

ARTICLES OF INCORPORATION  
UNDER THE  
GENERAL NOT FOR PROFIT CORPORATION ACT

B5973 PAGE 34A

We, the undersigned,

B. Douglas Varner,	9933 Foster,	Overland Park, Kansas
Charles A. Erickson,	2504 Oliver Drive,	Kansas City, Missouri
William H. Leedy,	814 Westover Road,	Kansas City, Missouri

being natural persons of the age of twenty-one (21) years or more and citizens of the United States, for the purposes of forming a corporation under the "General Not For Profit Corporation Act", Chapter 355 of the 1953 Supplement of the Revised Statutes of Missouri of 1949, as amended, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Highleah Townhouses, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the State of Missouri is 210 Puritan Building, 13th and Oak Streets, in the City of Kansas City, County of Jackson, and the name of its initial Registered Agent at said address is Ernest Salvas.

ARTICLE IV

The first Board of Directors shall be five in number, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Winslow Carlton	221 Park Avenue South, New York 3, New York
S. F. Boden	217 Park Row, New York 38, New York
Dwight D. Townsend	1012 - 14th Street, N.W., Washington, D. C.
John O. Walker	3200 Circle Hill Road, Alexandria, Virginia
John D. Lange	1413 "K" Street, N.W., Washington, D. C.

ARTICLE V

The purposes of purpose for which the corporation is organized are:

1. To provide dwelling accomodations on a non-profit basis for families displaced from urban renewal areas or as a result of governmental action and

to assist further the provision of housing for moderate and low income families.

2. To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provision of such housing.

3. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

4. To apply for and obtain or cause to be obtained from the Federal Housing Commissioner, hereinafter called the "Commissioner", a contract or contracts of mortgage insurance.

5. To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the non-profit purposes of the corporation.

ARTICLE VI

Notwithstanding any other provision contained herein the corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner and shall be bound by the terms thereof to enable the Commissioner to carry out the provisions of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the corporation, its successors and assigns, so long as a mortgage is outstanding, unpaid and insured or held by the Federal Housing Commissioner.

ARTICLE VII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contractor or transaction of this Corporation,

provided the fact that he or such firm is so interested, shall be disclosed on the minutes of this Corporation; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation, which shall authorize any such contract or transaction, provided, however, such director may not vote thereat to authorize any such contract or transaction.

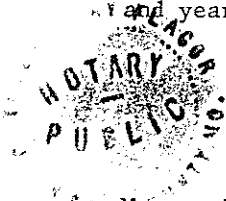
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of June, 1967.

B. Douglas Varner  
Charles A. Erickson  
William H. Leedy

STATE OF MISSOURI) ss  
COUNTY OF JACKSON)

I, Jessie Lee Dinger, a Notary Public, do hereby certify that on the 1st day of June, 1967, B. Douglas Varner, Charles A. Erickson and William H. Leedy personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



My commission expires:

June 2, 1971

Jessie Lee Dinger  
Notary Public

PLAT AND CERTIFICATE OF  
RECORDATION

*[Handwritten signature]*

B581537

*[Handwritten initials]*

COMPARED

STATE OF MISSOURI )  
JACKSON COUNTY ) SS  
RECEIVED FOR RECORD

1967 JUN 15 AM 8 08 3

*[Handwritten signature]*

BILL W. AUSTIN  
RECORDER OF DEEDS  
D.R.

B6973 PAGE 343

50

STATE OF MISSOURI }  
COUNTY OF JACKSON } SS.

IN RECORDER'S OFFICE

I, BILL W. AUSTIN, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing instrument of writing was on the ..... day of ..... A. D. ...., at ..... o'clock ..... minutes ..... M, duly filed for record in this office, and with the certificate of acknowledgement thereon endorsed, is recorded in the records of this office, in Book B ..... at page .....

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of said office, at Kansas City, Missouri the day and year last aforesaid.

BILL W. AUSTIN, Recorder By *[Handwritten signature]* Deputy