

UPPER VILLAGE HOMEOWNERS ASSOCIATION  
Special Meeting  
Articles of Incorporation  
Saturday, June 25, 2005  
Pine Ridge Conference Room

- I. Call to Order – Quorum Confirmation  
Steve Carr, President, called the meeting to order at 3:05 pm. A quorum was established with all Associations represented by attendance or proxy.

- II. Introductions  
Everyone present introduced themselves and their individual HOA.

Discussion was held among the representatives of the member sites to hold a vote on the Articles of Incorporation. The voting procedure will be conducted by verbal roll call of each of the 28 sites and the vote cast by the representative of each member Association for the corresponding sites.

**Motion was by Julie Jabaay Abbott of Park Place to take a vote on the final draft of the Articles of Incorporation as printed on May 26, 2004 and distributed to the member Associations. The Motion was seconded by Randy Gutzel of Trails End and a verbal vote of all associations was taken. The Motion passed with 20 Associations for the motion and 8 against.**

- III. President's discussion  
Steve Carr led a discussion of the reasoning behind the Association's updating the Articles of Incorporation and the future updating of the Upper Village Homeowners Association's bylaws and Declarations. The original master Association was first incorporated in 1973. Steve Carr discussed the differences between the original Articles of Incorporation and the Final Draft of the Amended and Restated Articles of Incorporation of the Upper Village Homeowners Association, Inc. (Final Draft).  
Mitch Weiss discussed the history of the Association and the two year work done by the Board and members to reach the Final Draft of the Amended and Reinstated Articles of Incorporation. Mr. Weiss also discussed that the Board's long range goal of moving ahead with updating the operating documents.

- IV. Members discussion

The Members in attendance discussed the Final Draft and the Board allowed a discussion of each section of the Final Draft in order to agree on the wording before the vote was taken to approve or disapprove the Final Draft. The members in attendance discussed the final draft at length.

**Motion was made by Larry Daniels and seconded by Michael Heat to Strike Article 5, section d, from the Final Draft.**

**Motion was made by Larry Daniels to Strike Article 5, section e, from the final draft and seconded by Michael Heat and the question was called on the two motions.**

Roll call vote was taken and 15 votes against these two motions and 11 in favor with 2 votes abstaining. The motions were defeated.

After discussion of the of the two sections ( d and e) of Article Five, **Motion was made by Randy Gutzel to revise Article 5 Section d, to insert of common areas after architectural control. Section d would read “ To provide for the administration, maintenance, preservation, improvement, and architectural review of common areas as contained in the declarations.” Also the motion included section e of Article 5 to strike the statement of “ for breach of fiduciary duty”. Article 5 section e, will read “To eliminate or limit the personal liability of Directors and any person serving, without compensation, at the request of the Association to the Association or to the Members for monetary damages as allowed by law; and”. The motion was seconded by Bob Emde and a roll call of all members was taken. The motion passed with 20 votes in favor of the motion and six votes against with 2 votes abstaining.**

**Motion was by Julie Jabaay Abbott of Park Place to approve the Final Draft of the Articles of Incorporation as amended in Article 5 section d & e by the approved motion of this meeting. The motion was seconded by Mike Hessel and passed by a roll call vote of 17 in favor and 11 against.**

With no further business to discuss the meeting was adjourned at 4:35 PM.

Respectfully Submitted,



David Hartman

Managing Agent acting as meeting secretary

Upper Village Homeowners Association

Approved By:



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President, Upper Village Homeowners Association