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PATRICK F GILL, AUDITOR AND RECORDER
WOODBURY COUNTY IOWA

AFFIDAVIT EXPLANATORY OF TITLE

Preparer Information: (name, address and phone number)

Ryan C. Ross, 613 Pierce St., P.O. Box 1557, Sioux City, IA 51102, Phone: (712) 252-3226

Taxpayer Information: (name and complete address)

Clayton Creek, L.L.C., 5705 Old Lakeport Rd., Sioux City, IA 51106

Return Document To: (name and complete address)

Box Ryan C. Ross, 613 Pierce St., P.O. Box 1557, Sioux City, IA 51102

Grantors:

Clayton Creek, L.L.C.

Grantee:

Clayton Creek, L.L.C.

Legal Description:

See Page 2

Document or instrument number of previously recorded documents:

ARTICLES OF INCORPORATION

558878

OF

CLAYTON CREEK HOMEOWNER ASSOCIATION
A NONPROFIT CORPORATION

The undersigned acting as Incorporators under the Iowa Nonprofit Corporation Act, as amended, do hereby adopt these Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation is "Clayton Creek Homeowner Association" which is incorporated pursuant to the provisions of Chapter 504 of the Code of Iowa.

ARTICLE II

DURATION: The period of duration of the Association is perpetual beginning with and following the filing of these Articles of Incorporation in the office of the Secretary of the State of Iowa and the issuance by the Secretary of the State of Iowa of a certificate of incorporation.

ARTICLE III

PURPOSES AND POWERS: The purposes for which the corporation is organized are, in general, without any part of its net earnings inuring to the private benefit of its members, to exercise all powers permitted by law, and to obtain, provide and maintain for the use and benefit of all members of the Association, adequate, safe and proper access to their individual properties and to collect annually from the members of the Association, and their successors in interest, the expenses necessary for the annual maintenance, insurance, repair and access to said properties, and to collect annually from the members of the Association, all taxes due on the property used for access to the properties.

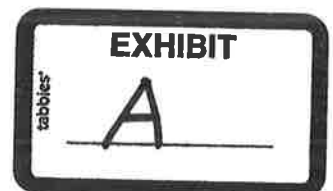
ARTICLE IV

MEMBERS: Each person accepted for a period or from period to period by the Association in the manner set out in its By-Laws and each contract purchaser or owner of any residential lot in Clayton Creek, an Addition to the City of Sioux City, Woodbury County, Iowa, as surveyed, platted, and recorded, or any residential lot or dwelling unit within the limits of any other real property accepted for inclusion, and by agreement, covenant, or otherwise required to be included, in membership, is or becomes at the commencement, remains for the duration, and ceases to be upon the termination of such period or interest a member of the Association subject individually and personally to its power in the manner set out in its By-Laws to fix and collect or abate partly, or wholly, dues and other charges, to establish membership classes, to impose disciplinary measures by denial of membership privileges partly or wholly or otherwise for failure to pay such dues or charges or for otherwise improper action or conduct, and to regulate voting rights by denial or extension thereof partly or wholly to any member or membership class; but no member has any individual or personal liability or other responsibility for any of the debts or other obligations of the Association or property in or title to any of its personal or real property.

ARTICLE V

REGISTERED OFFICE AND AGENT: Subject to change from time to time as permitted by applicable law, the street address of the initial registered office of the Association is

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613 Pierce St., P.O. Box 1557, Sioux City, IA 51102.; and subject to change in like manner, the name of its initial registered agent at such address is Ryan C. Ross.

ARTICLE VI

DIRECTORS AND OFFICERS: The affairs of the Association are managed by a board of not fewer than one director or of such greater or other number of directors as permitted by applicable law and from time to time determined in the manner set out in its By-Laws and by a president, a vice president, a secretary, and a treasurer, and such one or more other officers or assistants thereto as from time to time found to be appropriate, convenient, or necessary for the management of its affairs; and until the election or appointment and the qualification of their respective successors, the directors comprising the initial Board of Director(s) of the Association is one (1) in number whose name and respective street addresses is:

Nicole L. Layman

Until the first meeting of the Board of Directors, the officers of the Association shall be as follows: President – Laura J. Pedersen; Vice-President – Nicole L. Layman; Secretary- Laura J. Pedersen; Treasurer – Nicole L. Layman.

ARTICLE VII

INCORPORATOR: The names and respective street addresses of the incorporator of the Association is Ryan C. Ross at 613 Pierce St., P.O. Box 1557, Sioux City, IA 51102.

ARTICLE VIII

BY-LAWS: The director(s) of the Association have authority to adopt its initial By-Laws with any provisions found to be appropriate, convenient, or necessary for the management of its affairs and not inconsistent with applicable law or these Articles of Incorporation and from time to time in the manner set out therein to alter, amend, or revoke all or any part of its By-Laws.

ARTICLE IX

AMENDMENT: The directors of the Association have authority from time to time in the manner set out in its By-Laws to alter, amend, or revoke all or any part of these Articles of Incorporation.

ARTICLE X

ANNUAL MEETING: The Association's affairs shall begin upon the filing of these Articles with the Secretary of State for the State of Iowa. The annual meeting to be held the second Tuesday in June each and every year for the Board of Directors and the officers of the Association with special meetings called as needed.

ARTICLE XI

DISSOLUTION OF ASSETS: Upon the dissolution of the Corporation, assets shall be distributed by the board of directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation 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 purposes.

ARTICLE XII

A director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law.

DATED: November 12, 2017.



Ryan C. Ross, Incorporator
613 Pierce St., P.O. Box 1557
Sioux City, IA 51102

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CLAYTON CREEK HOMEOWNER ASSOCIATION

BYLAWS

ARTICLE I
IDENTIFICATION

1. The name of the Association is CLAYTON CREEK HOMEOWNER ASSOCIATION.

2. Registered office and registered agent.
The name and address of the registered agent of the Association is: Ryan C. Ross, 613 Pierce St., P.O. Box 1557, Sioux City, IA 51102.

3. Seal.
The Association shall have no corporate seal.

4. Fiscal Year.
The fiscal year of the Association shall begin October 1 and shall end September 30.

ARTICLE II
MEETINGS OF MEMBERS

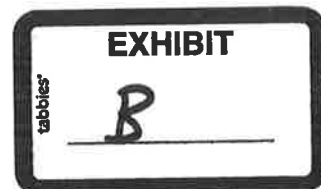
1. Meetings of the members of the Association shall be held at 613 Pierce St., Sioux City, Iowa or at such other place designated by the Board of Directors. If the meeting is to be held at a place other than as set forth above, all members shall be mailed notice of such change at least ten days prior to each annual meeting.

2. The annual meeting of the members shall be held at 7:00 P.M. on the second Tuesday in September of every year. If this day is not a holiday, and if a holiday, then on the first following day that is not a legal holiday.

3. Special meetings of the members may be called by the Board of Directors, or the holders of not less than 50% of all the outstanding voting shares.

4. Quorum.
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

5. Action Without A Meeting.
Any action required to be taken at a meeting of the members of the Association, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing putting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. This consent shall have the same effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Secretary of State.



6. Voting.

At all meetings of the members, except as otherwise provided for herein, shall be decided by a majority of votes of the members represented at such meeting in person or by proxy.

ARTICLE III
BOARD OF DIRECTORS

1. Number

The business and affairs of this Association shall be managed by the Board of Directors, consisting of a President, Vice President, Secretary, and a Treasurer, who must be residents of the State of Iowa. The directors must be lot owners. There must be not less than one (1) nor more than four (4) Directors.

2. Election.

Members of the initial Board of Directors shall hold office until the first annual meeting of the members and until their successors shall have been elected and qualified. The initial director shall be Nicole L. Layman. At the first annual meeting of members, and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. A 2/3 majority is required to replace existing directors or to add additional members to the Board of Directors. Each director shall hold office for the term for which he is elected and until his successor shall be elected and qualified.

3. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. Or, if there are no remaining directors, by a vote of a majority of the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any member who is a lot owner in the Clayton Creek Subdivision and who conveys, sells, or otherwise transfers his interest in said lot to another shall cease to be a lot owner in said subdivision, shall not be qualified to sit on the Board of Directors. If said person was on the Board of Directors prior to said conveyance, sale or transfer, the vacancy created by said conveyance, sale or transfer, shall be filled within thirty days thereafter as set forth above.

4. Annual Meeting.

The Board of Directors shall meet each year immediately after the annual meeting of the members.

5. Quorum.

A majority of the number of directors, fixed by the by-laws shall constitute a quorum for the transaction of business.

6. Action Without a Meeting.

Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before the action by all of directors.

7. Responsibilities.

The Board of Directors shall be responsible for, amongst other things, the management of the Association, including the following:

3. Assessment.

The annual assessment is to be shared equally by the individual lot owners in the sub-division. The owner or owners of each lot shall pay to the corporate treasurer an equal share of the annual assessment within thirty days after the annual assessment is mailed.

4. Accounting Annually.

There shall be an accounting at each annual meeting of the members of all expenditures made during the last year by the Board of Directors for the maintenance, repair, taxes and insurance of the Trail, Water Main, Pond and Road.

5. Additional Assessment.

After the annual assessment has been made, and in the event of a substantial change in circumstances concerning the maintenance of the Trail, Water Main, Pond or Road after the annual meeting has been held, an additional assessment, not to exceed \$500.00 per lot owner, may be assessed for the maintenance of the Trail, Water Main, Pond or Road. This additional assessment may be made by the Board of Directors in its discretion. Any additional assessment must be accompanied by a statement from the Board of Directors in writing summarizing the change in circumstances necessitating the additional assessment for that particular year.

6. Failure to Pay Assessment.

Any lot owner or member who fails to pay their share of the annual assessment or maintenance, insurance, or real estate taxes, shall be subject to suit brought by the Association, and said homeowner or member shall bear the cost of such legal proceedings and any attorney fees incurred by the Association in order to prosecute such action or in order to collect said assessment.

7. The income of the Association shall be derived from the dues and assessment of the members. Said income shall be used only for the purposes of maintaining and insuring the Trail, Water Main and Road, and paying the other costs and expenses of the Association reasonable related thereto.

8. The Board of Directors shall be permitted to appoint members of the Board to be the "Superintendent". The Superintendent is authorized to make all necessary arrangements for the proper maintenance of the Trail, Water Main, Pond and Road.

ARTICLE V
SHARES

1. The Association is authorized to issue up to 100 shares to its members.

2. All lot owners in the Sub-division shall receive one Class "A" share, if there is more than one owner of a lot, the share shall be issued to the owners jointly. There shall be one Class "A" share per lot in the sub-division. If a person or persons owns more than one lot, they shall receive the same number of Class "A" shares in accordance with the number of lots owned.