

CERTIFICATE OF INCORPORATION
THE RESERVE AT BRADFORD PARK HOMEOWNER'S ASSOCIATION, INC.
(Not for Profit)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

09/11/2013 02:16 PM
OKLAHOMA SECRETARY OF STATE

We, the undersigned incorporators:



Name

Address

E. Robert Buss

Post Office Box 1380
Owasso, Oklahoma 74055



Barbara J. Kidwell

Post Office Box 1380
Owasso, Oklahoma 74055

Sue Waltman

Post Office Box 1380
Owasso, Oklahoma 74055

do hereby associate ourselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of the Oklahoma General Corporation Act.

ARTICLE I

The name of the corporation is THE RESERVE AT BRADFORD PARK HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

The address of the registered office of the Association and the name of the registered agent at such address are:

David E. Charney

12150 E. 96th Street North, Suite 202
Owasso, OK 74055

ARTICLE III

Purpose and Powers of the Association

This Association is formed for purposes not involving pecuniary gain or profit, incidentally or otherwise, to the members thereof, and shall have no capital stock. The purposes for which the Association is formed are to enhance and protect the value, desirability and attractiveness of the real property described as follows:

All of Phases of The Reserve at Bradford Park, an Addition in the City of Broken Arrow, Tulsa County, State of Oklahoma, according to the recorded plat thereof (hereinafter referred to as "The Reserve at Bradford Park") and to promote the

health, safety and welfare of the residents, owners and tenants of lots within The Reserve at Bradford Park, and any additional property as may hereafter be annexed to the jurisdiction of this Association, and for these purposes, to:

- a) own, acquire, build, operate and maintain landscaping, walls, fences, entryways, signs and common areas, facilities and structures of any and all kinds for the use and benefit of the members of the Association;
- b) exercise such powers pertaining to The Reserve at Bradford Park, including architectural plan review, as may from time to time be vested in or granted to the Association;
- c) fix, levy, collect and enforce payment by any lawful means, all charges or assessments made for acquisition, construction, maintenance and operation of common facilities, 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;
- d) 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;
- e) borrow money, and with the assent of two-thirds (2/3) of each class of members, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Oklahoma General Corporation Act by law now or hereafter have or exercise.

ARTICLE IV

Membership

Every person or entity who is or hereafter becomes a record owner of any lot in The Reserve at Bradford Park or in any additional property as may hereafter be annexed to the jurisdiction of the Association, which is subject by covenant of record to assessment by the Association, including contract sellers, shall be a member of the Association; provided, however, 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 the lot which is subject to assessment by the Association. Ownership of a lot which is subject to assessment by the Association shall be the sole qualification for membership in the Association.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all the owners of lots subject by covenant of record to assessment by the Association, with the exception of the Class B member defined below. Class A members shall be entitled to one vote for each lot owned. When more than one person holds an ownership interest in any one lot, all such persons shall be members, but shall have jointly only one vote for the lot, and that vote shall be exercised as they among themselves determine.

Class B. Class B member shall be the "Declarant" as hereinafter defined. The term "Declarant" means and refers to Bradford Park Lot Holding Company, L.L.C., an Oklahoma limited liability company, and its successors and assigns, if such successors or assigns should acquire all of the lots within the The Reserve at Bradford Park and any subdivision annexed to the jurisdiction of the Association then owned by Bradford Park Lot Holding Company, L.L.C., and all of the Adjacent Property (hereinafter defined) then owned by Bradford Park Lot Holding Company, L.L.C., its successors or assigns, unless all of the Adjacent Property has been platted and annexed to the jurisdiction of the Association and the number of lots acquired by such successors or assigns does not exceed ten (10) in number. The Class B member shall be entitled to five hundred (500) votes. The Class B membership shall cease and be converted to Class A membership on the earlier of:

- a) the date on which all of the Adjacent Property has been platted and annexed to the jurisdiction of the Association and all of the lots owned by Declarant in each subdivision so platted and annexed have been sold by Declarant; or
- b) December 31, 2038; or
- c) Such date as Declarant executes and records with the County Clerk of Tulsa County, Oklahoma, a notice that Declarant has elected to convert the Class B membership to Class A membership

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than eleven (11) Directors who need not be members of the Association. The names and addresses of the initial Directors are:

David E. Charney

12150 E. 96th Street North, Suite 202
Owasso, OK 74055

ARTICLE VIII

Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Association; provided, however, nothing herein shall divest the membership of the residual power to adopt, amend or repeal said Bylaws.

ARTICLE IX

Mergers and Consolidations

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for similar purposes; provided, however, such merger or consolidation shall require the assent of two-third (2/3) of each class of members.

ARTICLE X

ANNEXATION OF ADDITIONAL PROPERTIES

- a) Annexation by the Declarant. The following described real property (the "Adjacent Property"), to-wit:

That certain real property adjacent to The Reserve at Bradford Park and designated by the Developer by recorded plat to form a part of a Master Planned Community with The Reserve at Bradford Park,

may, in whole or in part, be annexed to the geographic jurisdiction of the Association by the Declarant without approval of the Association or its member; provided, however, that the property to be annexed is developed for purposes consistent with the harmony of the Master Planned Community.

- b) Annexation by the Association. Annexation by the Association other than by the Declarant under Paragraph (a) above, shall require the assent of two-thirds (2/3) of each class of members.

ARTICLE XI

Authority to Dedicate

The Association shall have the power to dedicate, sell or transfer all or any part of its lands or any easement which it holds to any public agency, authority or utility; provided, however, the transfer shall require the assent of two-thirds (2/3) of each class of members.

ARTICLE XII

Dissolution

The Association may be dissolved by resolution approved by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes the same as those to which they were required to be devoted by the Association. In the event such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to the purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII

Duration

The Association shall exist perpetually.

ARTICLE XIV

Amendments

Amendment of this Certificate of Incorporation shall require the assent of the holders of three-fourths (3/4) of the eligible votes of the combined Class A and Class B membership.


IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Oklahoma, we, the undersigned, constituting the incorporators of this Association, have executed this Certificate of Incorporation this 9th day of September, 2013.



E. Robert Buss, Incorporator



Barbara J. Kidwell, Incorporator



Sue Waltman, Incorporator

