

**ARTICLES OF INCORPORATION
OF
THE VILLAS OF ASBURY HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, who is of lawful age, in compliance with the requirements of K.S.A. 17-6001 and for the purpose of forming a not-for-profit corporation, does hereby certify:

ARTICLE I

CORPORATE NAME

The name of this corporation is "The Villas of Asbury Homeowners Association, Inc." (hereinafter referred to as the "Association").

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the Association is located at 10111 West 87th Street, Overland Park, Johnson County, Kansas, 66212. The name of its resident agent at such address is Mark W. McKinzie.

ARTICLE III

INCORPORATOR

The name and address of the incorporator is Mark W. McKinzie, 10111 West 87th Street, Overland Park, Johnson County, Kansas 66212.

ARTICLE IV

PURPOSE

The corporation is organized to act as a not-for-profit entity, and the nature of its business is:

A. To be and constitute the Association to which reference is made in the Declaration of Covenants, Restrictions, Assessments and Easements of The Villas of Asbury, a subdivision in the City of Olathe, Johnson County, Kansas, as recorded in the office of the Register of Deeds, Johnson County, Kansas (hereinafter referred to as the "Declaration").

B. To perform all obligations and duties of the Association, to exercise all rights and powers of the Association as specified herein, in the Bylaws, and as provided by law.

C. To provide an entity for the furtherance of the interests of the owners of improved lots at The Villas of Asbury development, comprised of the following described lots, to-wit:

Lots 1 through 44, inclusive, and Tracts A, B, C, D, F, G and H, THE VILLAS OF ASBURY, a subdivision of land in the City of Olathe, Johnson County, Kansas, according to the recorded plat thereof,

and for the property owners and any other area or areas which may be brought within the jurisdiction of the Association as provided in the Declaration.

ARTICLE V

POWERS

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

A. All of the powers conferred upon non-profit corporations by common law and the statutes of the state of Kansas in effect from time to time;

B. All of the powers necessary or desirable to perform the obligations and duties in the exercise of the rights and powers set out in these Articles, the Bylaws, or the Declaration (as may be amended from time to time), including, without limitation, the following:

1. To fix, levy, collect and enforce, by any lawful means, payment of all charges and assessments made pursuant to the terms of the Declaration or Bylaws of the Association;

2. To pay all expenses in connection therewith and all other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges;

3. To manage, control, operate, maintain, repair, and improve properties subjected to the Declaration or any other property for which the corporation by rule, regulation, declaration, or contract has the right or duty to provide such services;

4. To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

5. To engage in activities which will actively foster, promote, and advance the common interest of all owners;

6. To buy or otherwise acquire, sell, or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

7. To borrow money for any purposes as may be limited to the Bylaws or Declaration;

8. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose

of the Association, with or in association with any other association, corporation, and other entity or agency, public or private;

9. To act as agent, trustee or other representative of other corporations, firms, or individuals, as such, to advance the business or ownership interest of such corporations, firms, or individuals;

10. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the corporation; provided, however, such Bylaws may not be inconsistent or contrary to any provisions of the Declaration;

11. To provide any and all supplemental municipal services as may be necessary or proper;

12. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this article are independent powers, not to be restricted by reference or to inference from the terms of any other paragraph or provision of this article.

ARTICLE VI

MEMBERSHIP

Except for the Declarant (as defined in Article VII), membership in the Association shall be limited to persons or entities who are record owners of the fee interest or of an undivided portion of the fee interest in any Unit (as defined in the Declaration) which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Unit.

No member of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE VII

VOTING RIGHTS

“Declarant” means Ewing 3 Development, L.L.C., a Kansas limited liability company, and its successors and assigns.

“Turnover Date” means the earlier of (i) the date as of which 100% of all of the Unites (as then composed or contemplated by the Declarant) have been sold and a Deed thereto delivered by the Declarant, or (ii) the date the Declarant, in its absolute discretion, selects as the Turnover Date for the Declaration.

Until the Turnover Date, the Association shall have two classes of membership, namely Class A and Class B. The Declarant shall be the sole Class A member. Each Unit owner (as defined in the Declaration), including the Declarant as an owner, shall be a Class B member. Until the Turnover Date, all voting rights shall be held by the Class A member, except that the Class B members shall have the sole right to vote on certain matters as set forth in the Declaration.

After the Turnover Date, there shall be only one class of membership which shall consist of the Unit owners and every such owner shall be a member.

Where voting rights exist based on Unit ownership, each member shall have one vote for each Unit in which he holds the interest required for membership; provided, however, when more than one person holds such interest or interests in any Unit, all such persons shall be members, and the one vote for such Unit shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Unit. During any period in which a member is delinquent in the payment of any assessment levied by the Association under the Declaration, the voting rights of such member shall be suspended until such assessment is paid in full.

Where a Unit is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Unit and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a board of directors. The first board of directors shall consist of one (1) person, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until a successor has been duly elected and qualified or until his earlier resignation or removal, all as provided in the Bylaws and the Declaration. Thereafter, the number of directors shall be fixed by the Bylaws, as amended from time to time, and directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

The name and address of the person constituting the first board of directors is:

Joseph W. Campbell
7540 West 160th Street, Suite 110
Overland Park, KS 66085

No officer or director of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE IX

INDEMNIFICATION

The Association may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the Association, to the fullest extent permitted by the laws of the State of Kansas; provided, however, that the only limitation upon the power granted to the Association by this paragraph shall be a prohibition against indemnification of any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Without limiting the generality of the foregoing provisions of this Article IX, to the fullest extent permitted or authorized by the laws of the State of Kansas, including, without limitation, the provisions of subsection (b)(8) of K.S.A. 17-6002 as now in effect and as it may from time to time hereafter be amended, no director of the Association shall be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE X

DISSOLUTION

The Association may be dissolved in the manner provided by the laws of the State of Kansas. Upon dissolution of the Association and after payment of or the making of adequate provision for all debts, liabilities and obligations of the Association, the remaining assets, both real and personal, of the Association shall be dedicated to an appropriate government entity or public agency or to a non-profit corporation, association, society, trust or other organization, determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association.

ARTICLE XI

DURATION

The Association shall have perpetual existence.

ARTICLE XII

BYLAWS

The original Bylaws of the Association shall be adopted by the initial directors named herein. Thereafter, the Bylaws may be amended as provided therein.

ARTICLE XIII

PROHIBITED ACTIVITIES

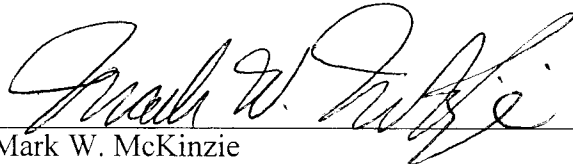
No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, member or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association.

ARTICLE XIV

AMENDMENTS

These Articles may be amended as provided by the laws of the State of Kansas, provided that no amendment shall be in conflict with the Declaration and provided further that no amendment shall be effected to impair or dilute any rights of members that are governed by such Declaration.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Kansas, I, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation this 14th day of June, 2002.

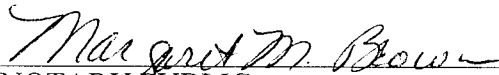


Mark W. McKinzie

STATE OF KANSAS,)
)SS.:
COUNTY OF JOHNSON,)

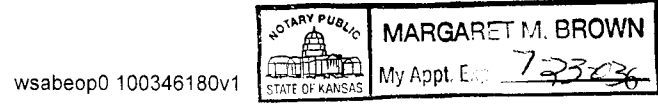
BE IT REMEMBERED that on June 14, 2002, before me, a Notary Public in and for the county and state aforesaid, personally appeared Mark W. McKinzie, who is known by me to be the person who is described in, whose name is subscribed to and who signed and executed the foregoing instrument having first made known to me that he signed and sealed the same on the date it bears as his true free and voluntary act and deed for the uses, purposes and considerations therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC

My Appointment Expires:



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date June 17, 2002
Ron Thornburgh, Secretary of State