

(54)

WILLOW CREEK SUBDIVISION OWNER'S
ASSOCIATION,

ARTICLES OF INCORPORATION.

Dated March 1, 1993.

Recorded April 12, 1993, in Book 1524, Page 88.

to

The Public.

We, the undersigned, being of legal age and citizens of the State of Iowa, in order to form a corporation, not for pecuniary profit and for the purposes herein expressed, do hereby associate ourselves into a body corporate under and in accordance with Chapter 504A of the 1991 Code of Iowa, and we do hereby assume all of the powers and privileges granted to corporate bodies under such imposed by said chapter and title, and for the said purposes hereby adopt the following articles of incorporation:

ARTICLE I. NAME AND LOCATION. The name of the corporation shall be Willow Creek Subdivision Owner's Association, and its principal place of business shall be Johnson County, Iowa.

ARTICLE II. DURATION. The corporation's existence shall commence on the date designated by the Secretary of the State of Iowa on the Certificate of Incorporation issued by her and shall continue perpetually unless the corporation be sooner dissolved by a 3/4 vote of the eligible voting membership.

ARTICLE III. PURPOSES. The objects and purposes of the corporation shall be:

A. To maintain the City sidewalks as follows:

1. That sidewalk lying immediately west of Lots 1 through 7 within the Mormon Trek boulevard right-of-way;
2. That sidewalk lying immediately north of Lots 1 and 20 within the Benton Street right-of-way; and
3. That sidewalk running from the easterly end of Willow Creek Court between Lots 13 and 14 to the Willow Creek park. Maintenance shall include snow removal and any all necessary sidewalk repairs.
4. Those sidewalks located along Jema Court within Willow Creek Subdivision, excluding any sidewalks leading to individual units.

B. To mow, maintain, beautify, and repair the property in the center of the cul-de-sac of Willow Creek Court, property immediately adjacent to the sidewalks described in Subparagraph A above, and all of the subdivision property included within the storm water management facility easement area.

C. To maintain liability insurance in regard to the obligations of the Willow Creek Subdivision Owner's Association.

D. To exercise all other powers necessary or incidental to carrying out the above purposes and to exercise all other powers permitted by law but not for pecuniary profit, including but not limited to, the making of contracts and borrowing money to further any of the above purposes and to possess and enjoy any and all rights and powers which now or at any time hereafter may be granted to corporations of this character.

ARTICLE IV. MEMBERSHIP AND VOTING RIGHTS.

Each owner of a condominium unit or subdivision lot within Willow Creek Subdivision, whether presently owned or hereafter acquired, and the heirs, successors, assigns, devisees or grantees to any such condominium unit, whether improved or unimproved, located within Willow Creek Subdivision, Iowa City, Iowa, shall be a member of the owner's association created in these articles.

Each condominium unit or subdivision lot shall have one vote. If two or more people are co-owners of a condominium unit or subdivision lot, then each shall be a member of the Association and entered upon the membership list as such. However, each shall have a fractional vote, the numerator of which is one and the denominator of which is the number of co-owners of the said condominium unit. Each member in good standing and who pays the assessments hereafter set forth shall be entitled to one vote (or fractional vote if co-owned) at any regular or special meeting. A majority vote shall govern all matters unless a different voting requirement is called for by Articles, By-laws, or Rules of the Corporation.

No membership in this Association can be cancelled nor can voting rights of any members be suspended unless such member or members fail to pay the assessment levied by the Association against a condominium unit. An eligible voter is one who has paid all of the assessments due the Association. If a condominium unit is co-owned, payment of the total assessments due for the condominium unit must be made in order to qualify a co-owner for voting.

Membership herein shall automatically vest in subsequent titleholders through sale, gift, assignment, or otherwise.

There shall be but one class of members in this corporation and there shall be no corporate stock.

Until such time that all lots within the subdivision have been developed into condominium units, undeveloped lots shall be treated as a single condominium unit.

ARTICLE V. ASSESSMENTS

Assessments shall be computed on a per unit basis and shall be determined by taking the actual or projected expenses and dividing the figure by the number of units within the Association subject to any modification set forth in these Articles. Payment for assessments shall be to the Treasurer of the Association. The Association is authorized to build reasonable reserves. The Homeowner's Association may file mechanic's liens against member properties for unpaid assessments.

ARTICLE VI. BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors consisting of not less than two and not more than six members elected annually by the eligible voters of the Association at an annual meeting or special meeting called for that purpose.

All Directors shall be chosen from eligible voting members of the Association. Should a vacancy occur in any directorship or office for any reason, the remaining Board members may select a replacement from eligible voting members. All Directors shall serve until the next election of the Board of Directors.

No contract or other transaction between the Corporation and any other corporation or proprietorship and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of this corporation are pecuniarily or otherwise interested in or are Officers or Directors of such other corporation or proprietorship.

The initial Board of Directors shall have two members and their respective names and addresses are as follows:

Michael E. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

David V. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

The number of Directors on successive Board of Directors shall be determined at each annual meeting.

ARTICLE VII. OFFICERS

The Officers of the Corporation shall number four and shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected by the membership and chosen from the Board of Directors.

ARTICLE VIII. MEETINGS AND BY-LAWS

The Corporation shall have an annual meeting and shall adopt By-laws at its first meeting.

ARTICLE IX. LIABILITY FOR DEBTS

The private property of the membership of this Corporation shall be exempt from any and all debts and obligations of the Corporation. This Article cannot be changed except with and by the written unanimous consent of all members of the Corporation.

ARTICLE X. EXECUTION OF INSTRUMENTS

All deeds, mortgages, contract, conveyances or other instruments creating or conveying any interest in real estate shall be signed by the President or Vice-President and countersigned by the Secretary or Treasurer. Statements concerning the status of assessments may be signed by any Office of the Corporation.

ARTICLE XI. SEAL

The corporation shall not have a corporate seal.

ARTICLE XII. AMENDMENTS

Amendments to these Articles will require a 60% vote of the eligible voting members.

ARTICLE XIII. REGISTERED AGENT AND OFFICE

The initial registered agent and registered office for the Corporation shall be Michael E. Hodge, 711 S. Gilbert Street, Iowa City, Iowa 52240.

ARTICLE XIV. INCORPORATORS

The names and addresses of the incorporators are:

Michael E. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

David V. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

WILLOW CREEK SUBDIVISION OWNER'S ASSOCIATION BYLAWS

THE WILLOW CREEK SUBDIVISION OWNER'S ASSOCIATION is the non-profit corporation organized under the Articles of Incorporation for the purposes as stated therein.

ARTICLE I. OFFICE. The principal office of the Association shall be in the State of Iowa. The Association shall designate a registered office in accordance with Iowa law and shall maintain it continuously. The initial registered agent and registered office for the Association shall be Michael E. Hodge, 711 S. Gilbert Street, Iowa City, Iowa 52240. The Association may have offices at such other places, within and without the State of Iowa, as the Board of Directors may from time to time determine.

ARTICLE II. MEMBERS.

SECTION I - Membership Class. There shall be one class of membership in the Association. All such Members shall be voting Members, who shall have all the rights and privileges of Members of the Association. Each owner of a unit within Willow Creek Subdivision, Johnson County, Iowa, whether presently owned or hereafter acquired, and the heirs, successors, assigns, devisees or grantees to any such unit, shall be a Member of the Association. No membership in this Association can be cancelled nor can voting rights of any Members be suspended unless such Member or Members fails to pay the assessment levied by the Association against the unit. An eligible voter is one who has paid all of the assessments due the Association. If a unit is co-owned, payment of the total assessments due for the unit must be made to qualify a co-owner for voting.

SECTION II - Transfer. The rights of each owner shall be appurtenant to his or her ownership of a unit, may not be separated from said ownership, and shall automatically pass to the heirs, successors, and assigns (including mortgagees) of an owner upon the recordation of the change in ownership of the unit in the public records of Johnson County, Iowa, and in the records of the Association. Ownership herein shall automatically vest in subsequent titleholders through sale, gift, assignment, or otherwise.

SECTION III. Annual Meeting. The purpose of the annual meetings of Members is to elect directors and to address such other matters as may properly come before the Members. The annual meeting of the Members of the Association shall be held at the times and places designated by the Board of Directors or the President of the Association. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of the Members. However, failure to hold an annual meeting timely shall in no way effect the terms of Officers or Directors of the Association or the validity of actions of the Association.

SECTION IV - Special Meeting. Special meetings of the Members may be called by the President, or by a majority of the Board of Directors then in office, or by one-fourth (1/4) or more of the outstanding membership votes of the Association. The purpose of each special meeting shall be stated in the notice of said special meeting and may only include purposes which are lawful and proper for the Members to consider.

SECTION V - Place of Meeting. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any meeting of Members. If no designation is made, then the place of the meeting shall be the principal office of the Association in the State of Iowa.

SECTION VI - Notice of Meeting. Written or printed notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) days, nor more than sixty (60) days, before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association with postage thereon prepaid.

SECTION VII - Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION VIII - Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing sets forth the action so taken is signed by a majority of the Members of the Association. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

SECTION IX - Voting Record. If the Association has six (6) or more voting Members of record, the officers having charge of the membership records of the Association shall make, at least three (3) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Association or at the principal place of business of the Association and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirement of this section have not been substantially complied with, then

upon demand of any Member, in person or in proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION X - Member Quorum and Voting. A majority of the members appearing in person or by proxy shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

SECTION XI - Votes. Each Member shall be entitled to one (1) vote on each matter submitted to the Members; provided however, that there shall be only one (1) vote per unit. If two or more people are co-owners of a unit, then each shall be a Member of the Association as provided in Section I. However, each shall have a fractional vote, the numerator of which is one (1) and the denominator of which is the number of co-owners of the said unit. Each Member in good standing and who pays the assessments hereafter set forth shall be entitled to one vote, (or fractional vote if co-owned) and any regular or special meeting.

SECTION XII - Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person to act for him or her by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly-authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE III. BOARD OF DIRECTORS.

SECTION I - General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Iowa Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors.

SECTION II - Number, Qualification, Election and Tenure. The number of directors shall be the number of Directors elected from the membership of the Association. The number of directors elected shall be not less than two (2) and not more than six (6) members. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. Directors shall be elected by the members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

SECTION III. The Board of Directors shall hold its annual meeting at the same place and immediately following each annual meeting of the Members for the transaction of such business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Directors, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all the Directors.

SECTION IV. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

SECTION V - Special Meetings. Special meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a resalable time and place for holding them.

SECTION VI - Telephone Meetings. Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which the persons participating can hear each other at the same time, and participation by such means shall constitute presence in persons at such meetings.

SECTION VII - Actions Without Meetings. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken, signed by all the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same affect as the unanimous vote.

SECTION VIII - Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by personal delivery to each Director at his address. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a Waiver of Notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION XI - QUORUM AND VOTING. A majority of Directors present shall constitute a quorum for the transaction of business. The vote of a majority of Directors at a meeting in which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum of Directors is present, then a majority of those Directors present may adjourn to the meeting from time to time without notice until a quorum is present.

SECTION X - Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors, even though it is less than a quorum of the Board of Directors. Should such a vacancy occur, the remaining Board members may select a replacement from the eligible Members. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members.

SECTION XI - Removal. At any meeting of the Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause by a majority vote of the voting Members. New Directors may be elected by the Members for unexpired terms of Directors removed from office at the same meetings at which such removals were voted. If the Members fail to elect persons to fill the unexpired terms of a removed Director, then the vacancy shall be filled according to Section X.

SECTION XII. Presumption of Assent. A Director of the Association who is present at the meeting of the Board of Directors at which an action of any corporate matter is taken shall be presumed to have been assented to the action unless he votes against such action or abstains from voting because of an asserted conflict of interest.

SECTION XIII - Initial Board. The initial Board of Directors shall have two (2) members and their respective names and addresses are as follows:

Michael E. Hodge	David V. Hodge
711 S. Gilbert St.	711 S. Gilbert St.
Iowa City, Iowa 52240	Iowa City, Iowa 52240

The number of Directors on successive Board of Directors shall be determined at each annual meeting as outlined in Article III, Section II.

ARTICLE IV. OFFICERS.

SECTION I - Officer. The Officers of this Association shall number four (4) and be President, Vice-president, Secretary, and Treasurer. Said officers shall be elected by the membership and chosen from the Board of Directors.

SECTION II - Election and Term of Office. The Officers of the Association shall be elected annually by the Membership at its meeting after electing the Board of Directors. Such officers shall be chosen from the elected Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or been removed in the manner herein provided.

SECTION III - Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the members whenever, in their judgment, the best interest of the Association would be served thereby. Removal shall be without prejudice to any contract right of the person so removed, but election of an Officer shall not itself create contract rights.

SECTION IV - Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired term of such office.

SECTION V - Duties. The President of the Association shall preside at all meetings of the Board of Directors and of all meetings of the Members. The President shall be the chief executive officer of the Association. Subject to the foregoing, the Officers of the Association shall have powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws; or as may be assigned to them from time to time by the Board of Directors.

SECTION VI - Delegation of Duties. In the absence or disability of any officer of the Association or for any reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

ARTICLE V. RECORDS AND REPORTS.

SECTION I - Report to Members. The Association shall send an annual report to the Members of the Association not later than four (4) months after the close of each fiscal year of the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statement shall be prepared from, and in accordance with, the books of the Association.

SECTION II - Inspection of Corporate Records. Any person who is a Member in good standing of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records from accounts, minutes, and records of Members of the Association. Upon written notice of any Member, the Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Association in Iowa City, Iowa, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Member, in person or by agent.

(54 cont'd)

ARTICLE VIII. NONPROFIT CORPORATION. The Association will not have nor issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members, Directors or Officers without full consideration. The Association may contract in due course with its Members, Directors, and Officers without violating this provision.

ARTICLE IX. FISCAL YEAR. The fiscal year of the Association shall be the period selected by the Board of Directors as the taxable year of the Association for federal income tax purposes. **ARTICLE X. SEAL.** The corporation shall not have a corporate seal.

ARTICLE XI. INDEMNIFICATION. The Association shall indemnify each Officer and Director, including former Officers and Directors to the full extent permitted by the Iowa General Corporation Act and the Iowa Not-for-Profit Corporation Act.

ARTICLE XII. AMENDMENTS. These Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw which has been altered, amended, repealed or adopted by such vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the Members. A copy of each amendment to these Bylaws, certified by the secretary of the corporation, shall be filed for record in the public records of Johnson County, Iowa. Furthermore, if the Articles of Incorporation of the Association are amended, a copy of amendment certified by the Secretary of the State of Iowa shall be filed for record in the public records of Johnson County, Iowa.

(55)

WILLOW CREEK SUBDIVISION OWNER'S
ASSOCIATION,

to

The Public.

ARTICLES OF INCORPORATION.

Dated March 1, 1993.

Recorded April 12, 1993, in Book 1525, Page 154.

We, the undersigned, being of legal age and citizens of the State of Iowa, in order to form a corporation, not for pecuniary profit and for the purposes herein expressed, do hereby associate ourselves into a body corporate under and in accordance with Chapter 504A of the 1991 Code of Iowa, and we do hereby assume all of the powers and privileges granted to corporate bodies under such imposed by said chapter and title, and for the said purposes hereby adopt the following articles of incorporation:

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2. That sidewalk lying immediately north of Lots 1 and 20 within the Benton Street right-of-way; and
3. That sidewalk running from the easterly end of Willow Creek Court between Lots 13 and 14 to the Willow Creek park. Maintenance shall include snow removal and any all necessary sidewalk repairs.
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C. To maintain liability insurance in regard to the obligations of the Willow Creek Subdivision Owner's Association.

D. To exercise all other powers necessary or incidental to carrying out the above purposes and to exercise all other powers permitted by law but not for pecuniary profit, including but not limited to, the making of contracts and borrowing money to further any of the above purposes and to possess and enjoy any and all rights and powers which now or at any time hereafter may be granted to corporations of this character.

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No contract or other transaction between the Corporation and any other corporation or proprietorship and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of this corporation are pecuniarily or otherwise interested in or are Officers or Directors of such other corporation or proprietorship.

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Iowa City, Iowa 52240

David V. Hodge
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The private property of the membership of this Corporation shall be exempt from any and all debts and obligations of the Corporation. This Article cannot be changed except with and by the written unanimous consent of all members of the Corporation.

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All deeds, mortgages, contract, conveyances or other instruments creating or conveying any interest in real estate shall be signed by the President or Vice-President and countersigned by the Secretary or Treasurer. Statements concerning the status of assessments may be signed by any Office of the Corporation.

ARTICLE XI. SEAL

The corporation shall not have a corporate seal.

ARTICLE XII. AMENDMENTS

(55 cont'd)

Amendments to these Articles will require a 60% vote of the eligible voting members.

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ARTICLE XIV. INCORPORATORS

The names and addresses of the incorporators are:

Michael E. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

David V. Hodge
711 S. Gilbert Street
Iowa City, Iowa 52240

- Filed in the Office of the Secretary of State of Iowa on March 24, 1993.

(56)

GARY WERLE CONSTRUCTION
COMPANY, by Gary Werle, President and
Secretary,

to

The Public.

**CONSENT OF OWNER TO ARTICLES OF
INCORPORATION OF WILLOW CREEK
SUBDIVISION OWNERS ASSOCIATION AND
WILLOW CREEK SUBDIVISION OWNERS
ASSOCIATION BYLAWS.** Dated June 3, 1993.
Recorded June 9, 1993, in Book 1558, Page 46.

The undersigned, being the owner of the following described real estate located in Johnson County, Iowa, to
wit:

Lot 4, Willow Creek Subdivision, Iowa City, Iowa, according to the plat thereof recorded in Book 32,
Page 246, Plat Records of Johnson County, Iowa. Subject to easements and restrictions of use and
record.

and Lot 9, Willow Creek Subdivision, Iowa City, Iowa, according to the plat thereof recorded in Book
32, Page 246, Plat Records of Johnson County, Iowa. Subject to easements and restrictions of use and
record;

hereby consents and adopts the Articles of Incorporation of Willow Creek Subdivision Owners Association, recorded
in Book 1524, page 88, and also in Book 1525, Page 154, Records of Johnson County, Iowa and to the Willow Creek
Subdivision Owners Association Bylaws, recorded in Book 1524, page 88, Records of Johnson County, Iowa. This
Consent and adoption shall be binding and shall run with the land upon my heirs, executors, successors in interest
and assigns.

(57)

HILLS BANK AND TRUST COMPANY,
by John A. Benson, Second Vice President,
by Dean J. Stockman, Loan Officer, (Seal)

to

HODGE CONSTRUCTION COMPANY, an
Iowa Corporation.

RELEASE OF MORTGAGE.

Dated June 29, 1993.

Recorded July 1, 1993, in Book 1572, Page 184.

Releases mortgage recorded in Book 1181, Page 272,
shown at Entry No. 43.

(58)

CITY OF IOWA CITY, IOWA,
By Susan M. Horowitz, Mayor,
Attest: Marian K. Karr, City Clerk, (Seal)

GENERAL RELEASE. Dated December 7, 1994.
Recorded December 14, 1994, in Book 1847, Page 92.
Recites: The City of Iowa City hereby releases the
following described property:
Willow Creek Subdivision

to

The Public.

from a lien or cloud upon the title placed thereon by a certain contract entered into with the developer of said subdivision and the City of Iowa City, Iowa, which agreement was dated June 9, 1992, and recorded in the Office of the County Recorder, Book 1393, Page 176, except for any requirements relating to sidewalks and stormwater management facility.

The improvements stated in said agreement have been installed by the Developer and the City of Iowa City hereby waives any of the requirements of the said agreement, except those relating to sidewalks and stormwater management facility.

(59)

CITY OF IOWA CITY, IOWA,

RESOLUTION NO. 95-33. Passed February 28, 1995.
Certified copy recorded March 7, 1995, in Book 1874,
Page 154.

to

The Public.

RESOLUTION NO. 95-33

**RESOLUTION AUTHORIZING THE MAYOR TO SIGN AND THE CITY CLERK TO
ATTEST A PARTIAL RELEASE AGREEMENT CONCERNING THE STORMWATER
MANAGEMENT EASEMENT AGREEMENT FOR WILLOW CREEK SUBDIVISION.**

WHEREAS, the City of Iowa City, Iowa, a municipal corporation (hereinafter "the City"), and Hodge Development Company, an Iowa Corporation, formerly known as Hodge Construction Company, (hereinafter "Subdivider") entered into a Subdivider's Agreement and Stormwater Management Easement Agreement for Willow Creek Subdivision, Iowa City, Iowa, both dated June 9, 1992 and recorded in the Johnson County Recorder's Office on June 26, 1992, in Book 1393, page 176 et seq.; and

WHEREAS, the Subdivider's Agreement and Stormwater Management Easement Agreement for Willow Creek Subdivision obligate Subdivider to construct a stormwater management facility; and

WHEREAS, the City does not ordinarily release a subdivider from the construction requirements relating to a stormwater management facility until the City Engineer certifies that the facility is completed; permanent groundcover is established and mowable; erosion and sedimentation are wholly or substantially controlled; and substantially all lots within the tributary area in the subdivision have been developed; and

WHEREAS, in the interim, a lien remains on Willow Creek Subdivision with a cloud on the titles to all the lots in the subdivision; and

WHEREAS, local builders and financial institutions are unable to market local mortgages on the secondary mortgage market by reason of these liens and clouds on the title; and

WHEREAS, the Partial Release Agreement would remove the cloud on the title to Willow Creek Subdivision, while protecting the City by reason of the lien attaching to an established escrow fund, said escrow fund to be established and maintained by the City Finance Department; and

WHEREAS, the remaining requirements for maintenance, access and other requirements of the Subdivider's Agreement and Stormwater Management Easement Agreement will continue in full force and effect, in order to protect the interests of both parties.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF IOWA CITY, IOWA, THAT:

1. It is in the public interest to execute the Partial Release Agreement for Willow Creek Subdivision in order to protect local property values.

2. The Council funds that transferring the real estate lien to the escrow account is reasonable under the circumstances and protects the City's interests.

3. The Mayor is hereby authorized to execute and the City Clerk to attest the Partial Release Agreement, a copy of which is attached hereto. Subdivider shall record this agreement in the Johnson County Recorder's Office at their cost.

4. Upon certification from the City Engineer that construction of the stormwater management facility has been satisfactorily completed, permanent groundcover has been established and is mowable; erosion and sedimentation has been wholly or substantially controlled; and, in the opinion of the City Engineer, substantially all lots within the tributary area in the subdivision have been developed, the Mayor and City Clerk are authorized to execute a final release for recordation in the Johnson County Recorder's Office.

It was moved by Pigott and seconded by Novick the Resolution be adopted, and upon roll call there were:

AYES: Baker, Horowitz, Kubby, Novick, Pigott, Throgmorton. NAYS: None. ABSENT: Lehman.

Passed and approved this 28th day of February, 1995.

s/ Susan M. Horowitz, Mayor

Attest: s/ Marian K. Karr, City Clerk, (Seal)

Not acknowledged.

LIMITED RELEASE AGREEMENT

THIS LIMITED RELEASE AGREEMENT is made between the City of Iowa City, Iowa, a municipal corporation ("City"), and Hodge Development Company, an Iowa corporation, formerly known as Hodge Construction Company ("Subdivider").

In consideration of the mutual promises provided herein, the parties hereto agree as follows:

1. The parties acknowledge that by reason of a Subdivider's Agreement and Storm Water Management Easement Agreement for Willow Creek Subdivision, Iowa City, Iowa, both of which are dated June 9, 1992 and filed for record in the Johnson County Recorder's office on June 26, 1992, in Book 1393, page 176 et. seq., the Subdivider is obligated to construct a storm water management facility ("Facility") as required by the City and as a benefit to Willow Creek Subdivision, Iowa City, Iowa ("Subdivision"). The parties further acknowledge that this obligation is deemed a covenant running with the land, and that only one basin of the Facility is designed to serve said Subdivision.

2. The parties acknowledge that \$5,000.00 has been placed in escrow with the City for all lots in the Subdivision according to the plat thereof recorded in Plat Book 32, Page 246, Records of Johnson County, Iowa. The parties further acknowledge that this escrow is being retained by the City pending completion of the Facility, as certified by the City Engineer.

3. The City acknowledges that construction of the Facility herein has now been substantially completed, but that permanent groundcover is not yet established and mowable; that erosion and sedimentation are not wholly controlled; that all lots within the tributary area which is within the Subdivision are not yet developed; and that final acceptance by the City of the Facility is not yet appropriate. For this reason, the Subdivider's Agreement constitutes a lien and cloud on the property described above.

4. In consideration of the City's limited release of this lien, the Subdivider agrees that the lien on any lot in the Subdivision shall be transferred to and shall immediately attach to the \$5,000.00 escrow for this property, and that this lien shall remain attached to the \$5,000.00 escrow until such time as permanent groundcover is established and mowable; erosion and sedimentation are controlled; and, in the opinion of the City Engineer, substantially all lots within the tributary area which is within the Subdivision have been developed. At such time, the Facility may be accepted by the City, and a general release given to the Subdivider for recordation.

5. In consideration thereof, the City does hereby release any lot in the Subdivision, Willow Creek Subdivision, Iowa City, Johnson County, Iowa, according to the plat thereof recorded in Book 32, Page 246, Records of Johnson County, Iowa, from any lien or cloud now placed on the title to the above properties for the purposes stated in Paragraphs 2 through 4 above.

6. This Limited Release Agreement shall be deemed a covenant running with the land and with the title to the land, and shall inure to the benefit of and bind the parties hereto, their successors and assigns in interest until such time as the property may be released of record by the City, as provided by law.

7. This Limited Release Agreement shall in no way alter, amend or modify the Storm Water Management Easement Agreement running in favor of the City and filed of record in Book 1393, page 176 et. seq., Records of Johnson County, Iowa.

DATED this 25th day of February, 1995.

HODGE DEVELOPMENT COMPANY

by s/ Michael E. Hodge, President and Secretary

CITY OF IOWA CITY, IOWA

by s/ Susan M. Horowitz, Mayor

by s/ Marian K. Karr, City, Clerk (Seal)

Acknowledged.

#17028 - 44

(60)

HODGE DEVELOPMENT COMPANY,

to

The Public.

**DECLARATION OF SUBMISSION TO
HORIZONTAL PROPERTY REGIME PURSUANT
TO CHAPTER 499B OF THE CODE OF IOWA FOR
78-80 JEMA COURT CONDOMINIUMS.**

Recorded September 18, 1995, in Book 1969, Page 262.

The property submitted to the Horizontal Property Regime is:

Lot 15, Willow Creek Subdivision, Iowa City, Iowa, according to the plat thereof recorded in Book 32, Page 246, Records of Johnson County, Iowa.

• See copy of Declaration at end of abstract.

(61)

JOHNSON COUNTY BAR ASSOCIATION,

to

The Public.

RESOLUTION. Adopted February 17, 1988.

Recorded June 22, 1988 in Book 1009, Page 167.

**RESOLUTION OF JOHNSON COUNTY BAR ASSOCIATION
REFERENCE CONDOMINIUM TITLE STANDARD**

BE IT RESOLVED by the Johnson County Bar Association that the following standards will apply to declarations of condominium filed pursuant to Chapter 499B of the Code of Iowa:

1. DECLARATIONS FILED PRIOR TO FEB. 17, 1988.

A certificate by an engineer, architect, or land surveyor, filed pursuant to Section 499B.6 of the Code of Iowa, shall be deemed sufficient if the site plan filed with the declaration is certified by a licensed engineer or land surveyor and if a licensed engineer or architect certifies that he or she has examined the building plans filed with the declaration of condominium and that the building plans diagrammatically represents, insofar as reasonably possible, the building that the declarant has represented that it intends to construct on the real estate described in the declaration.

2. DECLARATIONS FILED AFTER FEB. 17, 1988.

Certificates by an engineer, architect, or land surveyor, filed pursuant to Section 499B.6 of the Code of Iowa after the date given above, shall not be deemed sufficient unless the engineer, architect, or land surveyor certifies that he or she has examined the building plans and site plan filed with the declaration of condominium and that the same diagrammatically represents, insofar as reasonably possible by use of non-destructive measurement techniques, the building and common elements that the declarant has, in fact, constructed on the real estate described in the declaration.

In the event the original declaration of condominium is filed in connection with an incomplete project, the original declaration may be accompanied by a certificate as described in Paragraph 1 above, but shall thereafter be followed, as soon as reasonably possible, by a supplementary certification as described in this paragraph.

BE IT FURTHER RESOLVED, that the President and Secretary of this Association are hereby authorized and directed to cause a duly executed copy of this resolution to be filed for record with the office of the Johnson County recorder.

The undersigned certify that the foregoing Resolution was duly approved by a vote of the members of the Johnson County Bar Association at a regular meeting of the Johnson County Bar Association on February 17, 1988, and that the undersigned held the official positions indicated below on that date.

JOHNSON COUNTY BAR ASSOCIATION

s/ Thomas H. McMurray, President

s/ Janice M. Becker, Secretary

Acknowledged June 17, 1988.

COPY

WILLOW CREEK SUBDIVISION OWNER'S ASSOCIATION
BYLAWS

THE WILLOW CREEK SUBDIVISION OWNER'S ASSOCIATION is the non-profit corporation organized under the Articles of Incorporation for the purposes as stated therein.

ARTICLE I
OFFICE

The principal office of the Association shall be in the State of Iowa. The Association shall designate a registered office in accordance with Iowa law and shall maintain it continuously. The initial registered agent and registered office for the Association shall be Michael E. Hodge, 711 S. Gilbert Street, Iowa City, Iowa 52240. The Association may have offices at such other places, within and without the State of Iowa, as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

SECTION I - Membership Class. There shall be one class of membership in the Association. All such Members shall be voting Members, who shall have all the rights and privileges of Members of the Association.

Each owner of a unit within Willow Creek Subdivision, Johnson County, Iowa, whether presently owned or hereafter acquired, and the heirs, successors, assigns, devisees or grantees to any such unit, shall be a Member of the Association.

No membership in this Association can be cancelled nor can voting rights of any Members be suspended unless such Member or Members fails to pay the assessment levied by the Association against the unit. An eligible voter is one who has paid all of the assessments due the Association. If a unit is co-owned, payment of the total assessments due for the unit must be made to qualify a co-owner for voting.

SECTION II - Transfer of Membership. The rights of each owner shall be appurtenant to his or her ownership of a unit, may not be separated from said ownership, and shall automatically pass to the heirs, successors, and assigns (including mortgages) of an owner upon the recordation of the change in ownership of the unit in the public records of Johnson County, Iowa, and in the records of the Association. Ownership herein shall automatically vest in subsequent titleholders through sale, gift, assignment, or otherwise.

SECTION III - Annual Meetings. The purpose of the annual meetings of Members is to elect directors and to address such other matters as may properly come before the Members. The annual meeting of the Members of the Association shall be held at the times and places designated by the Board of Directors or the President of the Association. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of the Members. However, failure to hold an annual meeting timely shall in no way effect the terms of Officers or Directors of the Association or the validity of actions of the Association.

SECTION IV - Special Meeting. Special meetings of the Members may be called by the President, or by a majority of the Board of Directors then in office, or by one-fourth (1/4) or more of the outstanding membership votes of the Association. The purpose of each special meeting shall be stated in the notice of said special meeting and may only include purposes which are lawful and proper for the Members to consider.

SECTION V - Place of Meeting. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any meeting of Members. If no designation is made, then the place of the meeting shall be the principal office of the Association in the State of Iowa.

SECTION VI - Notice of Meeting. Written or printed notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) days, nor more than sixty (60) days, before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association with postage thereon prepaid.

SECTION VII - Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION VIII - Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing sets forth the action so taken is signed by a majority of the Members of the Association. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

SECTION IX - Voting Record. If the Association has six (6) or more voting Members of record, the officers having charge of the membership records of the Association shall make, at least three (3) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Association or at the principal place of business of the Association and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirement of this section have not been substantially complied with, then upon demand of any Member, in person or in proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION X - Member Quorum and Voting. A majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

SECTION XI - Votes. Each Member shall be entitled to one (1) vote on each matter submitted to the Members; provided however, that there shall be only one (1) vote per unit. If two or more people are co-owners of a unit, then each shall be a Member of the Association as provided in Section I. However, each shall have a fractional vote, the numerator of which is one (1) and the denominator of which is the number of co-owners of the said unit. Each Member in good standing and who pays the assessments hereafter set forth shall be entitled to one vote, (or fractional vote if co-owned) and any regular or special meeting.

SECTION XII - Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person to act for him or her by

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proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly-authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE III
BOARD OF DIRECTORS

SECTION I - General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Iowa Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors.

SECTION II - Number, Qualification, Election and Tenure. The number of directors shall be the number of Directors elected from the membership of the Association. The number of directors elected shall be not less than two (2) and not more than six (6) members. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. Directors shall be elected by the members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

SECTION III - Annual Meetings. The Board of Directors shall hold its annual meeting at the same place and immediately following each annual meeting of the Members for the transaction of such business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Directors, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all the Directors.

SECTION IV - Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

SECTION V - Special Meetings. Special meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a resalable time and place for holding them.

SECTION VI - Telephone Meetings. Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which the persons participating can hear each other at the same time, and participation by such means shall constitute presence in persons at such meetings.

SECTION VII - Actions Without Meetings. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken, signed by all the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same affect as the unanimous vote.

SECTION VIII - Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by personal delivery to each Director at his address. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail with postage prepaid.

Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a Waiver of Notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION XI - Quorum and Voting. A majority of Directors present shall constitute a quorum for the transaction of business. The vote of a majority of Directors at a meeting in which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum of Directors is present, then a majority of those Directors present may adjourn to the meeting from time to time without notice until a quorum is present.

SECTION X - Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors, even though it is less than a quorum of the Board of Directors. Should such a vacancy occur, the remaining Board members may select a replacement from the eligible Members. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members.

SECTION XI - Removal. At any meeting of the Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause by a majority vote of the voting Members. New Directors may be elected by the Members for unexpired terms of Directors removed from office at the same meetings at which such removals were voted. If the Members fail to elect persons to fill the unexpired terms of a removed Director, then the vacancy shall be filled according to Section X.

SECTION XII - Presumption of Assent. A Director of the Association who is present at the meeting of the Board of Directors at which an action of any corporate matter is taken shall be presumed to have been assented to the action unless he votes against such action or abstains from voting because of an asserted conflict of interest.

SECTION XIII - Initial Board. The initial Board of Directors shall have two (2) members and their respective names and addresses are as follows:

Michael E. Hodge
711 S. Gilbert St.
Iowa City, Iowa 52240

David V. Hodge
711 S. Gilbert St.
Iowa City, Iowa 52240

The number of Directors on successive Board of Directors shall be determined at each annual meeting as outlined in Article III, Section II.

ARTICLE IV OFFICERS

SECTION I - Officer. The Officers of this Association shall number four (4) and be President, Vice-president, Secretary, and Treasurer. Said Officers shall be elected by the membership and chosen from the Board of Directors.

SECTION II - Election and Term of Office. The Officers of the Association shall be elected annually by the Membership at its meeting after electing the Board of Directors. Such Officers shall be chosen from the elected Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or been removed in the manner herein provided.

SECTION III - Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the members whenever, in their judgment, the best interest of the Association would be served thereby. Removal shall be without prejudice to any contract right of the person so removed, but election of an Officer shall not itself create contract rights.

SECTION IV - Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired term of such office.

SECTION V - Duties. The President of the Association shall preside at all meetings of the Board of Directors and of all meetings of the Members. The President shall be the chief executive officer of the Association. Subject to the foregoing, the Officers of the Association shall have powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

SECTION VI - Delegation of Duties. In the absence or disability of any Officer of the Association or for any reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

ARTICLE V RECORDS AND REPORTS

SECTION I - Report to Members. The Association shall send an annual report to the Members of the Association not later than four (4) months after the close of each fiscal year of the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statement shall be prepared from, and in accordance with, the books of the Association.

SECTION II - Inspection of Corporate Records. Any person who is a Member in good standing of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records from accounts, minutes, and records of Members of the Association. Upon written notice of any Member, the Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Association in Iowa City, Iowa, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Member, in person or by agent.

ARTICLE VIII NONPROFIT CORPORATION

The Association will not have nor issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members, Directors or Officers without full consideration. The Association may contract in due course with its Members, Directors, and Officers without violating this provision.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association shall be the period selected by the Board of Directors as the taxable year of the Association for federal income tax purposes.

ARTICLE X SEAL

The corporation shall not have a corporate seal.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify each Officer and Director, including former Officers and Directors to the full extent permitted by the Iowa General Corporation Act and the Iowa Not-for-Profit Corporation Act.

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**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw which has been altered, amended, repealed or adopted by such vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the Members. A copy of each amendment to these Bylaws, certified by the secretary of the corporation, shall be filed for record in the public records of Johnson County, Iowa. Furthermore, if the Articles of Incorporation of the Association are amended, a copy of amendment certified by the Secretary of the State of Iowa shall be filed for record in the public records of Johnson County, Iowa.

Willow Creek Subdivision Owner's
Association,

(49) to

The Public.

- * Articles of Incorporation dated March 1, 1993.
 - * Recorded April 14, 1993, Book 1525, Page 154.
- Recites:

We, the undersigned, being of legal age and citizens of the State of Iowa in order to form a corporation, not for pecuniary profit and for the purposes herein expressed, do hereby associate ourselves into a body corporate under and in accordance with Chapter 504A of the 1991 Code of Iowa, and we do hereby assume all of the powers and privileges granted to corporate bodies under such imposed by said chapter and title, and for the said purposes hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME AND LOCATION

The name of the corporation shall be Willow Creek Subdivision Owner's Association, and it's principal place of business shall be Johnson County, Iowa.

ARTICLE II.

DURATION

The corporation's existence shall commence on the date designated by the Secretary of the State of Iowa on the Certificate of Incorporation issued by her and shall continue perpetually unless the corporation be sooner dissolved by a 3/4 vote of the eligible voting membership.

ARTICLE III.

PURPOSES

The objects and purposes of the corporation shall be:

A. To maintain the City sidewalks as follows:

1. That sidewalk lying immediately west of Lots 1 through 7 within the Mormon Trek Boulevard right-of-way;
2. That sidewalk lying immediately north of Lots 1 and 20 within the Benton Street right-of-way; and
3. That sidewalk running from the easterly end of Willow Creek Court between Lots 13 and 14 to the Willow Creek Park. Maintenance shall include snow removal and any all necessary sidewalk repairs.

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4. Those sidewalks located along Jema Court within Willow Creek Subdivision, excluding any sidewalks leading to individual units.
 - B. To mow, maintain, beautify, and repair the property in the center of the cul-de-sac of Willow Creek Court, property immediately adjacent to the sidewalks described in Subparagraph A above, and all of the subdivision property included within the storm water management facility easement area.
 - C. To maintain liability insurance in regard to the obligations of the Willow Creek Subdivision Owner's Association.
 - D. To exercise all other powers necessary or incidental to carrying out the above purposes and to exercise all other powers permitted by law but not for pecuniary profit, including but not limited to, the making of contracts and borrowing money to further any of the above purposes and to possess and enjoy any and all rights and powers which now or at any time hereafter may be granted to corporations of this character.

ARTICLE IV.

MEMBERSHIP AND VOTING RIGHTS

Each owner of a condominium unit or subdivision lot within Willow Creek Subdivision, whether presently owned or hereafter acquired, and the heirs, successors, assigns, devisees or grantees to any such condominium unit, whether improved or unimproved, located within Willow Creek Subdivision, Iowa City, Iowa, shall be a member of the owner's association created in these articles.

Each condominium unit or subdivision lot shall have one vote. If two or more people are co-owners of a condominium unit or subdivision lot then each shall be a member of the Association and entered upon membership list as such. However, each shall have a fractional vote, the numerator of which is one and the denominator of which is the number of co-owners of the said condominium unit. Each member in good standing and who pays the assessments hereafter set forth shall be entitled to one vote (or fractional vote if co-owned) at any regular or special meeting. A majority vote shall govern all matters unless a different voting requirement is called for by Articles, By-laws, or Rules of the Corporation.

No membership in this Association can be cancelled nor can voting rights of any members be suspended unless such member or members fail to pay the assessment levied by the Association against a condominium unit. An eligible voter is one who has paid all of the assessments due the Association. If a condominium unit is co-owned, payment of the total assessments due for the condominium unit must be made in order to qualify a co-owner for voting.

Membership herein shall automatically vest in subsequent titleholders through sale, gift, assignment, or otherwise.

There shall be but one class of members in this corporation and there shall be no corporate stock.

Until such time that all lots within the subdivision have been developed into condominium units, undeveloped lots shall be treated as a single condominium unit.

ARTICLE V.

ASSESSMENTS

Assessments shall be computed on a per unit basis and shall be determined by taking the actual or projected expenses and dividing the figure by the number of units within the Association subject to any modification set forth in these Articles. Payment for assessments shall be to the Treasurer of the Association. The Association is authorized to build reasonable reserves. The Homeowner's Association may file mechanic's liens against member properties for unpaid assessments.

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ARTICLE VI.

BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors consisting of not less than two and not more than six members elected annually by the eligible voters of the Association at an annual meeting or special meeting called for that purpose.

All Directors shall be chosen from eligible voting members of the Association. Should a vacancy occur in any directorship or office for any reason, the remaining Board members may select a replacement from eligible voting members. All Directors shall serve until the next election of the Board of Directors.

No contract or other transaction between the Corporation and any other corporation or proprietorship and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of this corporation are pecuniarily or otherwise interested in or are Officers or Directors of such other corporation or proprietorship.

The initial Board of Directors shall have two members and their respective names and addresses are as follows:

Michael E. Hodge
711 S. Gilbert Street
Iowa City, IA 52240

David V. Hodge
711 S. Gilbert Street
Iowa City, IA 52240

The number of Directors on successive Board of Directors shall be determined at each annual meeting.

ARTICLE VII.

OFFICERS

The Officers of the Corporation shall number four and shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected by the membership and chosen from the Board of Directors.

ARTICLE VIII.

MEETINGS AND BY-LAWS

The Corporation shall have an annual meeting and shall adopt By-laws at its first meeting.

ARTICLE IX.

LIABILITY FOR DEBTS

The private property of the membership of this Corporation shall be exempt from any and all debts and obligations of the Corporation. This Article cannot be changed except with and by the written unanimous consent of all members of the Corporation.

ARTICLE X.

EXECUTION OF INSTRUMENTS

All deeds, mortgages, contract, conveyances or other instruments creating or conveying any interest in real estate shall be signed by the President or Vice-President and countersigned by the Secretary or Treasurer. Statements concerning the status of assessments may be signed by any Officer of the Corporation.

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ARTICLE XI.

SEAL

The corporation shall not have a corporate seal.

ARTICLE XII.

AMENDMENTS

Amendments to these Articles will require a 60% vote of the eligible voting members.

ARTICLE XIII.

REGISTERED AGENT AND OFFICE

The initial registered agent and registered office for the Corporation shall be Michael E. Hodge, 711 S. Gilbert Street, Iowa City, IA 52240.

ARTICLE XIV.

INCORPORATORS

The names and addresses of the incorporators are:

Michael E. Hodge
711 S. Gilbert Street
Iowa City, IA 52240

David V. Hodge
711 S. Gilbert Street
Iowa City, IA 52240

Filed in the Office of the Secretary of State of Iowa on March 24, 1993.