

RON THORNBURGH
Secretary of State

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

May 13, 2005

STANLEY WOODWORTH
POL SINELLI SHALTON WELTE SUELTHAUS
6201 COLLEGE BOULEVARD
SUITE 500
OVERLAND PARK KS 66211

RE: WILSHIRE FARMS HOMES ASSOCIATION, INC.

ID. # 3784717 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed are your certified articles of incorporation for a Kansas not for profit corporation. Your corporation's business entity identification number is at the top of this page. This business entity identification number should be used in all correspondence with our office.

Every not for profit corporation must file an annual report with the Secretary of State and pay a filing fee. The annual report and fee are due together on the 15th day of the 6th month following the entity's tax year end (for example, June 15, 2005 for entities with a December 31, 2004 tax year end). An annual report is not required if the corporation has not been incorporated for six months prior to its first tax year end. If your corporation operates on a tax year end other than the calendar year, you must notify our office in writing prior to December 31.

The annual report may be filed electronically at www.kssos.org or you may obtain a paper form from the Web site.

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3784717

**ARTICLES OF INCORPORATION
OF
WILSHIRE FARMS HOMES ASSOCIATION, INC.**

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

ARTICLE I

CORPORATE NAME

The name of the corporation (the "Association") is: Wilshire Farms Homes Association, Inc.

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the Association is located in the State of Kansas at 6201 College Boulevard, Suite 500, Overland Park, Johnson County, Kansas 66211. The name of its resident agent at such address is PW&S Agent Services of Kansas, Inc.

ARTICLE III

NO CAPITAL STOCK

The Association shall not have authority to issue capital stock.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose for which the Association is formed is to act as a non-profit homes association (within the meaning of Internal Revenue Code Section 528) for the benefit of the property owners in the subdivision located in Overland Park, Kansas commonly known as "Wilshire Farms" composed of the following described lots, to-wit:

SECRETARY'S OFFICE
2005 MAY 13 AM 11:15

05-13-2005	12:03:00
051	\$20.00
2695	01
3784717	PP



Lots 1 through 112, and Tracts A, B, C, D, E and F, WILSHIRE FARMS, FIRST PLAT, a subdivision in the City of Overland Park, Johnson County, Kansas.

and for the property owners in any other area or areas which may be brought within the jurisdiction of the Association as provided in the Declaration (as defined below) and for this purpose to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation and the Bylaws of the Association, as amended from time to time, and in that certain WILSHIRE FARMS HOMES ASSOCIATION DECLARATION, recorded in Book 200504 at Page 003774 in the Office of the Register of Deeds, Johnson County, Kansas, and that certain WILSHIRE FARMS DECLARATION OF RESTRICTIONS recorded in Book 200504 at Page 003775 in the Office of Register of Deeds, Johnson County, Kansas, as amended and supplemented from time to time (collectively, the "Declaration");

(b) 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; 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, or dispose of real or personal property in connection with the affairs of the Association; and

(d) Have and exercise any and all powers, rights and privileges which a corporation organized not-for-profit under the laws of the State of Kansas may now or hereafter have or exercise; provided, however, that none of the powers, rights or privileges of the Association shall be exercised to carry on activities (otherwise than as an insubstantial part of its activities) which are not in furtherance of the purpose for which the Association is formed.

ARTICLE V

MEMBERSHIP

Except for the Developer (as defined in Article VI), 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 Lot (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 Lot.

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

ARTICLE VI

VOTING RIGHTS

“Developer” means Wilshire Farms, LLC, a Kansas limited liability company, and its successors and assigns.

“Turnover Date” means the earlier of: (i) the date as of which 90% of all of the Lots in the Subdivision (as defined in the Declaration and as then contemplated by the Developer) have been sold by the Developer and the residences have been constructed thereon, or (ii) the date Developer, in its absolute discretion, selects as the Turnover Date for all or any specific portion of the Declaration.

Until the Turnover Date, the Association shall have two classes of membership, namely Class A and Class B. The Developer shall be the sole Class A member. Each Owner (as defined in the Declaration) of a Lot, including the Developer 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 Owners of the Lots in the Subdivision and every such Owner shall be a member.

Where voting rights exist based on Lot ownership, each member shall have one vote for each Lot for which he is the Owner; provided, however, when more than one person is an Owner of any particular Lot, all such persons shall be members, and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to such Lot.

During any period in which a Member is in default 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 has been paid in full.

Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot 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 VII

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 three (3) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until their respective successors have been duly elected and qualified or until their respective 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 names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
Leo E. Ashner	5001 College Boulevard, Suite 210 Leawood, KS 66211
Dotty Ashner	5001 College Boulevard, Suite 210 Leawood, KS 66211
Jeffrey E. Ashner	16615 Riggs Stilwell, 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 VIII

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 VIII, 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 IX

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 X

DURATION

The Association shall have perpetual existence.

ARTICLE XI

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 XII

INCORPORATOR

The name and mailing address of the incorporator are as follows:

Name

Address

Stanley N. Woodworth

c/o 6201 College Boulevard, Suite 500
Overland Park, Kansas 66211

ARTICLE XIII

PROHIBITED ACTIVITIES

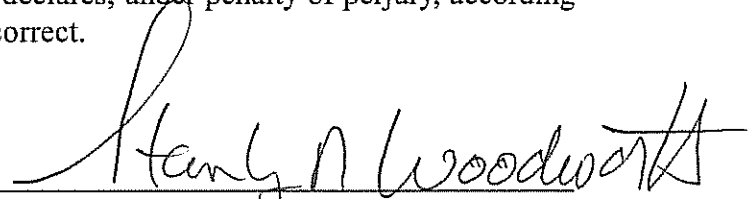
No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any 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

CITY CONSENT TO DISSOLUTION

The Association shall have no right or power to dissolve without the express written consent of the City of Overland Park, Kansas.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 9th day of May, 2005. The undersigned incorporator hereby declares, under penalty of perjury, according to the laws of Kansas, that the foregoing is true and correct.


Stanley N. Woodworth, Incorporator

I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: May 13, 2005
Ron Thornburgh, Secretary of State