

**AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE FARM ADDITION PROPERTY OWNERS ASSOCIATION**

In compliance with the requirements of the state of Arkansas, the undersigned, all of whom are residents of Saline County, 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 under the Arkansas Non-Profit Act (Act 1147 of 1993) and do hereby certify:

ARTICLE I

The name of the corporation is Heritage Farm Addition Property Owners Association, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3165 Stonewall Drive, Benton, Arkansas 72015.

ARTICLE III

Mike Culp, whose address is 3149 Stonewall Drive, Benton, Arkansas 72015, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

This Association does not anticipate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within that certain tract of property described as:

Heritage Farm, an Addition to the City of Benton, Saline County,
Arkansas,

and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this 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 Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration," applicable to Circuit Clerk and Recorder of Saline County, Arkansas, 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; 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) consistent with the by-laws, and upon adoption of a proper resolution, borrow money, and in doing so, 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 of 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;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Arkansas Non-Profit Act by law may now or hereafter have or exercise;

(h) this corporation is organized for the mutual benefit of its members.

The Board of Directors shall have full authority to exercise any and all powers listed above, including those specified in paragraph (e). The exercise of powers so specified in paragraph (e) shall require ten (10) days' notice to the membership by ordinary mail to each member's last known address. The dedication, sale, or transfer shall be effective as of the date of notice unless objected to in writing by at least two-thirds (2/3) of the membership. No other enumerated power ((a) through (d) and (f) through (h)) shall require such notice.

ARTICLE V *Membership*

Every person or entity who is record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by 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. Members shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI
Voting Rights

The Association shall have one class of voting membership. Members 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 determine, but in no event shall more than one vote be cast with respect to any lot.

The affairs of this Association shall be managed by a board of no fewer than five (5) and no more than eleven (11) directors, who must be members of the Association in good standing. A member is not in good standing if the member's dues are not current. The number of directors may be changed by amendment to 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 those whose names are shown below.

Directors' terms will stagger as follows: A director's term shall be three (3) years, and initially, the directors shall draw for terms so that an approximately even number shall be subject to election each year. Any director who resigns may be replaced by a majority vote of the other directors.

ARTICLE VII
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. 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE VIII
Duration

The corporation shall exist perpetually.

ARTICLE IX
Amendments

Amendment of these Articles shall require the consent of two-thirds of the entire voting membership present at a membership meeting designated for such purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the state of Arkansas, we, the undersigned, constituting the incorporators of this Association, have executed these Amended Articles of Incorporation this _____ day of _____, 2014.

Signature

Address

STATE OF ARKANSAS)
) SS.
COUNTY OF SALINE)

BE IT REMEMBERED that on this day came before me, the undersigned, a Notary Public within and for the county aforesaid, duly commissioned and acting, _____, _____, _____, and _____, to me well known as the persons whose names are subscribed to the foregoing instrument of writing, and stated that they had executed the same for the consideration, uses, and purposes therein mentioned and set forth.

Witness my hand and seal as such Notary Public on this _____ day of _____, 2014.

NOTARY PUBLIC