS ASSOCIATION

ID. # 4308110 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed are your certified articles of incorporation for a Kansas not for profit corporation. Your corporation's business entity identification number is at the top of this page. This business entity identification number should be used in all correspondence with our office.


Every not for profit corporation must file an annual report with the Secretary of State and pay a filing fee. The annual report and fee are due together on the 15th day of the sixth month following the tax closing month. (For example, if the tax closing month is December, the due date is June 15 of the following year). The annual report may be filed as early as January 1. An annual report is not required if the company has not been incorporated for six months prior to its first tax year end. If your company operates on a tax year end other than the calendar year, you must notify our office in writing prior to December 31.

The annual report may be filed electronically at [www.kssos.org](http://www.kssos.org) or you may obtain a paper form from the Web site.

PLEASE NOTE: Your business entity may be required by Kansas law to file Form K-150 and a possible franchise tax with the Kansas Department of Revenue each year. For information regarding Form K-150 contact the Kansas Department of Revenue at (785) 368-8222 or [www.ksrevenue.org](http://www.ksrevenue.org).

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**ARTICLES OF INCORPORATION**  
of  
**PRAIRIE WOODS HOMEOWNERS ASSOCIATION.**

I, the undersigned incorporator, hereby form and establish a NOT FOR PROFIT CORPORATION, pursuant to K.S.A. 17-6002 and all other applicable laws of the State of Kansas.

**ARTICLE I.**

The name of this corporation is **PRAIRIE WOODS HOMEOWNERS ASSOCIATION.**

**ARTICLE II.**

The location of its registered office in this state is 2201 S. Westgate Circle, Wichita, Kansas 67209. The resident agent at this address is the corporation.

**ARTICLE III.**

This corporation is organized **NOT FOR PROFIT** and the objects and purposes to be transacted and carried on are:

1. To preserve the appearance and architecture of the development;
2. To maintain the common areas within that certain tract of property legally described as: Prairie Woods First and Second Additions to the City of Wichita, Sedgwick County, Kansas ("the Additions").
3. To operate solely and exclusively as a social welfare organization as designated by Section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of

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Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

**PROVIDED, HOWEVER,** that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501

(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of

such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV.**

The corporation will NOT have authority to issue capital stock, and the conditions of membership will be fixed by the bylaws.

#### **ARTICLE V.**

The Board of Directors shall have all powers granted by Kansas laws and statutes.

#### **ARTICLE VI.**

No director shall be personally liable to the Corporation or its stockholders/members for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law for breach of the director's duty of loyalty to the Corporation or its

members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

**ARTICLE VII.**

The term for which this corporation is to exist is perpetual.

**ARTICLE VIII.**

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in ARTICLE III. hereof.

**ARTICLE IX.**

The names and address of the incorporator is:

**NAME**

Debra A. Werth

**ADDRESS**

2201 S Westgate Circle  
Wichita, KS 67209

**ARTICLE X.**

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

**ARTICLE XI.**

The names and addresses of the persons who are to serve as directors until successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Debra A. Werth	2201 S Westgate Circle Wichita, KS 67209
Sharon Madison	2221 S. Westgate Circle Wichita, KS 67209
Peggy Bennett	10326 W Stafford Court Wichita, KS 67209

**ARTICLE XII.**

The power to adopt, amend, and repeal the bylaws of this corporation shall reside in the Board of Directors of this corporation.

**ARTICLE XIII.**

This corporation will maintain general liability insurance as necessary and in such amount as shall be determined by the directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. 60-3601.

IN TESTIMONY WHEREOF, I hereunto set my signature this  
27<sup>th</sup> day of April, 2009



\_\_\_\_\_  
 Debra A. Werth, Incorporator

STATE OF KANSAS

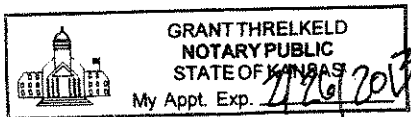
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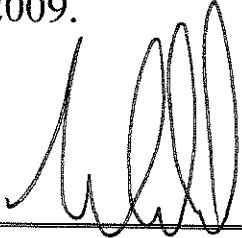
COUNTY OF SEDGWICK

Personally appeared before me, a Notary Public, in and for said County and said State, the above named person, who is personally

known to me to be the same person who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of April, 2009.



  
\_\_\_\_\_  
Notary Public

My appointment expires: 2/26/2013

I hereby certify this to be a true and correct copy of the original on file,  
Certified on this date: Apr. 29, 2009  
Ron Thornburgh, Secretary of State

**Article III is hereby deleted in its entirety and replaced with the following new Article III.**

### **ARTICLE III.**

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

- 1 To administer and enforce covenants to preserve the quality of life, including the general appearance and architecture of the Prairie Woods Community;
- 2 To own and maintain common non-residential, non-commercial green areas and sidewalks within that certain tract of property legally described as: Prairie Woods First and Second Additions to the City of Wichita, Sedgwick County, Kansas ("the Additions");
- 3 To encourage residents to maintain a safe, clean and attractive neighborhood environment; and
- 4 To operate solely and exclusively as a tax-exempt social welfare organization as designated by Section 501 (c)(4) of the Internal Revenue Code.

To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- (a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501 (c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets

or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

3. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for tax-exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(4) or Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Contact Information**

Kansas Secretary of State  
**Ron Thornburgh**  
Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594  
(785) 296-4564  
kssos@kssos.org  
www.kssos.org

**KANSAS SECRETARY OF STATE  
Nonprofit Corporation Certificate of Amendment**

**AN**

**53-13**

All information must be completed or this document will not be accepted for filing.

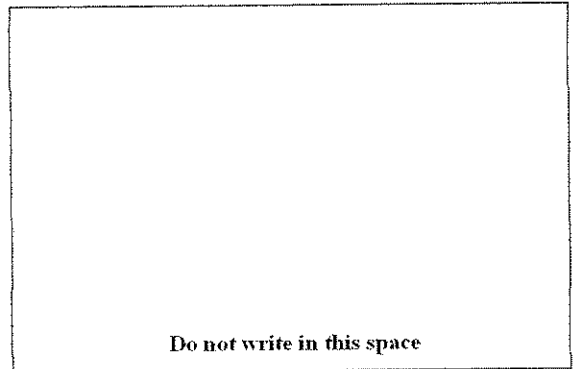
1. Name of the corporation:

Prairie Woods Homeowners Association

*Name must match the name on record with the secretary of state*

2. The articles of incorporation are amended as follows:

see attached



The amendment was adopted in accordance with the provisions of K.S.A. 17-6602.

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Executed on the 7 of 10 2009  
Day Month Year

*Debby Weisk*  
Authorized officer

**Instruction**

Submit this form with the \$20 filing fee.

Notice: There is a \$25 service fee for all returned checks.