

ARTICLES OF INCORPORATION

OF

LANDING AT SHADOW CREEK STORM WATER MAINTENANCE ASSOCIATION

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as Incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2015), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is Landing at Shadow Creek Storm Water Maintenance Association.

ARTICLE II. CORPORATE EXISTENCE

The corporate existence of this Corporation shall begin on the date these Articles of Incorporation are filed with the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

ARTICLE III. PURPOSES AND POWERS

The primary purpose of the Corporation is to operate an association to maintain and provide storm water management facilities and services benefiting the owners of certain real estate located in the City of Waukee, Dallas County, Iowa, and locally known as The Landing at Shadow Creek. As a means of accomplishing the foregoing purposes, the Corporation shall have all of the general powers set forth in Chapter 504 of the Code of Iowa (2015), and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the Corporation as set forth in this Article.

ARTICLE IV. NO PRIVATE INURNMENT

No part of the net earnings shall inure to the benefit of any Director or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE V. DISSOLUTION PROVISIONS

Upon the dissolution of the Corporation, and after paying or making provisions for payment

of all of the liabilities of the Corporation, assets shall be distributed to a public body or to those nonprofit associations or organizations with similar purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located to such associations or organizations, as said Court shall determine, which are organized and operated exclusively for similar purposes.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office in the State of Iowa is Hogan Law Office, 3101 Ingersoll Avenue, Suite 103, Des Moines, Iowa 50312 and the name of its initial registered agent at such address is Timothy C. Hogan.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be changed by the Board of Directors upon the adoption of Bylaws for the Corporation and by any subsequent amendment to the Bylaws adopted by the Board of Directors. The name of the person who is to serve as the initial Director is: William B. Spencer

ARTICLE VIII. MEMBERS

The Corporation shall have Members. The designation of membership classes, the manner of election and the qualifications and rights of the Members of each class shall be as set forth in the Bylaws of the Corporation.

ARTICLE IX. EXEMPTION OF PRIVATE PROPERTY

Consistent with Section 504.901 of the Code of Iowa (2015), the private property of directors, officers, employees, or members of a corporation shall be exempt from all debts, obligations, or liabilities of the Corporation of any kind whatsoever and directors, officers, members and other volunteers of this Corporation shall not be personally liable in that capacity to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for (i) the amount of any financial benefit to which the person is not entitled; (ii) an intentional infliction of harm on the Corporation or the Members; (iii) violation of Section 504.834 of the Code of Iowa (2015); or (iv) the intentional violation of criminal law. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the Corporation's directors, officers, employees, members and volunteers, then the liability of the Corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

ARTICLE X. INCORPORATOR

The name and address of the Incorporator is Courtney I. Schultz, Hogan Law Office, 3101 Ingersoll Avenue, Suite 103, Des Moines, Iowa 50312.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended at anytime and from time to time as provided by the Code of Iowa, but no amendment shall be adopted which deprives the Corporation of tax exempt status under the Internal Revenue Code of 1986, as amended.

Dated May 15, 2015.



COURTNEY I. SCHULTZ, Incorporator