

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
TERRE DU LAC ASSOCIATION, INC.

BE IT KNOWN, that the Board of Directors of TERRE DU LAC ASSOCIATION, INC., a corporation organized under the provisions of the General Not For Profit Corporation Act of Missouri and being the sole body having present voting rights in said Association, have amended and re-stated the Articles of Incorporation of said Association in the manner hereinafter set out.

The meeting of the Board of Directors of this Association at which the resolution adopting this re-statement of the Articles of Incorporation was held on the 8th day of January, 1968 and at such time there were three (3) members of said Board of Directors and that all three (3) members voted in favor of the amendment and re-statement of the Articles of Incorporation and that there were no votes cast against such amendment.

That the Articles of Incorporation as amended and re-stated are as follows:

Article 1

Name

The name of this corporation shall be TERRE DU LAC ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association" whose present address is Route 2, Box 191, Bonne Terre, Missouri, and the name of its initial Registered Agent at said address is DON SHRUM.

Article 2

Purposes

The purposes for which this Corporation is organized are the ownership, operation, management and maintenance of various areas and facilities lying within the land development

known as Terre Du Lac in St. Francois and Washington Counties, State of Missouri, which may be hereafter transferred, deeded, or otherwise conveyed to the Association by the Big River Lakes Development Corporation, Inc., or their successors and assigns. Such areas and facilities shall be exclusively reserved for the common use and enjoyment of lot owners of said land development.

*Parsons*  
And further, to undertake the performance, of and to carry out the acts and duties incident to the administration of the operation and management of the areas commonly used by members of this Association, and to own, operate, maintain or otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration, protection and promotion of the general welfare of the members of this Association.

### Article 3

#### Powers

The powers of the Association shall include and be governed by the following provisions:

The Association shall have all of the common law and statutory powers of a corporation not for profit conferred upon it by the Statutes of the State of Missouri, together with all of the powers reasonably necessary to implement the purposes of this Association, including but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the use and occupancy of the land development's parcels of real property and the type of improvements to be erected thereon, common elements, and limited common elements within the land development.

B. To make, levy and collect assessments against members of the Association to provide funds for the maintenance of common facilities within the Terre Du Lac land development, and to use and expend the proceeds of the assessments in the exercise of the powers and duties of the Association.

C. To own, maintain, repair, replace and operate the Association property, specifically including all portions of the land development property to which the Association has the right and power to maintain, repair, replace and operate.

D. To consider all applications for membership in the Association in conjunction with the restrictions and covenants in the sale contract of the land development properties, and to approve or disapprove such sale.

#### Article 4

##### Members

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

A. The owners of all parcels of real property in the land development known as Terre Du Lac shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a parcel of real estate in said Terre Du Lac land development, whether by contract for deed, conveyance, devise, judicial decree or otherwise, subject to approval for membership in the Terre Du Lac Association.

C. No member of the Association shall have any right, title or interest in or to any of the assets, funds and properties, now or hereafter held or owned by the Association. Such assets, funds and properties of the Association shall be held for the benefit of owners of lots in the land development known as "Terre Du Lac" who are members of the Association. Membership therein may not be assigned or transferred in any manner. Sale, conveyance, or other termination of a member's fee interest in a lot or lots in the Terre Du Lac land development shall automatically terminate such person's membership in the Association. Termination of membership in the Association shall terminate all of such member's rights in the use and enjoyment of the common facilities in the Terre Du Lac land development under the ownership or control of this Association.

D. On all matters for which the membership shall be entitled to vote, there shall be one vote allowed for each parcel of property owned by any one particular member. If any one member shall own contiguous lots, he shall be allowed but one vote regardless of the number of lots so held and shall pay one single assessment thereon in the same amount as the owner of a single parcel of property. If any one member shall own two or more lots which are not contiguous, he shall be assessed for each lot so owned and shall be allowed to cast that number of votes as correspond to the number of lots so owned. Any sale or transfer of lots which shall interrupt the contiguity of such lots, or erection of any structure on any contiguous lot, shall be considered as a separate parcel for purposes of voting and assessing.

Article 5

Term

The term for which this corporation is to exist shall be perpetual.

Article 6

Directors and Officers

The affairs of the Association shall be managed and supervised by a Board of Directors, consisting of seven (7) persons, six (6) of whom shall be members of the Association, and who shall receive such remuneration for their services as may be determined by the members. The Board of Directors shall be elected by the members in the manner provided for in the By-Laws. The Board of Directors at its first annual meeting after each annual general membership meeting shall elect a President, a Vice President, a Secretary and Treasurer from their number. All Directors of the Association shall be nominated and elected and have the duties as described in the By-Laws. In addition to those members of the Board of Directors elected by the membership of the Association, there shall also be a member appointed by the Board of Directors of the Big River Lakes Development Corporation, Inc., and who shall qualify for service on the Association's Board of Directors by exhibiting written confirmation from such corporation. Such member shall not be required to own real property in the land development, and shall receive no remuneration for his service on the Board of Directors of the Association. The Board of Directors may employ all necessary personnel to assist in the administration or operation of the Association. The same person may not hold two offices in the Association.

Article 7

By-Laws

The By-Laws of the Association may be altered, amended or rescinded in the manner provided for in the By-Laws.

Article 8

Amendments to Articles of Incorporation

These Articles of Incorporation may be amended in the following manner:

A. A resolution setting forth subject matter of the proposed amendment may be adopted by a two-third (2/3) vote of all of the members of the Board of Directors or a resolution setting forth the subject matter of a proposed amendment in a petition signed by at least one hundred (100) members of the Association.

B. In either such event, such resolution or petition shall be presented to the President or Secretary of the Association who shall thereupon call a special meeting of the general membership of the Association by giving two (2) weeks' written notice of the time and place of such meeting and matters to be considered thereat, by U. S. regular mail, postage prepaid. If a regular meeting of the membership is to be held within sixty (60) days of the receipt by the President or Secretary of the Association of a petition or resolution to amend these Articles, then such amendment shall be considered at the regular meeting, but notice of the amendment to be taken up shall be included in the notice of the regular meeting.

C. All proposed amendments to these Articles of Incorporation must be approved by the Board of Directors of the Big River Lakes Development Corporation, Inc. or its assignee prior to the sending out of notices of a meeting to consider such amendment by the President or Secretary of the Association.

D. After December 31, 1977 or after seventy-five (75%) percent of all of the lots in the land development have been sold and conveyed to persons other than Big River Lakes Development Corporation, Inc, whichever date shall occur later, then thereafter no consent to any amendment of these Articles of Incorporation shall be required by the Board of Directors of the Big River Lakes Development Corporation, Inc.

E. Notwithstanding the foregoing provisions of this Article 8, no amendment to the Articles of Incorporation which shall abridge, amend or alter the rights of the Big River Lakes Development Corporation, Inc., to designate and select members of the Board of Directors of the Corporation as provided in Article 6 hereof, may be adopted or become effective without the prior written consent of Big River Lakes Development Corporation, Inc.

Article 9

Acquisitions

These Articles of Incorporation shall apply to all memberships created by future land acquisitions of the Big River Lakes Development Corporation, Inc. of properties contiguous to the Terre Du Lac land development as presently constituted and existing.

NO STATE  
365.070  
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STATE OF MISSOURI )  
CITY ) SS  
COUNTY OF ST. LOUIS )

On this 10th day of January, 1968, before me personally appeared DONALD SHRUM, FRED WEBER, JR. and JOHN R. WEBER to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free acts and deeds.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

*William P. Moore*  
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NOTARY PUBLIC

My term expires: April 12, 1969

1229 ED  
FILED AND CERTIFICATE  
JUL 15 1971  
*James Fairgrieve*  
Notary Public  
State of Missouri

FILED AND CERTIFICATE  
ISSUED

JUL 12 1971

*James Fairgrieve*  
Corporation Dept. SECRETARY OF STATE



IN WITNESS WHEREOF, the undersigned, DONALD SHRUM, President, has executed this instrument, and JOHN R. WEBER, Secretary of the corporation, has affixed the corporate seal hereto and attested said seal on this 10th day of January, 1968.

TERRE DU LAC ASSOCIATION, INC.

By *Donald Shrum*  
President

ATTEST:

*John R. Weber*  
Secretary

STATE OF MISSOURI        )  
                                  ) SS  
CITY OF ST. LOUIS        )

I, MARION R. MEDIC, a Notary Public, do hereby certify that on this 10th day of January, 1968 personally appeared before me DONALD SHRUM, who being by me first sworn, declared that he is the President of TERRE DU LAC ASSOCIATION, INC. and that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

*Marion R. Medic*  
NOTARY PUBLIC

My commission expires: April 12, 1969

We, the undersigned, being all of the members of the Board of Directors of TERRE DU LAC ASSOCIATION, INC. and heretofore being the only persons having voting rights in said Association, do hereby agree to the foregoing Certificate of Amendment re-stating the Articles of Incorporation of said Association.

Dated this 10th day of January, 1968.

*Donald Shrum*  
DONALD SHRUM

*Fred Weber, Jr.*  
FRED WEBER, JR.

*John R. Weber*  
JOHN R. WEBER