

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

To all to whom these Presents shall come, Greeting,

WHEREAS, Petition of Incorporation duly signed and verified of

_____ day
of _____ 19__ and duly presented by the Laws of the
State of Oklahoma

NOW THEREFORE, I, _____ Secretary of State of the State of
Oklahoma by virtue of the powers vested in me by law do hereby cause this Certificate
of Incorporation

IN TESTIMONY WHEREOF, _____ to and well come to be affixed the
Great Seal of the State of Oklahoma

_____ City of Oklahoma Territory this _____

_____ 19__

John Rogers

_____ Secretary of State

418825

ARTICLES OF INCORPORATION
OF
LANSBROOK ASSOCIATION, INC.

SECRETARY OF STATE, STATE OF OKLAHOMA:

The undersigned persons being legally competent to adopt Articles of Incorporation, pursuant to the provisions of the Business Corporation Act of the State of Oklahoma and the amendments thereto, do hereby execute the following Articles of Incorporation for the purposes of forming a non-profit corporation.

ARTICLE I

NAME OF CORPORATION

Section 1. The name of this corporation shall be:
LANSBROOK ASSOCIATION, INC.

ARTICLE II

PURPOSES OF CORPORATION

Section 1. The purposes of this corporation shall be:

(a) To conduct the business and affairs incident to the Common Areas of such of the following described real property in Oklahoma County, State of Oklahoma, which may hereafter be dedicated as a community unit development:

The Northeast Quarter of Section Thirty-three,
Township Thirteen North, Range Four West of
the Indian Meridian, Oklahoma County, Oklahoma,

and to promote the health, safety and welfare of the residents

within the Common Areas of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation, by annexation, as provided in Article XVII hereof.

(b) To 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 Declaration of Covenants, Conditions and Restrictions For Lansbrook, applicable to the property and to be recorded in the office of the County Clerk of Oklahoma County, State of Oklahoma, and any and all subsequent Declarations of Covenants, Conditions and Restrictions covering all or any part of the above described real property and recorded in the office of the County Clerk of Oklahoma County, State of Oklahoma, and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth in length.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of said Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation.

(d) To acquire (by gift or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of any real

or personal property in connection with the affairs of the corporation.

(e) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Business Corporation Act of the State of Oklahoma may now or hereafter have or exercise.

(g) To promote and encourage recreational activity among its members, including the installation, operation and maintenance of a swimming pool, tennis courts, paddle tennis courts, lake, badminton courts, handball courts, croquet, horseshoes, shuffleboard, and such other recreational games and activities as the Board of Directors may, from time to time, determine.

ARTICLE III

PRINCIPAL OFFICE OF CORPORATION

Section 1. The principal office of the corporation shall be located in Oklahoma City, Oklahoma County, Oklahoma. Its registered agent for the service of legal process shall be Theodore M. Elam, 1800 United Founders Tower, Oklahoma City, Oklahoma.

ARTICLE IV

DURATION OF CORPORATION

Section 1. The term for which this corporation shall exist is fifty years.

ARTICLE V

MEMBERSHIP

Section 1. This corporation shall have no capital stock and shall not be operated for the benefit of any individual or person. The record owner of a fee or undivided interest in any single-family residential or multi-family residential lot in Lansbrook and any future declaration covering all or any part of the Northeast Quarter of Section Thirty-three, Township Thirteen North, Range Four West, Oklahoma County, Oklahoma which is subject by covenants of record to assessment by the corporation, including contract sellers (hereinafter called members), shall have the rights ordinarily granted to shareholders by the Business Corporation Act, subject to the terms and provisions hereof.

ARTICLE VI

CLASSES OF MEMBERSHIP

Section 1. Classes of Membership.

The corporation shall have four (4) classes of members, all of which shall have voting rights as hereinafter set forth:

Class A. The Class A members shall be all those owners of single-family residential lots in Lansbrook. Class A members, when a class vote is required hereunder, shall vote as a class. Each Class A member shall be entitled to one vote for each single-family residential unit in Lansbrook owned by such member. When more than one person owns an interest in any single-family residential lot in Lansbrook, all such persons shall be

members but only one vote may be cast with respect to such lot. Class A members, as a class, shall be entitled to designate three directors for the corporation to be selected by the vote of a majority of the members of the class.

Class B. The Class B members shall be all those owners of multi-family residential lots in Lansbrook upon which is erected a multi-family residential structure containing more than one but less than five living units. Class B members, when a class vote is required, shall vote as a class. Each class B member shall be entitled to one vote for each living unit contained in a multi-family residential structure erected upon a lot of which the Class B member is the owner. When more than one person owns an interest in any such lot, all such persons shall be members but only one vote per living unit may be cast with respect to such lot. Class B members, as a class, shall be entitled to designate two directors for the corporation to be selected by the vote of a majority of the members of the class.

Class C. The Class C members shall be all those owners of multi-family residential lots in Lansbrook upon which is erected a multi-family residential structure containing five or more living units. Class C members, when a class vote is required, shall vote as a class. Each Class C member shall be entitled to one vote for each living unit contained in a multi-family residential structure erected upon a lot of which the Class C member is the owner. When more than one person owns an interest in any such lot, all such persons shall be members but only one

vote per living unit may be cast with respect to such lot. Class C members, as a class, shall be entitled to designate two directors of the corporation, to be selected by the vote of a majority of the members of the class.

Class D. The Class D member(s) shall be J. W. Coyle Enterprises, an Oklahoma limited partnership. The Class D member(s) shall be entitled to three votes for each lot in Lansbrook owned by it.

Section 2. Commencement of Voting Rights.

Until such time as a plat or plats of all of the real property described in Article II(a) hereof shall have been filed of record and approved by the City of Oklahoma City, Oklahoma, and a written declaration to such effect has been filed of record, all voting rights, including but not limited to the right to elect directors for the corporation, shall be exclusively vested in the Class D member(s) unless the proposal to be voted upon shall require class votes as set forth in Section 3 of this Article VI.

Section 3. Class Votes.

Each class of membership shall vote as a class when the proposal to be voted on:

(a) Provides for an increase in the annual assessment as to such class and which proposed assessment requires the approval of the members of the corporation, which shall require the approval of a majority of the votes of each such class;

(b) Provides for special assessments for capital

improvements to be assessed against a class or classes, in which event the approval of such assessment by at least two-thirds (2/3) of the total votes of each class against which such assessment is proposed shall be required.

(c) Provides for the merger, consolidation, dissolution or liquidation of the corporation, in which event a majority vote of each class of members shall be required for approval.

(d) Provides for the sale of all or substantially all of the assets or properties of the corporation, which shall require approval by a majority vote of all classes; Provided, however, that the mortgage, pledge or hypothecation of all or substantially all of the assets or properties of the corporation for the purpose of obtaining funds or credit with which to acquire, improve or repair all or any part of such assets or properties, or to acquire additional properties, shall not be deemed a sale of all or substantially all of the properties of the corporation.

Section 4. When a class vote is not required under the terms hereof, all members of all classes shall vote as one class and, unless otherwise required by law, a majority of the total number of votes entitled to be cast, whether or not present at the meeting in person or by proxy, shall be required for approval.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. The annual meetings of the members shall be held in the principal office of the corporation or at such other place as may be designated by the directors.

Section 2. The annual meeting of the members after this year shall be held at 10:00 a.m. on the first Tuesday in April in each year, or at such other time as may be designated by the directors, when they shall elect a Board of Directors and transact such other business as may be properly brought before the meeting.

Section 3. At each meeting of the members, every member shall be entitled to vote in person, or by written proxy.

Section 4. Written notice of the annual meeting shall be mailed to each member at least ten days prior to the meeting.

Section 5. Special meetings of the members, unless otherwise provided by statute, may be called by the President, and shall be called by the President at the request in writing of a majority of the Board of Directors or members of each class. Any such request shall state the purpose of the meeting.

Section 6. Written notice of all special meetings of the members, stating the time, place and objects thereof, shall be mailed, at least ten days before such meeting.

ARTICLE VIII

DIRECTORS OF CORPORATION

Section 1. The property and business of this corporation

shall be managed by its Board of Directors, consisting of seven (7) members. Directors elected subsequent to the initial organizational Board shall be required to be members. They shall be elected at the annual meeting of the members, and each director shall be elected to serve until his successor shall be elected and shall qualify.

Section 2. At the first annual meeting after the voting rights of members commence:

(a) the Class A members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter, the Class A members shall elect one director for a term of three years;

(b) the Class B members shall elect one director for a term of one year and one director for a term of two years; and at each annual meeting thereafter the Class B members shall elect one director for a term of two years; and

(c) the Class C members shall elect one director for a term of one year and one director for a term of two years; and at each annual meeting thereafter the Class C members shall elect one director for a term of two years.

Section 3. The directors may hold their meetings and keep the books of the corporation at the principal office of the corporation, or at such other place or places within or without the State of Oklahoma as they may, from time to time, determine.

Section 4. In addition to the powers and authorities by these Articles expressly conferred upon them, the directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these Articles of Incorporation or by the By-Laws required to be done by the members.

Section 5. Any director, whether elected by the members or appointed by the directors, may be removed from office, with or without cause, at any time by a majority of the members of the class which elected such director.

Section 6. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board; provided that nothing herein shall preclude any director from serving in any other capacity and receiving compensation therefor.

Section 7. The first Board of Directors shall consist of the following three (3) members who shall serve until the first annual meeting of the members which shall be held on the first Tuesday in April of each year or at such other time as may be designated by the directors:

Richard N. Coyle	6501 Avondale Oklahoma City, Oklahoma
Theodore M. Elam	1800 United Founders Tower Oklahoma City, Oklahoma
Mark H. Price	1800 United Founders Tower Oklahoma City, Oklahoma

ARTICLE IX

MEETINGS OF DIRECTORS

Section 1. The annual meeting of the Board shall be held immediately following the annual meeting of the members, and no notice of such meeting of the Board shall be necessary to the newly elected directors in order to legally constitute such meeting.

Section 2. Special meetings of the Board may be called by the President on three days' notice to each director. Special meetings shall be called by the President in like manner and on like notice on the written request of four directors.

Section 3. At all meetings of the Board, a majority of the directors shall constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute, or by these Articles of Incorporation, or by the By-Laws.

ARTICLE X

OFFICERS OF CORPORATION

Section 1. The officers of the corporation shall be chosen by the directors and shall be a President, as many Vice Presidents as the directors shall, from time to time, deem advisable, and a Secretary and a Treasurer. The Secretary and Treasurer may be the same person, and any of the Vice Presidents may hold at the same time the office of Secretary or Treasurer.

Section 2. The Board of Directors, at its first meeting after each annual meeting of members, shall choose a President from their own number, at least one Vice President and a Secretary and a Treasurer, who need not be members of the Board.

Section 3. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the Board shall determine from time to time.

Section 4. The salaries of all officers of the corporation shall be fixed by the directors. They shall hold office until their successors are chosen and qualified. Any officer may be removed from office, with or without cause, at any time by the directors.

ARTICLE XI

PRESIDENT

Section 1. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

ARTICLE XII

VICE PRESIDENTS

Section 1. Any of the Vice Presidents who may be available

shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the directors shall prescribe.

ARTICLE XIII

TREASURER

Section 1. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the directors.

ARTICLE XIV

SECRETARY

Section 1. The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all meetings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the directors, and shall perform such other duties as may be prescribed by the President or the directors, all subject to the supervision of the President.

ARTICLE XV

VACANCIES IN OFFICE

Section 1. If the office of any director, or of any officer or agent, becomes vacant by reason of death, resignation,

disqualification, removal from office or otherwise, the directors may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE XVI

RECOGNITION OF MEMBERSHIP

Section 1. The corporation shall be entitled to treat the owner of record of any lot as the holder and owner in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such unit on the part of any other person, whether or not it shall have express or other notice thereof, except as may be otherwise expressly provided by law.

ARTICLE XVII

ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The corporation may at any time or from time to time, annex additional Common Areas to the properties described in Article II hereof, and so add to its membership under the provisions of Article V hereof, provided that any such annexation shall have the assent of two-thirds (2/3) of the Class A members, and two-thirds (2/3) of the Class B members and two-thirds (2/3) of the Class C members and two-thirds (2/3) of the Class D members.

ARTICLE XVIII

AUTHORITY TO DEDICATE

Section 1. The corporation shall have the power to

dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Class D members, or upon commencement of their voting rights, by a majority of each class of members.

ARTICLE XIX

DISSOLUTION

Section 1. The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation the assets, both real and personal, tangible or intangible, cash or otherwise, shall be granted, conveyed and assigned to J. W. Coyle Enterprises, its successors or assigns to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such conveyances and assignments are refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation.

ARTICLE XX

FISCAL YEAR

Section 1. The fiscal year shall be the calendar year, unless otherwise determined by the directors.

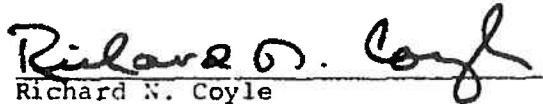
ARTICLE XXI

NOTICE

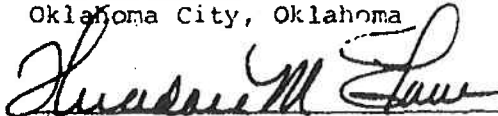
Section 1. Whenever under any of the provisions of these Articles notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by depositing the same in the post office or letter box, postage prepaid, addressed to such member, officer or director at such address as appears on the records of the corporation, or in default of other address, to such director, officer or member at the general post office in the capital city of the State of Oklahoma, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Any member, director or officer may waive any notice required to be given under these Articles, or by statute, to the extent permitted by law and by these Articles.

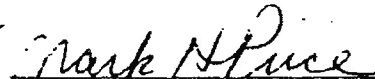
SUBSCRIBED AND SWORN TO by the undersigned persons who shall be the first Board of Directors of this corporation on this 11th day of February, 1969.



Richard N. Coyle
6501 Avondale
Oklahoma City, Oklahoma



Theodore M. Elam
1800 United Founders Tower
Oklahoma City, Oklahoma



Mark H. Price
1800 United Founders Tower
Oklahoma City, Oklahoma

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this 11th day of February, 1969, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared RICHARD N. COYLE, THEODORE M. ELAM and MARK H. PRICE, to me known to be the identical persons who signed 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.

Nancy Hitchcock
Notary Public

My commission expires:

July 5, 1971

C E R T I F I C A T E

I certify that the original directors as set forth in Article VIII, Section 7 of the Articles of Incorporation were duly elected at a meeting of members held for such purpose in Oklahoma City, Oklahoma on February 11, 1969.

Richard N. Coyle
Richard N. Coyle,
Presiding Officer

STATE OF OKLAHOMA)
) SS:
COUNTY OF TAHOMA)

RICHARD COYLE, of lawful age, being first duly sworn says that he is the Presiding Officer above named; that he has read the foregoing Certificate, and knows the contents thereof; and that the facts set forth therein are true, as he verily believes.

Richard N. Coyle
Richard N. Coyle,
Presiding Officer

Subscribed and sworn to before me this 11 day of February, 1969.

William L. L...
Notary Public

My commission expires:
12/31/70