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OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT
CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation, executed and acknowledged by

CARRIAGE CROSSING HOMEOWNERS' ASSOCIATION

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 hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 22nd
day of AUGUST, 19 91.

John Kemmer
Secretary of State

By: Kyuria Cole

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ARTICLES OF INCORPORATION

OF

CARRIAGE CROSSING HOMEOWNERS' ASSOCIATION

A NON-PROFIT CORPORATION

In compliance with the requirements of the State of Oklahoma, the undersigned, Thomas M. Bingham, Shirley Robinson and Dean Solberg, individuals, all of whom are residents of Tulsa County, and all of whom are of legal age, have this day voluntarily associated themselves together as Incorporators for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE ONE

The name of the Corporation is: CARRIAGE CROSSING HOMEOWNERS' ASSOCIATION, an Oklahoma not for profit corporation, hereinafter called the "Association". This corporation does not have authority to issue capital stock.

ARTICLE TWO

The principal office of the Association is located at 9708 E. 55th Place, Tulsa, Oklahoma 74146. (The principal office of the Association was changed to 4111 South Darlington, Suite 900, Tulsa, Oklahoma 74135 in a notice filed with the Secretary of State in July 2002)

ARTICLE THREE

DARRELL JENKINS, whose address is 9708 E. 55th Place, Tulsa, Oklahoma, is hereby appointed the initial registered service agent of this Association. (The registered service agent was changed to JOHN M. FOLKS, whose address is 4111 South Darlington, Suite 900, Tulsa, Oklahoma, in a notice filed with the Secretary of State in July 2002)

ARTICLE FOUR

This Association does not and shall not afford pecuniary gain, incidental or otherwise, or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots within that certain tract of property described as:

CARRIAGE CROSSING, BLOCKS 1-6, an Addition to the City of Broken Arrow, Tulsa County, State of Oklahoma, according to the recorded Plat, thereof.

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and to promote the health, safety and welfare of the residents within the above described property and any jurisdiction of this Association for the purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Deed of Dedication and Restrictive Covenants of Carriage Crossing Blocks 1-6 Addition, hereinafter called the “Declaration”, applicable to the property and recorded or to be recorded in the Office of the County Clerk of Tulsa County, State of Oklahoma, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or the Bylaws of the Association as to its members; to pay all expenses in connection therewith and all office and other 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;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of three-fourths (3/4ths) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4ths) of the members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provide that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4ths) of the members.
- (g) Have and to 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.

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ARTICLE FIVE
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the protective covenants and restrictions of record and who are due paying members in good standing with the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership or any Lot which is subject to assessment by the Association.

The person described in the above paragraph of Article Five shall become a member of the Association in good standing upon payment of the annual dues as described herein. A suspended member is one who is in default of any annual dues or special assessment made by the Association. A suspended member shall neither exercise any voting rights nor shall use any facilities owned, leased or operated by the Association until such dues have been properly paid. Membership rights of any member may be suspended by action of the board of directors upon failure of such member to pay his annual dues or any special assessment as when the same shall become payable or for non-compliance with the restrictive covenants.

ARTICLE SIX
VOTING RIGHTS

The Association shall have one class of voting membership:

Class A. Member shall all be lot owners in Carriage Crossing Blocks 1-6 Addition; and who are also due paying members in good standing of the Association, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons which meet the additional requirements of membership shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be case with respect to any Lot.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than one (1) nor more than nine (9) Directors, who must be members of the Association in good standing. The number of directors to be elected at the first meeting of the Incorporators is three (3), and may be changed by amendment of the By-Laws of the Association. The name and addresses of the persons who are to be elected at the first meeting of the Incorporators and who will act in the capacity of directors until the selection of their successors are:

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DARRELL JENKINS 9708 E. 55th Place, Tulsa, Oklahoma 74146
BRAD CAMPBELL 9708 E. 55th Place, Tulsa, Oklahoma 74146
ROBERT E. PARKER 2431 E. 61st Street, Tulsa, Oklahoma 74136

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year and three (3) directors for a term of two (2) years. At each annual meeting thereafter, the members shall elect three (3) directors for a term of two (2) years.

ARTICLE EIGHT
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4ths) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE NINE
DURATION

The corporation shall exist perpetually.

ARTICLE TEN
AMENDMENTS

Amendments of the Articles shall require the assent of seventy-five percent (75%) of the entire membership.

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IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Oklahoma, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 19th day of August, 1991.

THOMAS M. BINGHAM
2431 E. 61st Street, Tulsa, OK 74136

SHIRLEY ROBINSON
2431 E. 61st Street, Tulsa, OK 74136

DEAN SOLBERG
2431 E. 61st Street, Tulsa, OK 74136

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public in and for said County and State, on this 19th day of August, 1991, personally appeared THOMAS M. BINGHAM, SHIRLEY ROBINSON and DEAN SOLBERG, to me known to be the identical persons who executed the within and foregoing instrument, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Notary Public

My Commission expires: _____