

ARTICLES OF INCORPORATION
OF
HERMITAGE HILLS HOMEOWNERS ASSOCIATION

We, the undersigned, as the INCORPORATORS, being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under "The General Not For Profit Corporation Law" of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: **HERMITAGE HILLS HOMEOWNERS ASSOCIATION**, and it is a mutual benefit corporation.

ARTICLE II

The period of duration of the Corporation is perpetual, and it does have members.

ARTICLE III

The name and address of its initial registered office in the State of Missouri is John Linsenbardt, 782 Buckboard Lane, Fenton, MO 63026

ARTICLE IV

The names and addresses of each incorporator are:

John Linsenbardt	782 Buckboard Lane Fenton, MO 63026
Donny Amos	738 Pine Haven Fenton, MO 63026
Lynn Daugherty	1977 Westbourne Way Fenton, MO 63026
Aline Rogers	1916 Westbourne Way Fenton, MO 63026

ARTICLE V

The first Board of Managers shall be Four in number, being the Four persons stated in ARTICLE IV above.

ARTICLE VI

The purposes for which the corporation is organized is to provide control, administration, construction, maintenance and preservation of the Hermitage Hills Subdivision located in Jefferson County Missouri and subject to certain Declarations and By-Laws recorded in the Jefferson County Recorder of Deeds; to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declarations and By-Laws.

The corporation shall have and exercise all the powers conferred by the laws of Missouri upon corporations formed under "The General Not For Profit Corporation Law" of the State of Missouri, and to do any and all things to the same extent as natural persons might or could do, provided all such acts are performed within the guidelines of the not-for-profit laws of the State of Missouri and any applicable federal laws affecting non-profit organizations.

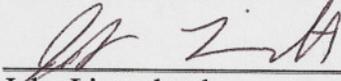
ARTICLE VII

The Association shall be a membership corporation without certificates or shares of stock. The members of the Association shall be those persons who are the owners of Units (as defined in the Declarations and By-Laws) in the Subdivision Complex, said membership being appurtenant to and in conjunction with the ownership of such Unit, and any conveyance or change of ownership of a Unit shall carry with it membership in the Association. No member shall have a right to convey their membership in the Association except as incident to the Ownership of a Unit. The members shall have no right to vote except as specifically set forth in the Declarations and By-Laws.

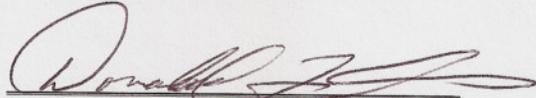
ARTICLE VIII

Upon dissolution of the Corporation, the Board of Managers shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, or the corresponding provision of any subsequent federal tax laws, as the Board of Managers shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, or as otherwise provided for by the then applicable laws of Missouri, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

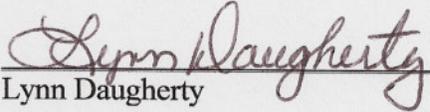
IN WITNESS WHEREOF, we, the Incorporators and existing Board of Managers, have set our hands this 7th day of February, 2011.



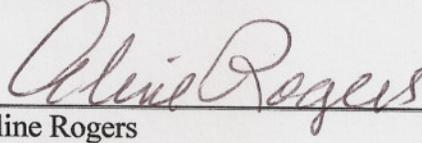
John Linsenbardt



Donny Amos



Lynn Daugherty



Aline Rogers