



AMENDED CERTIFICATE OF INCORPORATION
OF
UNIVERSITY.ESTATES-WOODCREST HOMEOWNERS' CORPORATION

The undersigned hereby execute the following articles for the purpose of amending an Oklahoma not-for-profit corporation's certificate of incorporation pursuant to the provisions of Title 18, Oklahoma Statutes, Section 1077.

ARTICLE I

The name of this corporation is:

UNIVERSITY ESTATES-WOODCREST HOMEOWNERS' CORPORATION

ARTICLE II

Registered Agent and Address. The name and street address of the registered agent for service of process in the State of Oklahoma is Brad Barnes, 1721 W. Liberty Ave., Stillwater, OK 74075.

ARTICLE III

Membership. Every Owner of a Lot shall be a member of the corporation. As used herein, "Lot" shall mean those tracts of land so designated upon the recorded subdivision map of The Properties; and "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Lot, including contract buyer, but shall not include a mortgagee unless such mortgagee has acquired title pursuant to foreclosure, nor shall such term include any other who has an interest merely as security for the performance of an obligation. Other requirements for and the privileges of membership in the corporation shall be set forth in the Bylaws of the corporation.

ARTICLE IV

Purposes and Powers. The purposes for which the corporation is formed are:

To facilitate the recreation, health, safety, and welfare of the residents within University Estates and Woodcrest Subdivisions, two parcels of land in the Southwest Quarter of Section Three, Township 19 North, Range 2 East of the Indian Meridian, Payne County, Oklahoma, according to the plats thereof, recorded on March 25, 1966 in Book 166 Misc., Page 247, (the University Estates); and September 17, 1970 in Book 185 Misc., Page 11 (for the replat of lot 35, block 2, University Estes); and July 10, 1972 in Book 193 Misc., Page 449 (for the plat of Blocks 6 and 7, University Estates); and January 31, 1973 in Book 196 Misc., Page 297 (for Woodcrest) in the official records of the County Clerk of Payne County, Oklahoma, hereafter referred to as "The Properties", and for this purpose to:

- (a) Own, acquire, build, operate, and maintain "the common properties and facilities";
- (b) Maintain unkept lands or trees of common properties;
- (c) Supplement municipal services;

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- (d) Fix assessments (or charges) to be levied against The Properties;
- (e) Pay taxes and insurance, if any, on the common properties and facilities; and
- (f) 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 The Properties.

ARTICLE V

Corporation Not-for-Profit. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members or persons defined as "disqualified" by the Internal Revenue Code of 1986 and all amendments thereto. This corporation does not have authority to issue capital stock.

ARTICLE VI

Voting Rights. The corporation shall have one class of voting membership and one vote for each lot shown on the recorded subdivision plats of the University Estates and Woodcrest Subdivisions.

ARTICLE VII

Board of Directors; Election; Terms of Office. The affairs of the corporation shall be managed by a board of six (6) directors who shall be Members of the corporation. The directors shall be elected in such manner and for such terms as provided in the *Bylaws of the corporation*.

ARTICLE VIII

Board of Directors; Powers. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) to adopt, amend or repeal the Bylaws of the corporation.
- (b) to authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the corporation.
- (c) to set apart out of any of the funds of the corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- (d) to enforce, implement and carry out the Amended Protective Covenants of University Estates-Woodcrest recorded in Book 2345, Pages 79 through 88, as amended by the amendment recorded in Book 2776, Pages 429-432, of the records of the County Clerk of Payne County, Oklahoma, and as the same may be further amended from time to time.

ARTICLE IX

Board of Directors; Contracts and Transactions. To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because the directors or officers or their votes are counted for such purpose.

ARTICLE X

Board of Directors: Personal Liability; Immunity. Except as otherwise provided in this Article, no member of the Board of Directors shall be held personally liable for damages resulting from:

- (1) Any negligent act or omission of an independent contractor or employee of this corporation; or
- (2) Any negligent act or omission of another director.

In addition to the immunity provisions provided above, no member of the Board of Directors of this corporation shall be personally liable to the corporation, or members thereof, for monetary damages for breach of fiduciary duty as a director, provided that such immunity from liability shall not extend to:

- (1) Any breach of the director's duty of loyalty to the corporation; or
 - (2) Any act or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- or
- (3) Any transaction from which the director derived an improper personal benefit.

ARTICLE XI

Non-Discrimination. The corporation shall not discriminate against any person because of race, color, creed, sex, national origin or religion.

ARTICLE XII

Dissolution. The corporation may be dissolved only by a vote of three-fourths (3/4ths) of the Members eligible to vote. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article XIII hereof) shall be mailed to every Member at least ninety (90) days in advance of any meeting to consider such proposal.

ARTICLE XIII

Disposition of Assets upon Dissolution. Upon dissolution of the corporation none of the property or assets of the corporation shall be distributed to members of the corporation. Said property or assets shall, upon dissolution, be distributed to a non-profit corporation for use in such a manner as will best accomplish the purposes for which this corporation is organized.

ARTICLE XIV

Amendments. The corporation reserves to its Board of Directors the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XV

Duration. The duration of the corporation is perpetual, unless it is dissolved in the manner provided in Article XII and by law.

ARTICLE XVI

E-Mail. The e-mail address of the primary contact for the corporation is universityestateswoodcrest@gmail.com.

The governing body of the corporation adopted a resolution setting forth the amendment proposed in this amended certificate and declaring its advisability. A majority of all the members of the governing body voted in favor of the amendment.

SIGNED this 13 day of November, 2025 by:

A handwritten signature in cursive script, reading "Notie H. Lansford, Jr.", written over a horizontal line.

Printed Name: Notie H. Lansford, Jr.
President
University Estates – Woodcrest
Homeowners' Corporation