

Spring Valley Manor Property Owner's Association, a corporation duly organized, created and existing under and by virtue of the laws of the State of Arkansas by its Presiding Director or Officer, does hereby certify at a meeting of the membership which was held on November 16, 2017, in the City of Little Rock, the Articles of Incorporation of this corporation were amended per majority vote of those present and authorized to vote to read as follows:

## **ARTICLES OF INCORPORATION SPRING VALLEY MANOR PROPERTY OWNERS ASSOCIATION**

We the undersigned, in order to organize a non-profit corporation pursuant to the provision of Act 1976, Acts of Arkansas 1963, referred to as the Arkansas Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation, and amended November 16, 2017 to wit:

### **ARTICLE I**

The name of this corporation is SPRING VALLEY MANOR PROPERTY OWNERS ASSOCIATION, INC.

### **ARTICLE II**

The period of duration of this corporation shall be perpetual.

### **ARTICLE III**

The purpose of this corporation is to promote the general welfare, the living conditions and to acquire, either by lease or purchase any or all the lakes of Spring Valley Manor as described in Exhibit A hereto and such other property as it may acquire in Spring Valley Manor Subdivision of Little Rock, Pulaski County, Arkansas, to manage and operate them, to improve them with recreational facilities, and to maintain all owned, operated and improved property of the corporation.

### **ARTICLE IV**

The Corporation shall be owned by its members. There shall be as many memberships as there are lot and tract ownerships in Plat A, B, C, D, E and F of the said Spring Valley Manor Subdivision platted on and out of the area hereto described in Exhibit B. The official number of lots to be the same as reflected in Spring Valley Manor's Suburban Improvement District's #7 (SID #7) Tax Bill. One person who is a member may own and vote as many memberships as correspond to his lot ownerships. Membership shall be evidenced by a deed to a lot recorded in said Pulaski County. A subsequent deed to a lot when recorded in said Pulaski County shall operate to transfer the membership involved from the grantor to the grantee.

### **ARTICLE V**

The members shall meet at least once annually upon written notice given each member not less than ten (10) days nor more than 20 twenty (20) days before the date of such meeting. Special meetings may be called at any time by the Board of Directors upon the same notice; and special meetings shall be called upon the written request for a special meeting of 15% of the number of members. Such written request and all notices of special meetings shall state the purpose or purposes for which the special meeting is called, and only such stated purpose or purposes shall be considered at such special meeting. A quorum at any meeting shall be those members present and qualified to vote. A member must be considered to be in good standing with the

Association to be eligible to vote on any Association business. Each membership entitles the holder to one vote at meetings, and a member may not vote by, nor be counted in respect of, a proxy or proxies. Meetings shall be conducted according to the then-current edition of Roberts Rules of Order; and except where otherwise provided in these Articles or in the By-Laws, a majority of those memberships present and eligible to vote shall decide all questions put to a vote. The Board of Directors may at its own discretion amend the SVM Rules of Conduct and Safety at anytime deemed necessary. Fifty-one (51%) of Board Members must be present for vote to take place. A majority vote of "YES" of those Board Members present and voting is required for voted upon item to pass. A majority vote is considered a "YES" vote of greater than fifty percent (50%). Amending of By-Laws and the Articles of Incorporation will follow those outlined in Article VIII of this charter.

#### **ARTICLE VI**

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than five nor more than nine persons, each of whom must be a member of the Corporation. The initial Board of Directors shall consist of nine members with two directors being elected to a one-year term, two to a two-year term and one to a three-year term, and the four elected officers. The annual meeting of members shall set the number of directors for the ensuing year; directors to the number so set shall then be elected; and each elected director shall serve for three years and until his successor is elected and qualified, except for the initial board. Board Members may be re-elected to serve unlimited consecutive terms. A director must have served on the Board a minimum of one year before he/she is eligible to serve on the Executive Board (President, Vice-President, Secretary, Treasurer). Directors shall meet at least once annually promptly following the annual meeting and may meet at such regular and special times as to a majority of the board may seem desirable. A majority of the board shall constitute a quorum. A vacancy on the board may be filled by appointment of the remaining directors from the remaining members of the Corporation, and such appointee shall serve until the next legally constituted election. The Board of Directors may collect mandatory annual Property Owner Association Dues. The Board of Directors may implement collection action of delinquent POA dues/assessments as voted upon and approved by members of the Association. Members may apply to the Board of Directors for a hardship waiver.

#### **ARTICLE VII**

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Officers shall be elected by the membership and the four officers shall serve on the board. Employees or facility manager hired by the board or the President need not be members of the Corporation.

#### **ARTICLE VIII**

All meetings shall be held in Little Rock, Arkansas. By-Laws shall be adopted at first meeting of members; By-Laws may contain any provision for the regulation and management of the business and affairs of the Corporation not inconsistent with law and these Articles. Any proposed amendments to the Articles of Incorporation and/or By-Laws must be sent to the members of the Association for their review a minimum of fifteen (15) days and maximum of thirty (30) days before calling for a vote of said proposed amendments. A quorum shall be those members present and qualified to vote. The Articles of Incorporation and By-Laws cannot be changed without two-thirds (2/3) "yes" vote of members present and eligible to vote. If

Association documents show discrepancy in voting requirements, all voting requirements outlined in this charter shall take priority.

#### **ARTICLE IX**

The initial registered office of the Corporation shall be 16501 Cooper Orbit Road, Little Rock, Pulaski County, Arkansas. Mail may be forwarded to the home address of the Board President. The initial registered agent of the Corporation is Spring Valley Manor Property Owner's Association, Little Rock, Pulaski County, Arkansas.

#### **Article X**

Upon dissolution of this corporation whenever and however occurring, the property, assets and business of the corporation shall pass in undivided interests, one such part thereof in respect of each membership, to the persons who are at the time members, charged pro rata with all debts and obligation of the corporation.

#### **Article XI**

The names and addressed of the Board of Directors at time of November 16, 2017 Amendment are:

Jean McDonnell; President  
114 Secluded Circle  
Little Rock, AR 72210

Cathi Watkins, Vice-President  
1 Echo Point  
Little Rock, AR 72210

Stacy Harter; Treasurer  
14922 Gorgeous View Trail  
Little Rock, AR 72210

Tim Hose  
102 Secluded Circle  
Little Rock, AR 72210

Jane Mages  
17 Vista  
Little Rock, AR 72210

Brian Sirak  
16300 Cooper Orbit  
Little Rock, AR 72210

Anita Spence  
15 Vista  
Little Rock, AR 72210

Erin Tripcony  
15000 Gorgeous View Trail  
Little Rock, AR 72210

Zack Truemper  
7 Manor Circle  
Little Rock, AR 72210



## **Certificate of Amendment of a Non-Profit Corporation**

**SPRING VALLEY MANOR PROPERTY OWNERS  
ASSOCIATION,**

**corporation duly organized, created and existing under and by virtue of  
the laws of the State of Arkansas, by its Presiding Director or Officer,**

**DOES HEREBY CERTIFY:**

**At a meeting of the membership (or incorporators or board of directors)**

**which was held on: 11/16/2017**

**in the City of: LITTLE ROCK,**

**the Articles of Incorporation of this corporation were amended  
to read as follows:**

ARTICLES OF INCORPORATION SPRING  
VALLEY MANOR PROPERTY OWNERS  
ASSOCIATION WE THE UNDERSIGNED, IN  
ORDER TO ORGANIZE A NON-PROFIT  
CORPORATION PURSUANT TO THE  
PROVISION OF ACT 1976, ACTS OF  
ARKANSAS 1963, REFERRED TO AS THE  
ARKANSAS NON-PROFIT CORPORATION  
ACT, HEREBY ADOPT THE FOLLOWING  
ARTICLES OF INCORPORATION, AND  
AMENDED NOVEMBER 16, 2017 TO WIT:  
ARTICLE I THE NAME OF THIS  
CORPORATION IS SPRING VALLEY MANOR  
PROPERTY OWNERS ASSOCIATION, INC.  
ARTICLE II THE PERIOD OF DURATION OF  
THIS CORPORATION SHALL BE PERPETUAL.  
ARTICLE III THE PURPOSE OF THIS  
CORPORATION IS TO PROMOTE THE  
GENERAL WELFARE, THE LIVING  
CONDITIONS AND TO ACQUIRE, EITHER BY  
LEASE OR PURCHASE ANY OR ALL THE  
LAKES OF SPRING VALLEY MANOR AS  
DESCRIBED IN EXHIBIT A HERETO AND  
SUCH OTHER PROPERTY AS IT MAY  
ACQUIRE IN SPRING VALLEY MANOR  
SUBDIVISION OF LITTLE ROCK, PULASKI



COUNTY, ARKANSAS, TO MANAGE AND OPERATE THEM, TO IMPROVE THEM WITH RECREATIONAL FACILITIES, AND TO MAINTAIN ALL OWNED, OPERATED AND IMPROVED PROPERTY OF THE CORPORATION. ARTICLE IV THE CORPORATION SHALL BE OWNED BY ITS MEMBERS. THERE SHALL BE AS MANY MEMBERSHIPS AS THERE ARE LOT AND TRACT OWNERSHIPS IN PLAT A, B, C, D, E AND F OF THE SAID SPRING VALLEY MANOR SUBDIVISION PLATTED ON AND OUT OF THE AREA HERETO DESCRIBED IN EXHIBIT B. THE OFFICIAL NUMBER OF LOTS TO BE THE SAME AS REFLECTED IN SPRING VALLEY MANORS SUBURBAN IMPROVEMENT DISTRICTS NUMBER SEVEN TAX BILL. ONE PERSON WHO IS A MEMBER MAY OWN AND VOTE AS MANY MEMBERSHIPS AS CORRESPOND TO HIS LOT OWNERSHIPS. MEMBERSHIP SHALL BE EVIDENCED BY A DEED TO A LOT RECORDED IN SAID PULASKI COUNTY. A SUBSEQUENT DEED TO A LOT WHEN RECORDED IN SAID PULASKI COUNTY SHALL OPERATE TO TRANSFER THE MEMBERSHIP INVOLVED FROM THE GRANTER TO THE GRANTEE. ARTICLE V THE MEMBERS SHALL MEET AT LEAST ONCE ANNUALLY UPON WRITTEN NOTICE GIVEN EACH MEMBER NOT LESS THAN TEN (10) DAYS NOR MORE THAN 20 TWENTY (20) DAYS BEFORE THE DATE OF SUCH MEETING. SPECIAL MEETINGS MAY BE CALLED AT ANY TIME BY THE BOARD OF DIRECTORS UPON THE SAME NOTICE; AND SPECIAL MEETINGS SHALL BE CALLED UPON THE WRITTEN REQUEST FOR A SPECIAL MEETING OF 15% OF THE NUMBER OF MEMBERS. SUCH WRITTEN REQUEST AND ALL NOTICES OF SPECIAL MEETINGS SHALL STATE THE PURPOSE OR PURPOSES FOR WHICH THE SPECIAL MEETING IS

CALLLED, AND ONLY SUCH STATED PURPOSE OR PURPOSES SHALL BE CONSIDERED AT SUCH SPECIAL MEETING. A QUORUM AT ANY MEETING SHALL BE THOSE MEMBERS PRESENT AND QUALIFIED TO VOTE. A MEMBER MUST BE CONSIDERED TO BE IN GOOD STANDING WITH THE ASSOCIATION TO BE ELIGIBLE TO VOTE ON ANY ASSOCIATION BUSINESS. EACH MEMBERSHIP ENTITLES THE HOLDER TO ONE VOTE AT MEETINGS, AND A MEMBER MAY NOT VOTE BY, NOR BE COUNTED IN RESPECT OF, A PROXY OR PROXIES. MEETINGS SHALL BE CONDUCTED ACCORDING TO THE THEN-CURRENT EDITION OF ROBERTS RULES OF ORDER; AND EXCEPT WHERE OTHERWISE PROVIDED IN THESE ARTICLES OR IN THE BY-LAWS, A MAJORITY OF THOSE MEMBERSHIPS PRESENT AND ELIGIBLE TO VOTE SHALL DECIDE ALL QUESTIONS PUT TO A VOTE. THE BOARD OF DIRECTORS MAY AT ITS OWN DISCRETION AMEND THE SVM RULES OF CONDUCT AND SAFETY AT ANY TIME DEEMED NECESSARY. FIFTY-ONE (51%) OF BOARD MEMBERS MUST BE PRESENT FOR VOTE TO TAKE PLACE. A MAJORITY VOTE OF YES OF THOSE BOARD MEMBERS PRESENT AND VOTING IS REQUIRED FOR VOTED UPON ITEM TO PASS. A MAJORITY VOTE IS CONSIDERED A "YES" VOTE OF GREATER THAN FIFTY PERCENT (50%). AMENDING OF BY-LAWS AND THE ARTICLES OF INCORPORATION WILL FOLLOW THOSE OUTLINED IN ARTICLE VIII OF THIS CHARTER. ARTICLE VI THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN FIVE NOR MORE THAN NINE PERSONS, EACH OF WHOM MUST BE A MEMBER OF THE CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL

CONSIST OF NINE MEMBERS WITH TWO DIRECTORS BEING ELECTED TO A ONE-YEAR TERM, TWO TO A TWO-YEAR TERM AND ONE TO A THREE-YEAR TERM, AND THE FOUR ELECTED OFFICERS. THE ANNUAL MEETING OF MEMBERS SHALL SET THE NUMBER OF DIRECTORS FOR THE ENSUING YEAR; DIRECTORS TO THE NUMBER SO SET SHALL THEN BE ELECTED; AND EACH ELECTED DIRECTOR SHALL SERVE FOR THREE YEARS AND UNTIL HIS SUCCESSOR IS ELECTED AND QUALIFIED, EXCEPT FOR THE INITIAL BOARD. BOARD MEMBERS MAY BE RE-ELECTED TO SERVE UNLIMITED CONSECUTIVE TERMS. A DIRECTOR MUST HAVE SERVED ON THE BOARD A MINIMUM OF ONE YEAR BEFORE HE/SHE IS ELIGIBLE TO SERVE ON THE EXECUTIVE BOARD (PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER). DIRECTORS SHALL MEET AT LEAST ONCE ANNUALLY PROMPTLY FOLLOWING THE ANNUAL MEETING AND MAY MEET AT SUCH REGULAR AND SPECIAL TIMES AS TO A MAJORITY OF THE BOARD MAY SEEM DESIRABLE. A MAJORITY OF THE BOARD SHALL CONSTITUTE A QUORUM. A VACANCY ON THE BOARD MAY BE FILLED BY APPOINTMENT OF THE REMAINING DIRECTORS FROM THE REMAINING MEMBERS OF THE CORPORATION, AND SUCH APPOINTEE SHALL SERVE UNTIL THE NEXT LEGALLY CONSTITUTED ELECTION. THE BOARD OF DIRECTORS MAY COLLECT MANDATORY ANNUAL PROPERTY OWNER ASSOCIATION DUES. THE BOARD OF DIRECTORS MAY IMPLEMENT COLLECTION ACTION OF DELINQUENT POA DUES/ASSESSMENTS AS VOTED UPON AND APPROVED BY MEMBERS OF THE ASSOCIATION. MEMBERS MAY APPLY TO THE BOARD OF DIRECTORS FOR A HARDSHIP WAIVER. ARTICLE VII THE

OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A TREASURER. OFFICERS SHALL BE ELECTED BY THE MEMBERSHIP AND THE FOUR OFFICERS SHALL SERVE ON THE BOARD. EMPLOYEES OR FACILITY MANAGER HIRED BY THE BOARD OR THE PRESIDENT NEED NOT BE MEMBERS OF THE CORPORATION. ARTICLE VIII ALL MEETINGS SHALL BE HELD IN LITTLE ROCK, ARKANSAS. BY-LAWS SHALL BE ADOPTED AT FIRST MEETING OF MEMBERS; BY-LAWS MAY CONTAIN ANY PROVISION FOR THE REGULATION AND MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH LAW AND THESE ARTICLES. ANY PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION AND/OR BY-LAWS MUST BE SENT TO THE MEMBERS OF THE ASSOCIATION FOR THEIR REVIEW A MINIMUM OF FIFTEEN (15) DAYS AND MAXIMUM OF THIRTY (30) DAYS BEFORE CALLING FOR A VOTE OF SAID PROPOSED AMENDMENTS. A QUORUM SHALL BE THOSE MEMBERS PRESENT AND QUALIFIED TO VOTE. THE ARTICLES OF INCORPORATION AND BY-LAWS CANNOT BE CHANGED WITHOUT TWO-THIRDS (2/3) YES VOTE OF MEMBERS PRESENT AND ELIGIBLE TO VOTE. IF ASSOCIATION DOCUMENTS SHOW DISCREPANCY IN VOTING REQUIREMENTS, ALL VOTING REQUIREMENTS OUTLINED IN THIS CHARTER SHALL TAKE PRIORITY. ARTICLE IX THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE 16501 COOPER ORBIT ROAD, LITTLE ROCK, PULASKI COUNTY, ARKANSAS. MAIL MAY BE FORWARDED TO THE HOME ADDRESS OF THE BOARD PRESIDENT. THE INITIAL REGISTERED AGENT OF THE CORPORATION



IS SPRING VALLEY MANOR PROPERTY OWNERS ASSOCIATION, LITTLE ROCK, PULASKI COUNTY, ARKANSAS. ARTICLE X UPON DISSOLUTION OF THIS CORPORATION WHENEVER AND HOWEVER OCCURRING, THE PROPERTY, ASSETS AND BUSINESS OF THE CORPORATION SHALL PASS IN UNDIVIDED INTERESTS, ONE SUCH PART THEREOF IN RESPECT OF EACH MEMBERSHIP, TO THE PERSONS WHO ARE AT THE TIME MEMBERS, CHARGED PRO RATA WITH ALL DEBTS AND OBLIGATION OF THE CORPORATION. ARTICLE XI THE NAMES AND ADDRESSED OF THE INITIAL BOARD OF DIRECTORS WHICH, NOTWITHSTANDING THE PROVISIONS OF ARTICLE VI, SHALL CONSIST OF ONLY NINE PERSONS, ARE: LARRY DUKE, PRESIDENT THURL MATZGER 7816 PRESTON DRIVE 102 SECLUDED CIRCLE LITTLE ROCK, AR LITTLE ROCK, AR GENA MCCAA, VICE-PRESIDENT BILL BALLEW 6 VISTA DRIVE 4 SPRING VALLEY DRIVE LITTLE ROCK, AR LITTLE ROCK, AR IRMA WOLTERS, SECRETARY KEN GOLDEN 11 MANOR CIRCLE 13 VISTA DRIVE LITTLE ROCK, AR LITTLE ROCK, AR RAMONA WORSENCROFT WILLIAM R. SIMPLER, JR. 22 VISTA DRIVE 106 SECLUDED CIRCLE LITTLE ROCK, AR LITTLE ROCK, AR JOSEPH SHELTON 11 ECHO POINT LITTLE ROCK, AR NAMES AND ADDRESS OF BOARD OF DIRECTORS AT TIME OF NOVEMBER 16, 2017 AMENDMENT: JEAN MCDONNELL; PRESIDENT 114 SECLUDED CIRCLE LITTLE ROCK, AR 72210 CATHI WATKINS, VICE-PRESIDENT 1 ECHO POINT LITTLE ROCK, AR 72210 STACY HARTER; TREASURER 14922 GORGEOUS VIEW TRAIL LITTLE ROCK, AR 72210 TIM HOSE 102 SECLUDED CIRCLE LITTLE ROCK, AR 72210 JANE MAGES 17 VISTA LITTLE ROCK, AR 72210 BRIAN SIRAK 16300 COOPER ORBIT LITTLE ROCK, AR 72210

ANITA SPENCE 15 VISTA LITTLE ROCK, AR  
72210 ERIN TRIPCONY 1500 GORGEOUS  
VIEW TRAIL LITTLE ROCK, AR 72210 ZACK  
TRUEMPER 7 MANOR CIRCLE LITTLE ROCK,  
AR 72210

**Check appropriate statement:**

- I** If approval of the members was not required, a statement to that effect and a statement that the amendment was approved by a sufficient vote of the board of directors or incorporators;
- II** If approval by members was required:
  - X** (a) the designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably voting on the amendment; and
  - (b) either the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each class and a statement that the number cast for the amendment by each class was sufficient for approval by that class.
- III** If the approval of the amendment by some person or persons other than the members, the board or incorporators is required pursuant to § 4-33-1030, a statement that the approval was obtained.

Date: 5th of October, 2018

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Signature of Presiding Director: STACY HARTER