

EXHIBIT "A"

BOOK 5013 PG 994

ARTICLES OF INCORPORATION

OF

OLE WINDMILL ESTATES OWNERS ASSOCIATION

a Non-Profit Corporation

FILED

MAY 25 1983

OKLAHOMA SECRETARY
OF STATE

In compliance with the requirements of Title 18, Section 851 Oklahoma Statutes, the undersigned, all of whom are residents of Oklahoma County, Oklahoma and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is OLE WINDMILL ESTATES OWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 430 N.W. 5th, Oklahoma City, Oklahoma.

ARTICLE III

Robert H. Warren, whose address is 430 N.W. 5th, Street, Oklahoma City, Oklahoma, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This 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 maintenance, preservation and control of the Common Area as defined and within that certain tract of property described as tract A & tract B of:

"OLE WINDMILL ESTATES", an Addition to Oklahoma City, Oklahoma, according to the recorded plat thereof;

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto and to provide for the maintenance, upkeep and control of the Common Area within and under the control of the Ole Windmill Estates Owners Association and to do all things necessary thereto; and to have and to exercise the 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.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenant of record to assessment by the Association, including contract sellers, shall be members 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 of any Lot in Ole Windmill Estates which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant 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 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.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) or more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James C. Meniffee	8312 W. Reno - Suite B	Oklahoma City, Oklahoma 73127
Wanda Freeman	8101 N.W. 7th	Oklahoma City, Oklahoma
Juanita Jones	8312 W. Reno - Suite B	Oklahoma City, Oklahoma

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

ARTICLE VIII

DISSOLUTION

The Association 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 Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to the 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

The corporation shall exist for a period of fifty (50) years.

ARTICLE X

AMENDMENTS

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

IN WITNESS WHEREOF, for the purpose 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 24th day of May, 19 83.

James C. Meniffee
JAMES C. MENIFFEE

Wanda Freeman
WANDA FREEMAN

Juanita Jones
JUANITA JONES

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

The above and foregoing instrument was acknowledged before me this 24th day of May, 19 83 by JAMES C. MENIFFEE, WANDA FREEMAN and JUANITA JONES.

Jan L. Lusk
NOTARY PUBLIC

My Commission Expires:

May 10th 1986