

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Certificate of Incorporation of

MARBLE LEAF PROPERTY OWNERS ASSOCIATION, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 25TH
day of MARCH, 2003.

M. Susan Savage
Secretary of State
By: *Amal Oller*

**CERTIFICATE OF INCORPORATION
(NON-PROFIT)**

FILED

STATE OF OKLAHOMA)
) SS:
COUNTY OF CLEVELAND)

MAR 25 2003

OKLAHOMA SECRETARY
OF STATE

TO: SECRETARY OF STATE OF THE STATE OF OKLAHOMA

The undersigned Incorporators,

**Richard McKown
1320 N. Porter
Norman, OK 73071**

**Vernon McKown
1320 N. Porter
Norman, OK 73071**

**Mike Deskin
1320 N. Porter
Norman, OK 73071**

being persons legally competent to enter into contracts for the purpose of forming a Corporation under "The Oklahoma General Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Marble Leaf Property Owners Association, Inc.

ARTICLE II

The name of its registered agent is Richard McKown. The address of its registered office is in the State of Oklahoma at 1320 N. Porter, Norman, OK 73071.

ARTICLE III

The duration of the Corporation is Perpetual.

ARTICLE IV

The Corporation is not for profit, in that the Corporation does not afford pecuniary gain incidentally or otherwise, to its members; the number of Directors to be elected at the first meeting are three; the name and mailing address of each Director who will serve until the first annual meeting of its members or until their successors are elected and qualify, are as follows:

**Richard McKown
1320 N. Porter
Norman, OK 73071**

**Vernon McKown
1320 N. Porter
Norman, OK 73071**

**Mike Deskin
1320 N. Porter
Norman, OK 73071**

ARTICLE V

This Corporation shall not have the authority to issue capital stock. The conditions of membership in such Corporation shall be any person or entity who is a record owner of a fee simple title to any lot located within a platted addition known as Marble Leaf, Section 1, to Oklahoma City, Oklahoma, according to the recorded plat thereof. Voting rights of said members shall be exercised on the basis as set forth in the Declaration of Property Owners Association for said Marble Leaf, Section 1, to Oklahoma City, Oklahoma.

ARTICLE VI

The purpose for which said Corporation is formed, and the business and objectives to be carried on and promoted by it are as follows:

- A. To repair, maintain, or construct certain access easements, and other common areas within Marble Leaf, Section 1, to Oklahoma City, Oklahoma, and any future access easements, utility easements, entrances, or detention areas subsequently annexed to a certain Declaration of Property Owners Association for the above addition;
- B. To fix assessments or charges to be levied against the owners of lots within said property as provided for in said Declaration; and
- C. To enforce any and all covenants, restrictions and agreements applicable to said property; and insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of Marble Leaf, Section 1.

Dated this 24 day of March, 2003.

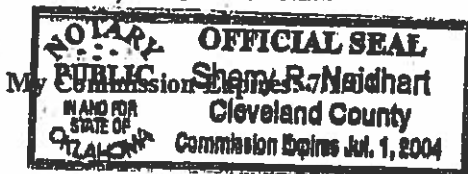

RICHARD MCKOWN


VERNON MCKOWN


MIKE DESKIN

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

Subscribed and sworn to before me this 24 day of March, 2003, by Richard McKown, Vernon McKown, and Mike Deskin.




Notary Public #00010012

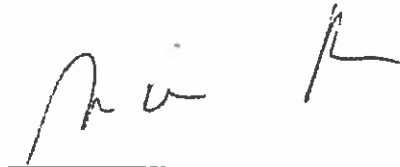
**INSTRUMENT OF ORGANIZATION
MARBLE LEAF PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, being the incorporators of the Marble Leaf Property Owners Association, Inc., an Oklahoma corporation, which was incorporated on March 25, 2003, hereby take the following actions for the purposes of adopting Bylaws, electing Directors to serve or hold office until the first annual meeting of the Members or until the successors of such Directors are elected and qualify, and doing all other or further acts to perfect the organization of the corporation.

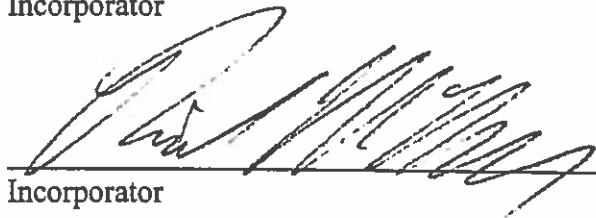
1. The Bylaws of the corporation, a copy of which is appended to this Instrument of Organization, are hereby adopted as the Bylaws of the corporation until such Bylaws are amended or repealed by the Board of Directors or by the shareholders.
2. The following persons are elected Directors of the corporation to serve until the first annual meeting of the Members of the corporation or until the successors of such Directors shall be elected and shall qualify:

Richard McKown
Vernon McKown
Mike Deskin

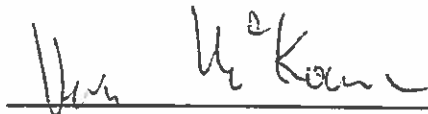
DATED: March 26, 2003.



Incorporator



Incorporator



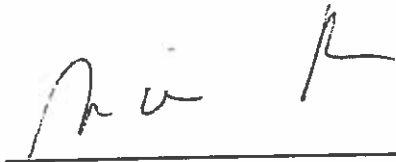
Incorporator

**CALL AND WAIVER OF THE ORGANIZATION MEETING
OF THE BOARD OF DIRECTORS OF THE MARBLE LEAF
PROPERTY OWNERS ASSOCIATION, INC.**

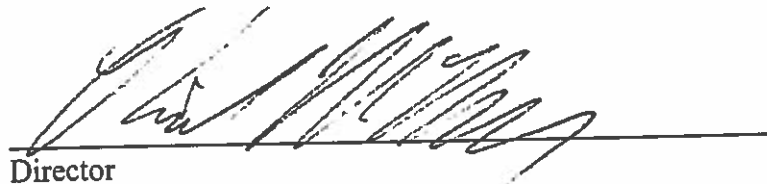
Please take notice that a meeting has been scheduled for the 26th day of March, 2003, at the location of 1320 N. Porter, Norman, Oklahoma at 10:00 o'clock A.M. Central Standard Time, for the purpose of further organizing the corporate Association.

Each of the Directors as evidenced by their signatures below acknowledge notice of this call and hereby waive notice, call, and mailing of the same.

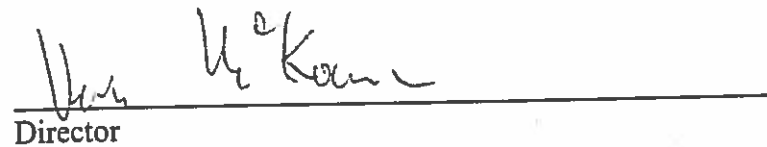
DATED: March 26, 2003.



Director



Director



Director

**MINUTES OF THE ORGANIZATION MEETING
OF THE BOARD OF DIRECTORS OF
THE MARBLE LEAF PROPERTY OWNERS ASSOCIATION, INC.**

The organization meeting of the Board of Directors of the Marble Leaf Property Owners Association, Inc., an Oklahoma nonprofit corporation, was held at the office of the corporation in Norman, Oklahoma at 10:00 o'clock a.m., on the 26th day of March, 2003. The undersigned have waived written call and notice.

The following Directors were present:

Richard McKown
Vernon McKown
Mike Deskin

being all members of the Board of Directors.

Section 1. Richard McKown was chosen as Temporary Chairman and Mike Deskin was chosen as Temporary Secretary of the meeting.

Section 2. The Temporary Secretary thereupon read the call and waiver of notice of this meeting signed by all of the members of the Board of Directors, which waiver was ordered made a part of these Minutes and may be found just preceding these Minutes.

Section 3. The Minutes of the organization meeting of the Member, which said meeting was held just preceding this meeting, were read and approved by the Board of Directors.

Section 4. The Chairman then called upon the Temporary Secretary of the meeting to read the Certificate of Incorporation filed by the incorporators with the Secretary of State of Oklahoma, on the 25th day of March, 2003, and the Certificate of Incorporation issued to this company by the Secretary of State of Oklahoma on that date.

After the Secretary read the aforesaid instruments, upon motion duly made and seconded, the following Resolution was unanimously adopted:

RESOLVED: That the Board of Directors hereby accept the Certificate of Incorporation issued by the Secretary of State of Oklahoma to this company on the 25th day of March, 2003, which said Certificate of Incorporation has been previously approved by the Members of this company.

Section 5. The Chairman then stated that the proposed form of Bylaws had been prepared. Thereupon, the Bylaws were read and considered, Section by Section, by the

Board of Directors. Thereafter, the following Resolution was moved, seconded and unanimously adopted:

RESOLVED: That the Bylaws as submitted and considered be, and they are hereby adopted Section by Section, and as a whole, as the Bylaws of this corporation, and that each member of the Board of Directors, and the Secretary of the corporation, when elected, shall certify as to said Bylaws, and that a copy of said Bylaws be entered in the Minute Book of this corporation.

Section 6. The Chairman then stated that the election of the respective officers of this corporation, the votes of all of the members of the Board of Directors were duly cast by written ballot, canvassed by the Temporary Secretary of the meeting, and resulted in the election by unanimous vote of the following officers:

President/Treasurer
Vice President/Secretary

Richard McKown
Mike Deskin

Thereupon, the permanent officers of the company, all being present, took charge of the meeting.

Section 7. Upon motion duly made, seconded and unanimously carried, the following Resolutions were adopted:

RESOLVED: That the Treasurer of this corporation be and is hereby authorized to open a bank account upon the behalf of the corporation with such banks as may from time to time be designated.

FURTHER RESOLVED: That a majority of the Board of this corporation is hereby authorized to transact financial business of the corporation with said banks, with full authority to borrow money and execute notes for the corporation and to pledge the assets thereof to secure the same.

FURTHER RESOLVED: That any officer of the corporation is hereby authorized to sign checks drawn against or withdrawing the funds of said corporation, and any officer is hereby authorized to endorse by rubber stamp, or otherwise, and to deposit any check, draft, or evidence of indebtedness of the corporation.

Section 8. Upon motion duly made and seconded, the following Resolution was unanimously adopted:

RESOLVED: That until otherwise ordered, the offices of this corporation shall be established at 1320 N. Porter, Norman, Oklahoma, and that the

meeting of the Board of Directors from time to time may be held either in the principal office at the above address or at such other place as the Board of Directors shall from time to time order and direct.

Section 9. Upon motion duly made and seconded, the following Resolution was unanimously adopted:

RESOLVED: That the Secretary be and is hereby instructed to procure such records, stationery and other office supplies as may be necessary to the proper operation and recording of the company's business and transactions.

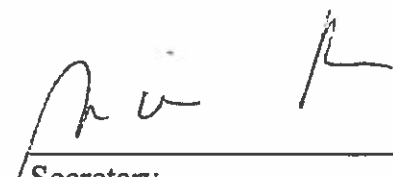
Section 10. The following Resolution was moved, seconded and unanimously adopted:

RESOLVED: That the Treasurer be and he is hereby authorized to pay all fees and expenses incident and necessary to the organization and incorporation of this company in the State of Oklahoma.

Section 11. The President then stated that pursuant to the Bylaws, the Treasurer was directed to give bond unless the giving of bond was waived by order of the Board of Directors. After a complete discussion of the above and foregoing, the following Resolution was properly moved, seconded and unanimously adopted:

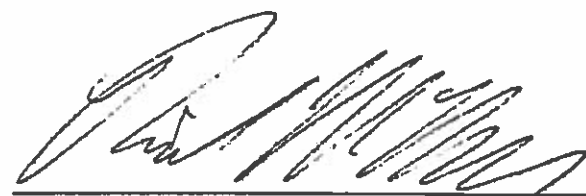
RESOLVED: That the Treasurer of the corporation be, and is hereby exempt from giving bond as prescribed by the Bylaws of this corporation until further order of the Board of Directors.

There being no further business to come before the Board, upon proper motion, the meeting was duly adjourned.



Secretary

APPROVED:



President



OKLAHOMA SECRETARY OF STATE
2300 N. LINCOLN BLVD., ROOM 101
OKLAHOMA CITY, OK 73105-4897

M. Susan Savage
Secretary of State

Brad Henry
Governor

03/07/2005

KEN MACDONNELL
1320 N PORTER
NORMAN OK 73071
USA

RE: MARBLE LEAF PROPERTY OWNERS ASSOCIATION, INC.

Document Number: 2603030019
Client Account Number: 46783644

Dear Secretary of State Customer:

The documents submitted have been filed in the Secretary of State's Office. Please find the enclosed documentation evidencing such filing.

I am pleased to announce that the Secretary of State's office is completing the final stages for the implementation of a new business system. Please allow me to introduce you to *SOONERACCESS*.

SOONERACCESS.....

- > Available at www.sos.state.ok.us, please visit our website during the next few weeks as services become available;
- > Available 24 hours a day, Monday through Saturday and from 6 a.m. to midnight on Sundays;
- > Submit the majority of business entity documents, trademarks/renewals, and notary public applications/renewals on-line;
- > Search business entity, trademark, and notary public information on-line;
- > Order and receive status certificates and certified and plain copies of documents on-line;
- > No additional charges, statutory fees will still be charged for on-line services. Detailed searches for business entities are available at a cost of three searches for \$5.00, however simple searches involving name, entity type, and registered agent are available free of charge;
- > On-line payment may be made by Electronic Fund Transfer at no charge or by credit card which is subject to a 4% convenience fee.

I believe *SOONERACCESS* will provide customers a welcome convenience, allowing their time to be spent on-line rather than in line. Please note your client account number at the top of the page for easy access to the new system. If you have any questions regarding the new procedures in the Secretary of State's office or *SOONERACCESS*, please do not hesitate to contact me.

Sincerely,

M. Susan Savage
Secretary of State

Enclosure

OFFICE OF THE SECRETARY OF STATE



**AMENDED NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Not For Profit Certificate of Incorporation of

MARBLE LEAF PROPERTY OWNERS ASSOCIATION, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
2nd day of March, 2005.*

M. Susan Savage

Secretary of State



**AMENDED
CERTIFICATE OF INCORPORATION
(NOT FOR PROFIT)**

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 522-4560

The undersigned corporation, for the purpose of amending its certificate of incorporation pursuant to Title 18, Section 1077, hereby certifies:

1. The name of the corporation is: **Marble Leaf Property Owners Association, Inc.**
2. In the event the corporation is a church, the street address of its location is: **N/A**
3. The name of the registered agent and the street address of the registered office in the State of Oklahoma is: **Richard McKown at 1320 N. Porter, Norman, Oklahoma 73071**
4. Set forth clearly any and all amendments to the Certificate of Incorporation which are desired to be made:
 - A. Those amendments represented on Exhibit "A" attached hereto and incorporated herein by reference.

The governing body of the corporation adopted a resolution setting forth the amendment proposed and declaring its advisability. At a subsequent meeting held upon notice stating the purpose thereof and given in accordance with the provision of Title 18, Section 1067, a majority of all the members of the governing body voted in favor of the amendment.

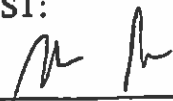
IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested by its Secretary or Assistant Secretary, this 28 day of February, 2005.



By: President

Richard McKown

ATTEST:



By: Secretary

Mike Deskin

RECEIVED

MAR 2 2005

OKLAHOMA SECRETARY
OF STATE

Exhibit "A"

1. All references to "Marble Leaf Addition Section 1" within the original Certificate of Incorporation filed March 25, 2003 with the Oklahoma Secretary of State Certificate of Incorporation shall be deleted in their entirety and replaced with "each Section to the Marble Leaf Addition."

MARBLE LEAF PROPERTY OWNER'S ASSOCIATION, INC.

RESOLUTION TO AMEND THE ARTICLES OF INCORPORATION

Whereas, the governing body of the Marble Leaf Property Owner's Association, Inc. (the Association) finds it advisable to amend its Articles of Incorporation; and

Whereas, a proposed Amendment (the Amendment) appears attached to this Resolution as Exhibit "A" depicting the exact language of the proposed Amendment; and

Whereas, the Board of Directors, at a meeting attended by Richard McKown, Vernon McKown, and Mike Deskin

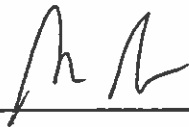
and by a vote of such members as follows: All members voted "yes"

this Resolution passes.


Now, therefore, be it resolved by the governing body of the Marble Leaf Property Owner's Association, Inc.:

1. The Articles of Incorporation shall be amended as proposed and reflected by Exhibit "A" to this Resolution.
2. The Board may at any time prior to the filing of the Amendment with the Secretary of State, notwithstanding the authorization of the amendment by the general members of the Association, abandon the proposed amendment without further action by the members.

Dated: Feb. 28, 2005



Secretary - Mike Deskin



Director - Richard McKown

Exhibit "A"

1. All references to "Marble Leaf Addition Section 1" within the original Certificate of Incorporation filed March 25, 2003 with the Oklahoma Secretary of State Certificate of Incorporation shall be deleted in their entirety and replaced with "each Section to the Marble Leaf Addition."