

STATE OF ARKANSAS



Cole Jester
ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Cole Jester, Arkansas Secretary of State, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Change of Registered Agent Or Office

of

HOT SPRINGS VILLAGE PROPERTY OWNERS ASSOCIATION

filed in this office
February 28, 2025.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 28th day of February, 2025.

A handwritten signature in cursive script, reading "Cole Jester", is written over a horizontal line.

Arkansas Secretary of State

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOT SPRINGS VILLAGE PROPERTY OWNERS ASSOCIATION**

The undersigned being the President and Secretary, respectively, of the Hot Springs Village Property Owners' Association, an Arkansas non-profit corporation duly organized, created and existing under and by virtue of the laws of the State of Arkansas, and specifically, under Act 176 of the 1963 General Assembly for the State of Arkansas, entitled the "Arkansas Nonprofit Corporation Act" (the "Association"), hereby certify that:

1. In the manner required by the ARTICLE ELEVENTH of the Amended and Restated Articles of Incorporation and Bylaws of the Association and applicable law, the following amendment to the Amended and Restated Articles of Incorporation of the Association was adopted by the majority vote of the Board of Directors of the Association at a duly and validly called and conveyed meeting of the Board of Directors held on Wednesday February 26, 2025.

RESOLVED, that ARTICLE THIRD of the Amended and Restated Articles of Incorporation of the Association be amended and restated in its entirety to read as follows:

THIRD: The street address of the Association's registered office is 895 Desoto Boulevard, Hot Springs Village, Arkansas 71909, and the name of the registered agent at this office is Kenneth Unger. Any successor registered agent shall be determined by the Board of Directors and filed upon the proper notice with the Office of the Arkansas Secretary of State.

2. On the date of the adoption of the foregoing resolution there were seven (7) members of the Board of Directors. There were seven (7) members of the Board of Directors who attended the aforementioned meeting held on Wednesday February 26, 2025, all of whom voted in favor of the adoption of the foregoing resolutions.

[REMAINDER OF PAGE INTENTIONALLY BLANK; SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary of the Association, effective as of the 26th day of February 2025.



JoAnne Corry, Board President



Ken Unger, Corporate Secretary

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOT SPRINGS VILLAGE PROPERTY OWNERS ASSOCIATION

Hot Springs Village Property Owners Association, by its Secretary, does hereby certify that at a meeting of its Board of Directors, duly called and held in accordance with its Bylaws and applicable law, on January 17, 2018, by a majority vote of the Directors, the following Amended and Restated Articles of Incorporation were adopted:

FIRST: The name of the corporation is Hot Springs Village Property Owners Association (hereinafter referred to as the “Association”).

SECOND: The period of existence of the Association shall be perpetual.

THIRD: The street address of the Association’s registered office is 895 Desoto Boulevard, Hot Springs Village, Arkansas 71909, and the name of its registered agent at this office is Lesley Nalley.

FOURTH: The names and addresses of the original incorporators were:

John A. Cooper, Jr.

Bella Vista, Arkansas, and Hot Springs
Village, Arkansas
Bella Vista, Arkansas

J. F. Gore

Harold S. Bemis

West Memphis, Arkansas

FIFTH: The Association has been organized to preserve the value of and to promote the health, safety, and welfare of the residents and commercial owners of (i) the real estate described in Article II of the Declaration of Covenants and Restrictions (hereinafter referred to as the

"Declaration"), which was originally recorded on April 20, 1970 in the real estate records of Garland County, Arkansas at Book 653, Page 369 and on March 30, 1972 in the real estate records of Saline County, Arkansas at Book 155, Page 118, as such Declaration may now or hereafter be amended from time to time, and (ii) such additions to said real estate as may hereafter be brought within the jurisdiction of the Association as provided in the Declaration (hereinafter collectively referred to as the **"Properties"**), and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Own, acquire, build, operate, and maintain recreational parks, playgrounds, swimming pools, golf courses, private ways, private roads, private lanes, utilities, specifically but not limited to water system and sewer system, lakes, buildings, structures, and personal properties incident thereto hereinafter referred to as the **"Common Properties and Facilities"**;

(c) Provide for municipal services including, but not limited to, garbage and trash collection, fire and police protection and maintenance of unkept lands and trees;

(d) Fix, levy, collect and enforce payment by any lawful means, all charges, penalties and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(e) Pursuant to the terms of the Declaration, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(f) Pursuant to the terms of the Declaration, borrow money on a secured or unsecured basis, to secure any such secured loan or loans by pledge, deed in trust (deed of trust), assignment of assessments which have accrued or which shall accrue in the future, and to otherwise hypothecate any or all of the real or personal property of the Association;

(g) Pursuant to the terms of the Declaration, dedicate, sell, or transfer, all or any part of the Common Properties and Facilities to any public or private agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(h) Participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes;

(i) Insofar as permitted by law, to do any other thing that will promote the common benefit and enjoyment of the residents of the Properties, including but not limited to the maintenance of public streets and roads; and

(j) Enforce any and all covenants, restrictions and agreements applicable to the Properties.

SIXTH: The Association shall have members. The Association shall not have or issue shares of stock, no dividends shall be paid, and no part of the income of the Association shall be distributed to its directors, officers, or members, provided, however, that reasonable compensation may be paid for services rendered to, or for, the Association, effecting one or more of its purposes, and the Association may make reimbursement to its directors, officers, members or employees for expenses incurred in attending to their authorized duties. The classes of membership and requirements therefor shall be as provided in the Declaration and the Bylaws of the Association (the "Bylaws").

SEVENTH: Members shall be entitled to such votes as are set forth in the Declaration and the Bylaws.

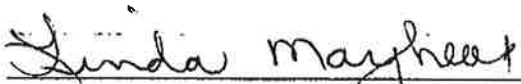
EIGHTH: The business and affairs of the Association shall be conducted by a board of seven (7) directors (the "**Board of Directors**"), who shall be elected in accordance with the Bylaws. A change in the number of directors constituting the Board of Directors shall be made only by amendment to these Articles of Incorporation.

NINTH: The Association may be dissolved only upon the affirmative vote of two-thirds of the members taken at a regular or special meeting of the members, provided that written notice of the proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the Association's assets, shall be mailed to every member at least thirty (30) days prior to any such meeting.

TENTH: Upon dissolution of the Association, the assets of the Association, both real and personal, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association assets shall be effective to divest or diminish any right or title of any Owner (as defined in the Declaration) vested in such Owner under the Declaration and deeds applicable to the Properties unless made in accordance with the provisions of the Declaration and such deeds.

ELEVENTH: From time to time, any of the provisions of the Articles of Incorporation may be amended, altered or repealed by majority vote of the Board of Directors.

Signed this 13th day of February, 2018.


Linda Mayhood, Secretary

IN THE CIRCUIT COURT OF GARLAND COUNTY, ARKANSAS
CIVIL – 1ST DIVISION

HOT SPRINGS VILLAGE PROPERTY
OWNERS ASSOCIATION, PETITIONER

CASE NO. 26CV-18-216

**ORDER GRANTING PETITION TO AMEND AND
RESTATE ARTICLES OF INCORPORATION**

On this day comes on for hearing the petition of Hot Springs Village Property Owners Association to amend and restate the Articles of Incorporation of Hot Springs Village Property Owners Association, and the Court, having considered the same, finds that:

1. The Hot Springs Village Property Owners Association (the “Association”) is a nonprofit corporation organized on or about April 20, 1970 under Act 176 of the 1963 General Assembly for the State of Arkansas, which is entitled the “Arkansas Nonprofit Corporation Act.”

2. The Arkansas Nonprofit Corporation Act required nonprofit corporations to file their articles of incorporation with the circuit court of the county in which the main office or principal place of business of the proposed corporation was located or proposed to be located.

3. The Association’s original Articles of Incorporation (the “Articles”) have been amended several times since the Association’s incorporation. A compiled version of the Articles reflecting all amendments is attached as Exhibit A to the Petition filed herein.

4. Pursuant to Article VIII of the Articles, the Articles “may be amended by the majority vote of the Board of Directors provided the Amendments are approved by the Circuit Court of Garland County, Arkansas.”

5. The Board of Directors of the Association desires to simplify the Articles by amending and restating the Articles in their entirety to read as set forth on Exhibit Battached to the Petition filed herein.

6. At a regular meeting of the Board of Directors of the Association, duly called and held in Hot Springs Village, Arkansas on January 17, 2018, the resolutions amending and restating the Articles as set forth on Exhibit Bto the Petition were offered and adopted.

7. The Board Resolutions were approved and adopted by the affirmative vote of a majority of the Directors, as required by the procedure set forth in the Articles. A copy of the Minutes of Regular Meeting of the Board of Directors of the Hot Springs Village Property Owners Association dated January 17, 2018 is attached as Exhibit C to the Petition filed herein.

8. The Amended and Restated Articles conform to the laws of the State of Arkansas, and the purpose of the Association remains a lawful purpose and remains in the best interest of the public.

It is therefore by the Court CONSIDERED, ORDERED and ADJUDGED that the Amended and Restated Articles of Incorporation of Hot Springs Village Property Owners Association are hereby approved to be effective as of the date of adoption by the Board of Directors on January 17, 2018.

/S/ Judge John Homer Wright
CIRCUIT JUDGE

DATE: February 16, 2018

APPROVED:

/s/ Ashley L. Gill

Ashley L. Gill, #2012187

MITCHELL, WILLIAMS, SELIG,

GATES & WOODYARD, P.L.L.C.

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Little Rock, Arkansas 72201

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ATTORNEYS FOR PETITIONER



Arkansas Judiciary

Case Title: HOT SPRINGS VILLAGE POA

Case Number: 26CV-18-216

Type: ORDER OTHER

So Ordered

A handwritten signature in black ink, appearing to read "John Homer Wright", written in a cursive style.

JUDGE JOHN HOMER WRIGHT