

OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT
CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

GLENHURST HOME OWNERS ASSOCIATION, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 27TH
day of NOVEMBER, 2002.

Kay Dudley
Secretary of State
By: *Lamrak Oller*

CERTIFICATE OF INCORPORATION
of
GLENHURST HOME OWNERS ASSOCIATION, INC.
(NOT FOR PROFIT)

FILED

NOV 27 2002

OKLAHOMA SECRETARY
OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned persons, being legally competent to adopt this Certificate of Incorporation pursuant to the provisions of Title 18, Oklahoma Statutes, Section 1001 at seq. (1986) of the State of Oklahoma and the Amendments thereto do hereby execute the following Certificate of Incorporation for the purposes of forming a NON-PROFIT corporation.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be: **Glenhurst Home Owners Association, Inc.** (hereinafter called the "**Association**"). The GLENHURST development is located in the NW/4 of Section 22, Township 13 North, Range 4 West of the Indian Meridian, Oklahoma City, Oklahoma County, Oklahoma.

ARTICLE II
REGISTERED OFFICE AND AGENT

The registered office of the Association shall be located at 6501 Avondale, Oklahoma City, Oklahoma County, Oklahoma 73118. Richard N. Coyle, whose address is also 6501 Avondale, Oklahoma City, Oklahoma County, Oklahoma 73118, is hereby appointed the initial registered agent of this Association.

ARTICLE III
DURATION

The duration of the corporation is perpetual.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not afford pecuniary gain or profit, incidentally or otherwise, to the members thereof, and the specific purposes for which it is formed are:

- i) To maintain the landscaping at the entrances on N. McArthur and N.W. 122nd Street, and also along the wall on N. McArthur and N.W. 122nd Street and along Glenhurst Boulevard; and
- ii) To maintain all Common Areas as shown on the plats of the various sections, both existing and future, of GLENHURST.
- iii) To respond to violations of the Declaration of Covenants, Conditions and Restrictions for any Section of GLENHURST; and
- iv) To consider and address the issue of neighborhood security, e.g. a neighborhood watch program, a Security Patrol to the extent funds might be available, etc.; and
- v) To respond to matters of common interest concerning GLENHURST.

To accomplish the afore-mentioned objectives, the Association shall be authorized to:

- (i) Exercise all the powers and privileges and perform all the duties and obligations of the Association necessary to accomplish the purposes for which the Association was formed; and

- (ii) To fix and collect Association dues and to pay expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and
- (iii) To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Oklahoma, by law, may now or hereafter have or exercise; and

**ARTICLE V
MEMBERSHIP**

Every person who is a record owner of a fee or undivided interest in any single-family residential Lot covered by the Declaration of Covenants, Conditions and Restrictions for any section of GLENHURST shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership for each lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment, by the Association. Ownership of such Lot shall be the sole qualification for membership.

**ARTICLE VI
ANNUAL DUES**

Until January 1st of the year immediately following the conveyance of the first Lot to an Owner, the maximum Annual Dues shall be as follows.

Type of Member	Amount Per Year
Class A	\$240.00
Class B	\$ 0.00

- (i) From and after January 1st the year immediately following the conveyance of the first Lot to an Owner, the maximum Annual Dues may be increased each year not more than ten percent (10%) above the maximum assessment for the previous year without a vote of the Membership.
- (ii) From and after January 1st the year immediately following the conveyance of the first Lot to an Owner, the maximum Annual Dues may be increased above ten percent (10%) by a vote of two-third (2/3) of each class of Members who are voting in person or by proxy, at a meeting duly called for this purpose.

The Board of Directors may fix the Annual Dues at an amount not in excess of the maximum amounts specified above.

**ARTICLE VII
NO CAPITAL STOCK TO BE ISSUED**

The Association shall not have the power to issue any capital stock.

**ARTICLE VIII
MEMBERS AND VOTING RIGHTS**

The owner of each lot, as defined by Article V above, shall be a member of the Association. No member shall be entitled to vote if there are any unpaid HOA dues or assessments owed by the member. The Association shall have two (2) classes of voting membership as follows:

- i) **Class A.** The Class A members shall be those Owners of single Family residential Lots with the exception of the Developer, Coyle-Mashburn Development, L.L.C. Class members, when a class vote is required, shall vote as a class. Each class A member shall be entitled to one vote for each Lot in which he holds the interest required for membership by Article IV. When more than one person holds

interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ii) **Class B.** The Class B member shall be the Developer, Coyle-Mashburn Development, L.L.C.. The Class B Member shall be entitled to Six (6) votes for each Lot which it owns. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- (b) On March 31, 2022.

Notwithstanding the voting rights herein specified, for so long as the Developer, Coyle-Mashburn Development, L.L.C., is developing any section of GLENHURST the Developer shall be deemed to have a significant financial investment in GLENHURST. As a result of the Developer's financial investment, it has a significant commitment to see that GLENHURST retains its reputation as a quality development. For this reason, the Developer shall have the right to override any decision of the Association that the Developer, in its sole discretion, deems imprudent for the interest of GLENHURST and the Association shall be obligated to abide by the Developer's decision. This right shall not be subject to amendment.

ARTICLE IX BOARD OF DIRECTORS

The affairs of this Association shall be managed by its Board of Directors, consisting of not less than three (3) nor more than five (5) Directors. The Directors shall be elected at the annual meeting of the members and each Director shall be elected to serve until his or her successor shall be elected and shall qualify. The names and addresses of the three (3) persons who are to act in the capacity of Directors until the selection of their successors:

<u>Name</u>	<u>Address</u>
Richard N. Coyle	6501 Avondale, Oklahoma City, OK 73118
J. W. Mashburn	8520 S. Penn Oklahoma City, Okla 73159
Carter Foree	6501 Avondale, Oklahoma City, OK 73118

For so long as the Developer has more Class B votes than all the combined Class A votes, the above-named initial directors shall, if they so desire, be entitled to make all decisions for the Association without the necessity for having annual Association meetings.

At the first annual meeting after the voting rights of the members commence, unless the initial Board of Directors exercise their right under the preceding paragraph, the members shall elect no less than three (3) and no more than five (5) Directors. The terms shall be of at least two varying lengths for the purposes of continuity, i.e. some Directors shall have a one year term and others shall have a two year term. The number of directors and the length of the terms shall be decided by the members upon the resignation of the three above-named initial directors.

The Directors may hold their meetings and keep the books of the Association at the principal office of the Association or at such other place or places within or without the State of Oklahoma as they may, from time to time, determine. In addition to the powers and authorities by this Certificate expressly conferred upon them, the Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by Statute or by this Certificate of Incorporation or the By-Laws required to be done by the members.

Any Director, whether elected by members or appointed by the Directors, may be removed from office, with or without cause, at any time, by a majority of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his or her predecessor.

