



EXHIBIT C

ARTICLES OF INCORPORATION
OF
GREEN FOREST VILLAGE OWNERS ASSOCIATION

Rebecca McDowell Cook
Secretary of State
State of Missouri
P.O. Box 778
Jefferson City, Missouri 65102

The undersigned, Daniel Foust, 101 Huntington Park, St. Charles, Missouri 63301, being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "Missouri Nonprofit Corporation Act," Chapter 355 of the Revised Statutes of Missouri, 1994, as amended, and any successor provision thereto (the "Act:), do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Green Forest Village Owners Association (later called the "Association").

ARTICLE II

The Association is a mutual benefit corporation within the meaning of Section 355.881R.S.Mo. of the Act.

ARTICLE III

The address of the initial Registered Office of the Association in the State of Missouri is 101 Huntington Park, St. Charles, Missouri 63301, and the name of its initial Registered Agent at said address is Daniel Foust.

ARTICLE IV

The Association is organized to be a homeowners association, as referred to in Section 355.025 R.S. Mo. The purposes for which the Association is organized include, but are not limited to:

A. To do all things and activities that qualify as exempt under Section 528 of the Internal Revenue Code of 1986, as amended (the "Code") (all references to the Code herein shall also include the corresponding provision of any future United States Internal Revenue Law and the regulations promulgated thereunder); and

B. To provide for the administration, operation, management, maintenance, preservation, and control of all activities and property of the Association; to exercise all powers and perform all duties imposed upon it by the DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS OF GREEN FOREST VILLAGE as recorded in the land records of St. Charles County,



Missouri, as it may be amended from time to time (later called the "Declaration"); and to promulgate bylaws for the execution of its powers and duties.

Nothing herein shall be construed to give the Association any purpose that is not permitted under Code Sections 501 and/or 528.

ARTICLE V

The Association has the power to do all things necessary or convenient to carry out its affairs.

A. For example, the following powers are listed, without limitation, in the Act (Section 355.131 R.S.Mo.):

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (3) To make and amend bylaws not inconsistent with its articles of incorporation or with the laws of this state, for regulating and managing the affairs of the Association;
- (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with, shares or other interest in, or obligations of, any entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by Section 355.421 R.S.Mo.;
- (9) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;
- (10) To conduct its activities, locate offices, and exercise the powers granted by Chapter 355 R.S.Mo. within or without this state;
- (11) To elect or appoint directors, officers, employees, and agents of the Association, define their duties, and fix their compensation;



(12) To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees, and agents;

(13) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the Association's interest;

(14) To impose assessments;

(15) To carry on a business or businesses, either directly or through one or more for profit or nonprofit subsidiary corporations; and

(16) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Association.

B. Also, for example, the following powers are listed, once again without limitation, in Article I, First Part, Paragraph B, Section 1, Subsection (a) of the Declaration (many of which may overlap with those listed in Paragraph A above):

(1) adopt and amend bylaws and rules and regulations;

(2) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from Lot Unit Owners;

(3) hire and discharge managing agents and other employees, agents, and independent contractors;

(4) institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Lot Unit Owners on matters affecting Green Forest Village;

(5) make contracts and incur liabilities;

(6) regulate the use, maintenance, repair, replacement, and modification of the Association Elements;

(7) cause additional improvements to be made as a part of any Association-owned or maintained facilities;

(8) acquire, hold, encumber, and convey in its own name any right, title, or interest to real estate or personal property;

(9) grant easements, leases, licenses, and concessions through or over the Association Elements;

(10) impose and receive any payments, fees, or charges for the use, rental, or operation of any Association-owned or maintained facilities and for services provided to Lot Unit Owners;



(11) impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of this Declaration, the bylaws, and the rules and regulations of the Association;

(12) provide for the indemnification of its officers and directors and maintain directors' and officers' liability insurance;

(13) exercise all other powers that may be exercised in this State by nonprofit corporations; and

(14) exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE VI

The Association will not have members within the meaning of Section 355.066 R.S.Mo. of the Act.

ARTICLE VII

The period of duration of the corporation is perpetual.

ARTICLE VIII

A. The initial Board of Directors shall be three (3) in number, their names and addresses being as follows:

- Michael Eldringhoff (Pres/Treasurer) (Term ending Dec. 31, 2020)*
~~CARLA J. FOUST (for an initial term ending June 30, 2008)~~ 101 Huntington Park
St. Charles, MO 63301
- Timothy D. Miller, President (Term ending June 30, 2020)*
~~DANIEL J. FOUST (for an initial term ending January 31, 2009)~~ 11225 Mosely Manor Ct.
101 Huntington Park
St. Charles, MO 63301
- Patricia J. Kodolja (Sec, Term ending June 30, 2021)*
~~CHARLES J. MARLEY (for an initial term ending June 30, 2009)~~ P.O. Box 1802
St. Charles, MO 63302

Amendment 2019

B. Board Powers and Duties. With limited exceptions, all corporate powers shall be exercised by or under authority of, and the affairs of the Association managed under the direction of its board. The board may act in all instances on behalf of the Association, unless a vote of the delegates, who represent the Lot Unit(s) in Green Forest Village is required by the Declaration or these Articles of Incorporation or by the bylaws of the Association. The board shall have the powers necessary for, and the duties which flow from, the administration of the affairs of the Association and of Green Forest Village.

ARTICLE IX

No part of the net earnings of the Association shall inure to the benefit of or be distributable to any of its directors, officers, delegates, members (when and if there are any) or other private individuals; provided, however, the Association shall be authorized and empowered to pay reasonable compensation



for services rendered. The Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under Code Sections 501 an/or 528.

ARTICLE X

Upon dissolution of the Association (after payment of or after provision has been made for the payment of all liabilities of the Association), the board of directors shall distribute all the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, benevolent, eleemosynary or educational purposes as shall at that time qualify as a exempt organization or organizations under Code Sections 501 and/or 528 as the board of directors shall determine. Any such assets not so disposed of shall be distributed by the local court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations (as said court shall determine) which are organized and operated exclusively for such aforesaid purposes.

ARTICLE XI

These First Amended Articles of Incorporation shall be effective as of the date of their filing with the Secretary of State of the State of Missouri.

In affirmation of the facts stated above,

Signed by Incorporators:

Carla J. Foust
Carla J. Foust, Incorporator

Daniel J. Foust
Daniel J. Foust, Incorporator

Charles J. Marley
Charles J. Marley, Incorporator

STATE OF MISSOURI)
)
COUNTY OF ST. CHARLES)

I, B. Ann Fish, a Notary Public, do hereby certify that on the 15 day of Dec, 2007, personally appeared before me, Carla J. Foust, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

B. Ann Fish
Notary Public

My Commission Expires:

B. ANN FISH
Notary Public - State of Missouri
County of St. Charles
My Commission Expires Jan 18, 2008