

IOWA

No: W01387918
Date: 10/27/2023

SECRETARY OF STATE

504RDN-749210
SOLOMON'S LANDING OWNERS' ASSOCIATION

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Restated Articles

The document was filed on Oct 24 2023 11:42AM, to be effective as of Oct 24 2023 11:42AM.

The amount of \$20.00 was received in full payment of the filing fee.



A handwritten signature in blue ink that reads "Paul D. Pate".

PAUL D. PATE SECRETARY OF STATE



749210

**RESTATED
ARTICLES OF INCORPORATION
OF
SOLOMON'S LANDING OWNERS' ASSOCIATION**

In compliance with the requirements of the Revised Iowa Nonprofit Corporation Act under Chapter 504 of the 2022 Code of Iowa, as amended, the undersigned acting as incorporator of a nonprofit corporation hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is Solomon's Landing Owners' Association, hereinafter called the "Association," and its principal offices shall be located in North Liberty, Johnson County, Iowa.

**ARTICLE II
REGISTERED OFFICE**

The registered office of the Association shall be located at 425 E. Oakdale Blvd, Suite 201, Coralville, Johnson County, Iowa 52241.

**ARTICLE III
REGISTERED AGENT**

Ryan J. Prahm shall be the initial registered agent.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The purposes of the Association are exclusively not for private profit or gain and no part of its activities shall consist of carrying on political propaganda or otherwise attempting to influence legislation, and the Association shall make no distribution of income to its members, directors or officers. The general purposes for which the Association is formed are to provide for maintenance, repair, preservation and landscaping of Outlot B of the Subdivision and the Recreational Use Easement recorded in Book 6475, Page 878 of the Johnson County Recorder's Office, hereafter "Common Areas," within those certain tracts of property known as Solomon's Landing - Part One, North Liberty, Iowa (and any resubdivision thereof), and Solomon's Entertainment District, North Liberty, Iowa and according to the recorded plats thereof, and hereafter referred to herein collectively as the "Subdivision." The legal description for the Subdivision is provided on attached Exhibit A, and shall be unaffected by subdivision thereof.

For these purposes the Association shall have, without limitation, the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain declaration of Protective Covenants and Restrictions, hereinafter called the "Declarations," applicable to Solomon's Landing - Part One, North Liberty, Johnson County, Iowa, and Solomon's

Entertainment District as recorded in the Office of the Recorder of Johnson County, Iowa, and as the same may be amended from time to time as therein provided;

(b) To acquire, own, operate, use, manage, control, preserve, landscape, repair, insure and maintain the Common Areas;

(c) To fix, assess, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and Association Bylaws, and to file liens against Lots to secure the payment thereof; to pay all expenses in connection therewith and all administrative 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) To 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) To borrow money and, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) To dedicate, sell or transfer all or any part of the property of the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(g) To participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes provided that any such merger shall have the assent of two-thirds (2/3) of the members.

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Iowa by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in a lot subject to the Declarations of certain lots located in the Subdivision, including contract vendees, shall be a member of the Association. 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 separate from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have one class of voting membership, being all of the owners of the Lots. The Lots shall be entitled to the following number of votes:

Solomon's Landing – Part One

Lots 1-18	18 votes (1 vote per lot)
Lot 22	47 votes
Lot 23	28 votes
Outlot A	75 votes
Outlot C	54 votes
Outlot D	49 votes

Solomon's Landing – Part Two

Lots 24-29	6 votes
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Solomons Entertainment District

Lot 1	10 votes
Lot 2	11 votes
Lot 3	8 votes

Total

306 votes

When more than one person holds an interest in any such Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. As Lots and Outlots are subdivided the votes listed above shall be allocated amongst the new lots as determined the Board of Directors. Further amendment to these Articles or the Protective Covenants and Restrictions shall not be necessary to affect such allocation.

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as the initial director is:

Name

Address

Brandon Pratt

75 Commercial Drive Unit 916
North Liberty, IA 52317

The initial Board of Directors shall serve until its term expires as provided in the Bylaws, but thereafter a director may be removed from office at a Special Meeting of the members of the Association in such a manner as may be provided in the Bylaws.

ARTICLE VIII
BYLAWS

Initial Bylaws of the Association shall be adopted by its Board of Directors. Thereafter such Bylaws may be altered, amended or repealed as provided therein.

ARTICLE IX
EXECUTION OF WRITTEN INSTRUMENTS

All instruments executed by the Association shall be deemed sufficient if executed as provided by specific resolution of the Board of Directors as certified by the president, vice president or secretary of the Association.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidated, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
DURATION

Unless dissolved, the Association shall exist perpetually.

ARTICLE XII
EXEMPTION OF MEMBERS FROM PERSONAL LIABILITY

The private property of all members of the Association shall be wholly exempt from liability for any and all debts, obligations and liabilities of the Association.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3rds) of the entire membership.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is as follows:

Name

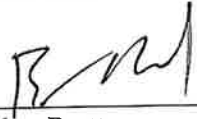
Brandon Pratt

Address

75 Commercial Drive Unit 916
North Liberty, IA 52317

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Iowa, the undersigned, being the sole incorporator of this Association, has executed these Articles of Incorporation this 6th day of October 2023.

DIRECTOR:



Brandon Pratt

OWNERS:
PRATT REAL ESTATE MANAGEMENT, INC.

By: 

Brandon Pratt, President
Owner of Lots 1, 3-4, 6-8, 11-16, 18, Outlots A, B, C and D

Exhibit "A"
Legal Description

SOLOMON'S LANDING – PART ONE
NORTH LIBERTY, JOHNSON COUNTY, IOWA

Auditor's Parcel 2021009, according to the Plat of Survey recorded in Book 64, Page 285 in the Johnson County Recorder's Office, Johnson County, Iowa, excepting therefrom property conveyed to the City of North Liberty, Iowa, by Warranty Deed recorded in Book 6357, Page 142.

**CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOLOMON'S LANDING OWNERS' ASSOCIATION**

The undersigned directors of the above corporation hereby certify the following statements pursuant to Iowa Code §504.1006(4) and §504.1005:

1. The foregoing Amended and Restated Articles of Incorporation consolidate all amendments, including the amendments made in the Amendment and Restatement of Articles of Incorporation of Solomon's Landing Owners' Association into a single document.
2. The foregoing Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation that required member approval.
3. The amendment was duly approved by the member in the manner required by Chapter 504 and by the prior Articles of Incorporation.
4. The Amended and Restated Articles of Incorporation were approved by the requisite number of members who were required for such action. The directors cast all of their votes in favor of the adopting Amended and Restated Articles of Incorporation.
6. The Secretary of State may certify the Amended and Restated Articles of Incorporation as the Articles of Incorporation currently in effect, without including the information on this Certificate.

Date: October 24, 2023

**SOLOMON'S LANDING
OWNERS' ASSOCIATION**

DIRECTOR:

Brandon Pratt (Oct 24, 2023 10:42 CDT)

Brandon Pratt

MEMBER:

PRATT REAL ESTATE MANAGEMENT, INC.

By: Brandon Pratt (Oct 24, 2023 10:42 CDT)

Brandon Pratt, President

Owner of Lots 1, 3-4, 6-8, 11-16, 18, Outlots A-D

FILED
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SECRETARY OF STATE

10-24-23

11:42 AM

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