

Certificate of Incorporation

WHEREAS, An Association organized under the name of

INDEPENDENCE SQUARE TOWNHOUSES, INC.

has filed in the office of the Secretary of State, Articles of Incorporation in writing as provided by law and has, in all respects, complied with the requirements of The General Not For Profit Corporation Act of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the date hereof, become a body corporate duly organized under the name of

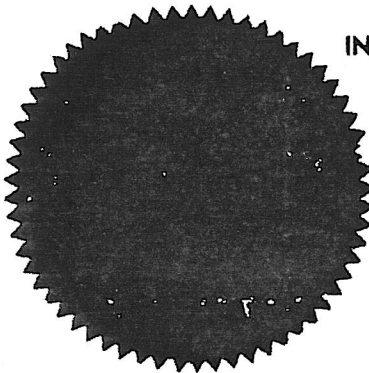
INDEPENDENCE SQUARE TOWNHOUSE, INC.

and the address of its Initial Registered Office in Missouri is: 210 Puritan Building,
13th and Oak Streets, Kansas City,
and is entitled to all the rights and privileges granted to corporations organized under The General Not For Profit Corporation Act of Missouri for a term of perpetual years.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this

16th day of March A. D., Nineteen

Hundred and Sixty-Six.



James C. Kirkpatrick
Secretary of State.
J. R. Cloud
Deputy Secretary of State.

RECEIVED OF: INDEPENDENCE SQUARE TOWNHOUSE, INC.

Ten and no/100----- Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Fee.

No. NP-6486

Dean Michelson
Deputy Collector of Revenue

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

B5878mc 329

We, the undersigned,

William H. Leedy,	814 Westover Road,	Kansas City, Missouri
John H. Kremer,	6450 Pennsylvania,	Kansas City, Missouri
John C. Gage,	5510 Chadwick,	Shawnee Mission, Kansas

being natural persons of the age of twenty-one (21) years or more and citizens of the United States, for the purposes of forming a corporation under the "General Not For Profit Corporation Act", Chapter 355 of the 1953 Supplement of the Revised Statutes of Missouri of 1949, as amended, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is INDEPENDENCE SQUARE TOWNHOUSES, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the State of Missouri is 210 Puritan Building, 13th and Oak Streets, in the City of Kansas City, County of Jackson, and the name of its initial Registered Agent at said address is Ernest Salvas.

ARTICLE IV

The first Board of Directors shall be five in number, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Winslow Carlton	221 Park Avenue South, New York 3, New York
S. F. Boden	217 Park Row, New York 38, New York
Dwight D. Townsend	1012 - 14th Street, N.W., Washington, D.C.
John O. Walker	3200 Circle Hill Road, Alexandria, Virginia
John D. Lange	1413 "K" Street, N.W., Washington, D.C.

ARTICLE V

The purposes or purpose for which the corporation is organized are:

1. To provide dwelling accommodations on a non-profit basis for families displaced from urban renewal areas or as a result of governmental action and

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to assist further the provision of housing for moderate and low income families.

2. To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provision of such housing.

3. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

4. To apply for and obtain or cause to be obtained from the Federal Housing Commissioner, hereinafter called the "Commissioner", a contract or contracts of mortgage insurance.

5. To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the non-profit purposes of the corporation.

ARTICLE VI

Notwithstanding any other provision contained herein the corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner and shall be bound by the terms thereof to enable the Commissioner to carry out the provisions of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the corporation, its successors and assigns, so long as a mortgage is outstanding, unpaid and insured or held by the Federal Housing Commissioner.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

ARTICLE VII

MAR 13 1966


James Corporation
Corporation Dated

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation,

provided the fact that he or such firm is so interested, shall be disclosed on the minutes of this Corporation; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation, which shall authorize any such contract or transaction, provided, however, such director may not vote thereat to authorize any such contract or transaction.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of March, 1966.

William H. Leedy
John H. Kreamer
John C. Gage

STATE OF MISSOURI) ss
COUNTY OF JACKSON)

I, Thelma Day Magol, a Notary Public, do hereby certify that on the 14th day of March, 1966, William H. Leedy, John H. Kreamer and John C. Gage personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Thelma Day Magol
Notary Public

My commission expires:

March 27, 1967

STATE OF MISSOURI }
COUNTY OF JACKSON } SS

IN RECORDER'S OFFICE

I, NATHAN SCARRITT, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing instrument of writing was on the 18 day of Mar A. D. 1966, at 9 o'clock 37 minutes 0 M., duly filed for record in this office, and with the certificate of acknowledgment thereon endorsed, is recorded in the records of this office, in Book B 2878 at page 328

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of said office, at Kansas City, Missouri the day and year last aforesaid.
NATHAN SCARRITT, Recorder By Herb Ch... Deputy

1545020

COMPARED

STATE OF MISSOURI
JACKSON COUNTY, SS
RECEIVED FOR RECORD

1966 MAR 18 PM 2 13.7

NATHAN SCARRITT
RECORDER OF DEEDS

Herb Ch...

Wm. H. Hedges, Jr.
1007 Pleasant Bldg.
K.C. 6410
450
File: 1007, 1000

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STATE OF MISSOURI }
COUNTY OF JACKSON } SS
IN RECORDER'S OFFICE
I, NATHAN SCARRITT, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing instrument of writing was on the day of A. D. at o'clock minutes M., duly filed for record in this office, and with the certificate of acknowledgment thereon endorsed, is recorded in the records of this office, in Book B at page IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of said office, at Kansas City, Missouri the day and year last aforesaid.
NATHAN SCARRITT, Recorder By _____

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAR 16 1966

James Fairbanks
Corporation Dept. SECRETARY OF STATE



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:
N00006486
Date Filed: 04/24/2008
Robin Carnahan
Secretary of State

**Articles of Amendment
for a Nonprofit Corporation**

(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Independence Square Townhouses, Inc.
- (2) The amendment was adopted on 04/03/2008 and changed article(s) Eight and Nine to state as follows:
month/day/year

SEE ATTACHED ARTICLES

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____

- (4) If approval by members was required, check here and provide the following information: _____ ✓

A. Number of memberships outstanding: 181

B. Complete either C or D:

C. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
<u>N/A</u>	<u>181</u>	<u>36</u>	<u>0</u>
_____	_____	_____	_____

State of Missouri
Amend/Restate - NonProfit 3 Page(s)



T0812101022

Name and address to return filed document:

Name: W. Dudley Leonard
Address: 4200 Little Blue Parkway, #680
City, State, and Zip Code: Independence, MO 64057

Corp. 53A (01/05)

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number Voting undisputed:

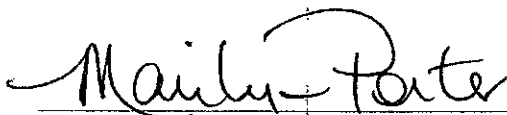
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)


Authorized signature of officer or chairman of the board

Marilyn Porter President
Printed Name

Title

4-22-2008
Date

EXHIBIT 'A'

ARTICLE EIGHT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise intending to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activity or activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE NINE

Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future Federal Tax Code, 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 a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

INDEPENDENCE SQUARE TOWNHOUSES, INC.
N00006486

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
24th day of April, 2008.

Robin Carnahan

Secretary of State

