FROM : NEELY & MARTINEK FAX NO. : 3193542868

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JOHNSON COUNTY RECORDER
IOWA CITY, IOWA

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ARTICLES OF INCORPORATION FOR CREEKSIDE HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the corporation is Creekside Homeowners Association incorporated under Chapter 504A of the 2001 Code of Iowa.

ARTICLE II

The purposes for which the corporation is organized include:

A. To acquire, hold, use, manage, control, repair and maintain certain drainage systems, open spaces, located within and around Outlot B, Creekside Subdivision, as recorded in the office of the Johnson County Recorder in Plat Book 41, Page 88 of said office and also open spaces in Outlot B and C as recorded on June 28, 2002 in Book 44, Page 201, office of the Johnson County Recorder and Outlot C as set forth in Creekside Subdivision – Part Four, which plat was recorded June 28, 2002 in Book 44, Page 202, office of the Johnson County Recorder.

B. To maintain and enforce conformity to the Restrictive Covenants for Creekside Subdivision – Part Three, Four and Five, Resubdivision of a portion of Creekside Subdivision – Part Two, except Lot 48, North Liberty, Iowa.

C. To maintain and enforce conformity to a Common Maintenance Covenants for Zero Lot Line Structures for Creekside Subdivisions – Parts Three, Four and Five, North Liberty, Iowa, was were recorded July 29, 2002 in Book 3345, Page 475, office of the Johnson County Recorder.

D. The corporation is also organized for any and all other lawful purposes and objects not for pecuniary profit within the purview of Chapter 504A of the 2001 Code of Iowa, it being understood, however, that both the general and specific purposes and objects of the corporation shall be exclusively not for pecuniary profit or gain and that its income and assets shall be exclusively devoted to such uses and that no part thereof shall inure to the benefit of any

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FROM : NEELY & MARTINEK FAX NO. : 3193542868 Feb. 03 2003 09:23AM P4

person, providing the forgoing shall not prevent the corporation from paying legitimate compensation on arm's length basis for value received.

ARTICLE III

In addition to those powers set forth in Chapter 504A, the corporation shall have the power, to the extent and as specified in its Bylaws, to make assessments against the lots in Creekside Subdivision – Part Three, Four and Five to Johnson County, Iowa to raise funds required for the conduct of its affairs which shall constitute liens in favor of the corporation until paid, which liens may be foreclosed as mortgage or other lien to the extent permitted by law.

A. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments, pursuant to the terms of the Restrictive Covenants;

B. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed, if any, against the property of the corporation.

ARTICLE IV

The business and affairs of the corporation shall be managed by a Board of Directors in the number specified by the Bylaws of the corporation. The corporation shall have no members.

ARTICLE V

The number of directors constituting the initial Board of Directors and the names and addresses of those persons who shall serve until their successors are elected and qualified are as follows:

Dean G. Oakes
P.O. Box 1456
Iowa City, IA 52244

Michael E. Hodge
711 South Gilbert Street
Iowa City Iowa 52240

ARTICLE VI

The name and address of the initial registered agent and the initial registered office for the corporation shall be Michael E. Hodge, 711 South Gilbert Street, Iowa City, Iowa 52240.

ARTICLE VII

The name and address of the incorporator is H & O, L.C., attention: Dean G. Oakes, Manager, P.O. Box 1456, Iowa City, Iowa 52244 and Michael E. Hodge, Manager, 711 South Gilbert Street, Iowa City Iowa 52240.

ARTICLE VIII

Except as otherwise specifically provided, these Articles of Incorporation may be amended at any annual or special meeting of the members of the Board of Directors on the affirmative vote of at least two-thirds of the votes of the Board Members then eligible to vote.

DATED this 28TH day of January, 2003.

INCORPORATOR

H & O L.C.

BY: DEAN G. OAKES, MANAGER

BY: MICHAEL E. HODGE, MANAGER

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STATE OF IOWA, COUNTY OF JOHNSON, ss:

On this 28TH OF JANUARY, 2003, before me, a Notary Public in and for the said State, personally appeared Michael E. Hodge and Dean G. Oakes, to me personally known, who being by me duly sworn did say that they are managers of said limited liability company, that no seal is procured by said limited liability company and that said instrument was signed on behalf of the said limited liability company by authority of its managers and the said Michael E. Hodge and Dean G. Oakes acknowledged the execution of said instrument to be the voluntary act and deed of said limited liability company by it voluntarily executed.

Judith K. Hansen
Notary Public in and for said State

JUDITH K. HANSEN
Commission Number 147356
My Commission Expires
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BYLAWS OF

CREEKSIDE HOMEOWNERS ASSOCIATION

Article I. Offices

Section 1. The principal office of the Corporation in the State of Iowa shall be located in the County of Johnson. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Article II. Definitions

Section 1. All terms used herein shall have the meaning given thereto in the Declaration unless expressly stated to the contrary herein.

Section 2. "Association" shall mean the Creekside Homeowners Association.

Section 3. "Articles of Incorporation" shall mean the Articles of Incorporation of the Association, as amended from time to time.

Section 4. "Bylaws" shall mean the Bylaws of the Association, as amended from time to time.

Section 5. "Director" shall mean a member of the Association's Board of Directors.

Section 6 "First Board of Directors" or "First Board" shall mean the Board of Directors elected by the members and shall not mean the "Initial Board of Directors."

Section 7. "Initial Board of Directors" or "Initial Board" shall mean the Board of Directors appointed in the Articles consisting of Dean G. Oakes and Michael E. Hodge.

Section 8. "Member" shall mean those persons entitled to membership in the Association as owners of land units in Creekside Subdivision – Part Three, Part Four and Part Five.

Section 9. "Property" shall mean any lot in Creekside Subdivision – Part Three, Part Four and Part Five.

Section 10. "Owner" shall mean any person, firm, corporation, or other entity which owns property in Creekside Homeowners Association.

References to "he" or "him" shall include the feminine gender as well as the masculine.

Article III. Members, Meetings and Voting Rights

Section 1. Composition and Powers. Every owner shall be a member of the Association and shall continue to be a member for so long as he owns property. Membership shall be appurtenant to, and may not be separated from the ownership of property.

Except as otherwise provided in these bylaws, all action to be taken or authorized by the members shall be deemed validly taken or authorized upon adoption by vote of a majority of the members present, in person or by proxy, at any properly called meeting at which a quorum is present, in person or by proxy.

Section 2. Annual Meetings.

a. The first annual meeting of the members shall be held when called, upon ten (10) days prior written notice to the members, by the "Initial Board of Directors: of the Association.

b. Thereafter, the annual meeting of the members shall be held on the third Monday in the month of March of each year at 7:00 P.M. If the day for the annual meeting will be held at the same hour on the first day following which is not a legal holiday.

c. At the annual meeting, members shall elect directors, approve and adopt an annual budget, confirm appointment of committees and transact such other business as may otherwise be scheduled or which may properly be brought before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of a majority of the owners.

Section 4. Notice of Meetings.

Written Notice. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or a person authorized to call the meeting, by mailing a copy of such notice, postage pre-paid at least ten (10) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied in writing by such member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum and Adjournment. The presence at any meeting, in person or by proxy, of 60% of those members entitled to cast a vote in the Association shall constitute a quorum for any action, unless this item is amended. Any meeting of the Association, whether annual or special, may be adjourned from time to time, as long as those present have notice of any new

meeting. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting as originally called.

Section 6. Proxies. Proxy voting will not be allowed.

Section 7. Voting. Each member shall have a vote in the Association on the basis of one vote for each property owned by such member. Any vote may be taken by voice or by show of hands.

Article IV. Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The affairs of the Association shall be managed by a Board of three directors which shall be appointed by the initial Board. Thereafter, the directors shall be elected by and from the membership at its annual meeting and shall act as such until their successors are duly elected and qualified.

Section 3. Compensation. By resolution of the Board of Directors, a director may be paid for his or her actual expenses in the performance of his or her duties. However, no director shall receive compensation for attending meetings of the Board of Directors. However, nothing shall preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 4. Quorum. At meetings of the Board of Directors two directors shall constitute a quorum. If a quorum is not present, at the meeting of the Board of Directors, the director present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until the quorum is present.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6. Nominations. Nominations for election to the Board of Directors may be made from the floor of the annual meeting.

Section 7. Elections. Election to the Board of Directors shall occur at a regular or special meeting of the Association.

Section 8. Meetings. Meetings of the Board of Directors shall be held when called by the President or at written request of the other members of the board after not less than three days

written notice to such director, which notice may be waived by attendance at the meeting or by written waiver.

Section 9. Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association.

Section 10. Power and Duties. The Board of Directors, for the benefit of the members, shall have the following powers and duties:

a. To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved by the membership by other provisions of these Bylaws or Articles of Incorporation.

b. To take all such lawful action as the Board of Directors may determine to be necessary, advisable or convenient to effectuate the purposes and provisions of the Articles of Incorporation, and Bylaws.

c. To purchase and maintain as a common expense adequate general liability insurance and to purchase and maintain officers' and directors' liability insurance.

d. To perform any and all duties imposed on or powers allowed to the Board of Directors by applicable law.

Article V. Officers and their Duties.

Section 1. Number. The officers of the Association shall be a president, and a secretary and treasurer (each of whom shall be elected by the Board of Directors). Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board.

Section 2. Election and Duration of Office. The officers of this Association to be elected by the Board of Directors shall be elected annually by the Board at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter. 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 shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Secretary. The Secretary shall:

a. Keep the minutes of the Board of Directors meetings in a book provided for the purpose;

b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

c. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer. If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Article VI. Budget and Assessment.

It shall be the duty of the Board during the last quarter of each calendar year, and at least thirty (30) days prior to the Associations annual meeting, to prepare a budget covering the estimated cost of operating the Association during the coming year including an adequate reserve fund. Such budget shall include a reasonable allowance for contingencies and reserves for maintenance and repairs.

The Board shall cause the budget and the assessments to be levied against each property for the following year which shall be delivered to each member at least fifteen (15) days prior to the meeting. The budget and the assessments shall become effective unless disapproved at the annual meeting by a vote of the majority of the total Association membership. Notwithstanding the foregoing, however, in the event the membership disapproves the proposed budget or the Board fails for any reason to so determine the budget for the succeeding year then and until such time as a budget shall have been determined as provided herein, the budget in effect for the then current year shall continue for the succeeding year.

Article VII. Contracts, Loans, Checks and Deposits.

Section 1. Contracts. The Board of Directors may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, or other depositories as the Board of Directors may select.

Article VIII. Miscellaneous

Section 1. Covenants to Obey Law, Rules and Regulations. Each member shall abide by the Bylaws and rules and regulations as the same are or may from time to time be established by the Board of Directors. Each member shall observe, comply with, and perform all rules, regulations, ordinances, and laws made by any governmental authority of any municipal, state and federal government having jurisdiction over the property or any part thereof.

Section 2. Amendment. These Bylaws may be amended at a regular or special meeting of the Board of Directors by a vote of 60% of the members.

Section 3. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

Article IX. Seal

This Association shall have no seal.

CREEKSIDE HOMEOWNERS ASSOCIATION

H & O L.C.

By _____

DEAN G. OAKES, MANAGER

By _____
Michael E. Hodge, Manager

STATE OF IOWA, COUNTY OF JOHNSON, ss:

On this 28TH of JANUARY, 2003, before me, a Notary Public in and for the said State, personally appeared Michael E. Hodge and Dean G. Oakes, to me personally known, who being by me duly sworn did say that they are managers of said limited liability company, that no seal is procured by said limited liability company and that said instrument was signed on behalf of the said limited liability company by authority of its managers and the said Michael E. Hodge and Dean G. Oakes acknowledged the execution of said instrument to be the voluntary act and deed of said limited liability company by it voluntarily executed.

_____
Notary Public in and for said State

JUDITH K. HANSEN
Commission Number 147358
My Commission Expires
7-7-03

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