

IOWA

No. W00574983
Date: 06/20/2008

SECRETARY OF STATE

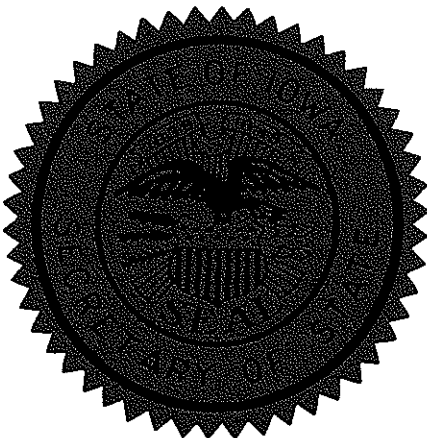
504RDN-000365100
TUSCANY RESERVE OWNERS ASSOCIATION

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document
Articles of Incorporation

The document was filed on June 19, 2008, at 04:40 PM, to be
effective as of June 19, 2008, at 04:40 PM.

The amount of \$20.00 was received in full payment of the filing fee.



Michael A. Mauro

MICHAEL A. MAURO SECRETARY OF STATE



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This document was prepared by, and when recorded return to: Chet A. Mellema, Hubbell Realty Company, 6900 Westown Parkway, West Des Moines, IA 50266, (515) 280-2042

SPACE ABOVE THIS LINE FOR RECORDER

**ARTICLES OF INCORPORATION
OF
TUSCANY RESERVE OWNERS ASSOCIATION**

In compliance with the requirements of Chapter 504A of the Code of Iowa 2007 (the Iowa Nonprofit Corporation Act), the undersigned, acting as incorporator of a nonprofit corporation, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of the corporation is Tuscany Reserve Owners Association, hereinafter called the "Association."

**ARTICLE II
CORPORATE EXISTENCE**

The Association's existence shall commence upon the filing of these Articles of Incorporation and shall continue in perpetuity.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

R. Michael Hayes is hereby appointed the initial registered agent of this Association. The initial registered office of the Association shall be at 6900 Westown Parkway, West Des Moines, Iowa 50266-2520.

(le)

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the management, maintenance, care, and preservation of certain common facilities within that certain real property (the "Property") described as:

A PARCEL OF LAND BEING PART OF THE W 1/2 OF SECTION 20, TOWNSHIP 79, RANGE 22, NOW INCLUDED IN AND FORMING A PART OF THE CITY OF ALTOONA, POLK COUNTY, IOWA.

COMMENCING AT THE W 1/4 CORNER OF SAID SECTION 20-79-22; THENCE S89°58'44"E, 50.00 FEET TO THE EAST RIGHT OF WAY OF 14TH AVENUE SE AND THE POINT OF BEGINNING; THENCE N00°19'29"W, ALONG SAID EAST RIGHT OF WAY, 1306.00 FEET; THENCE N89°58'44"W, 17.00 FEET; THENCE N00°19'30"W, 679.41 FEET; THENCE S89°56'30"E, 17.00 FEET; THENCE N00°19'30"W, ALONG EAST RIGHT OF WAY OF 14TH AVENUE SE, 561.26 FEET TO THE SOUTH RIGHT OF WAY OF 8TH STREET SE; THENCE N86°48'44"E, ALONG SAID SOUTH RIGHT OF WAY, 156.64 FEET; THENCE N86°17'14"E, ALONG SAID SOUTH RIGHT OF WAY, 379.80 FEET; THENCE S89°56'16"E, ALONG SAID SOUTH RIGHT OF WAY, 455.00 FEET; THENCE S78°32'39"E, ALONG SAID SOUTH RIGHT OF WAY, 102.79 FEET; THENCE N89°52'24"E, ALONG SAID SOUTH RIGHT OF WAY, 183.48 FEET TO THE EAST LINE OF THE W 1/2 OF THE NW 1/4 OF SAID SECTION 20; THENCE S00°15'22"E ALONG SAID EAST LINE, 2559.21 FEET TO THE NORTH LINE OF THE N 1/2 OF THE SW 1/4 OF SAID SECTION 20; THENCE S89°56'54"E ALONG SAID NORTH LINE, 1313.32 FEET TO THE EAST LINE OF THE W 1/2 OF SAID SECTION 2; THENCE S00°20'59"E ALONG SAID EAST LINE, 1319.32 FEET TO THE SOUTH LINE OF THE N 1/2 OF THE SW 1/4 OF SAID SECTION 20; THENCE N89°58'16"W ALONG SAID SOUTH LINE, 2586.90 FEET TO THE EAST RIGHT OF WAY OF 14TH AVENUE SE; THENCE N00°15'54"W, ALONG SAID EAST RIGHT OF WAY, 179.50 FEET; THENCE S89°59'13"E, 857.38 FEET; THENCE N00°16'32"W, 479.87 FEET; THENCE N89°58'41"W, 857.30 FEET TO THE EAST RIGHT OF WAY OF 14TH AVENUE SE; THENCE N00°15'54"W ALONG SAID EAST RIGHT OF WAY, 659.47 FEET TO THE POINT OF BEGINNING; SAID PARCEL OF LAND CONTAINING 144.23 ACRES AND IS SUBJECT TO EASEMENTS AND RESTRICTION OF RECORD,

EXCEPT OUTLOTS Y AND Z OF TUSCANY PLAT 1, AN OFFICIAL PLAT, NOW INCLUDED IN AND FORMING A PART OF THE CITY OF ALTOONA, POLK COUNTY, IOWA,

to provide for the ownership, operation, management, maintenance, repair and replacement of common area facilities and green spaces, the management, maintenance, care and preservation of certain sidewalks, project signage, entrance features, appurtenances, infrastructure, and landscaping within private easements or the public rights-of-way within and abutting the Property, and to otherwise exercise and perform the rights, privileges and obligations assigned to the Association in the Declaration (as hereinafter defined), to enforce the Declaration, to promote the health, safety and welfare of the Owners and users of the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to protect the value of the Property. To achieve these purposes, the Association may:

- A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements and Restrictions Applicable to Tuscan Reserve in Altoona, Polk County, Iowa, dated _____, and filed for record in the Office of the Recorder for Polk County, Iowa, on _____, in Book _____ at Page _____, as the same may be amended from time to time as therein provided (herein before and after the "Declaration"), 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; and 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 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 facilities to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members; and/or
- F. Have and exercise any and all powers, rights and privileges that a corporation organized under the Iowa Nonprofit Corporation Act by law may now or hereafter have or exercise.

The purposes of the Association are exclusively not for private profit or gain. No part of the net earnings of the Association shall inure to the benefit of any director or officer of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes). No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to

influence legislation, except as otherwise may be permitted in §501(h) of the Internal Revenue Code. The Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion of a Lot in Tuscany Reserve that is subject to the covenants of record or assessment by the Association, all pursuant and subject to the Declaration, including contract buyers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot in Tuscany Reserve.

ARTICLE VI MEMBER VOTING RIGHTS

Members who are the owners of Single Family Lots (as defined in the Declaration) shall be entitled to one vote for each Single Family Lot of record owned and/or fraction of a Single Family Lot of record owned in excess of one-half of such Single Family Lot of record. If more than one person or entity hold an interest in any Single Family Lot or portion of a Single Family Lot, all such persons shall be Members; however, the vote for such Single Family Lot or portion of a Single Family Lot shall be exercised as they determine, but in no event shall more than the number of votes for which the Single Family Lot or portion of a Single Family Lot is entitled be cast with respect to any such Single Family Lot.

Notwithstanding the above, Tuscany Reserve, LLC and its successors and assigns shall be the sole voting Member of the Association until such time as Tuscany Reserve, LLC and/or its successors and assigns no longer own any portion of the Property, or until Tuscany Reserve waives this right to be the sole voting member, whichever first occurs.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) and not more than five (5) directors. The number of directors may be changed by resolution of the Members as set forth in the Bylaws of the Association. The name and address of the persons who are to act in the capacity of the initial directors until the election of their successors are:

Steve Theis	Hubbell Realty Company 6900 Westown Parkway West Des Moines, Iowa 50266-2520
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Dan D. Dutcher	Hubbell Realty Company
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	6900 Westown Parkway West Des Moines, Iowa 50266-2520
Jennifer L. Drake	Hubbell Realty Company 6900 Westown Parkway West Des Moines, Iowa 50266-2520
Joe Pietruszynski	Hubbell Realty Company 6900 Westown Parkway West Des Moines, Iowa 50266-2520
James R. Weber	Hubbell Realty Company 6900 Westown Parkway West Des Moines, Iowa 50266-2520

At the first annual meeting of the Members after the these Articles of Incorporation shall become effective, the Directors shall be divided into two classes, each class to be as nearly equal in number as possible, with the term of office of the first class to expire at midnight on December 31, 2009, and the term of the second class to expire at midnight on December 31, 2010. At any meeting of the Members thereafter that changes the number of Directors, the addition or deletion of Directors shall be allocated among the two classes, so that each class remains as nearly equal in number as possible. At each annual meeting after such classification, the number of Directors equal to the number of the class whose term expires on the upcoming December 31st shall be elected to hold office for a two (2) year term beginning on the January 1st after expiration of such current term and ending on the second December 31st thereafter.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the Members with voting rights. Upon the dissolution of the Association, other than incident of 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, or if none exists shall be owned as tenants in common by the owners of all lots in Tuscan Reserve, the owner or owners of each Lot collectively having an undivided fractional interest, equal to the fractional amount which such lot can be assessed of the total expenses under Article IV of the Declaration, in the same.

ARTICLE IX EXEMPTION OF PRIVATE PROPERTY

The private property of the Members, directors, officers and employees of the Association shall be exempt from all debts and liabilities of the Association of any kind whatsoever. Consistent

with §504A.101 (Code of Iowa 2003), a Member, director, officer, or other volunteer of this Association shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the Association's Members, directors, officers, employees and volunteers, then the liability of the Association's Members, directors, officers, employees and volunteers shall be eliminated or limited to the full extent then permitted.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation may be amended at any time and from time to time as provided by the Iowa Nonprofit Corporation Act. No proposed amendment shall be effective unless it is approved by the affirmative vote of three-fourths (3/4) of the Members with voting rights. Provided, however, that any purported amendment to these Articles of Incorporation in conflict with or contrary to any provision of the Declaration, including supplements, modifications or amendments thereto, shall be void and of no force and effect.

**ARTICLE XI
INCORPORATOR**

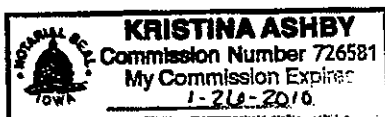
The name and address of the incorporator is: Jennifer L. Drake
6900 Westown Parkway
West Des Moines, Iowa 50266-2520

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Iowa, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 19th day of June, 2008.

Jennifer L. Drake
Jennifer L. Drake, Incorporator

STATE OF IOWA, COUNTY OF DALLAS) ss:

This instrument was acknowledged before me on June 19, 2008 by Jennifer L. Drake, the Incorporator of Tuscany Reserve Owners Association.



Kristina Ashby
Notary Public in and for Said State

FILED
IOWA
SECRETARY OF STATE
6-19-08
4:40PM
W574983



504RDN-000365100
TUSCANY RESERVE OWNERS ASSOCIATION
HUBBELL REALTY COMPANY
6900 WESTOWN PKWY
WEST DES MOINES, IA 50266