

IOWA  
SECRETARY OF STATE

No: FT0132073  
Date: 08/05/2021

504RDN-680730  
ELK CREEK HOMEOWNERS ASSOCIATION

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on Aug 5 2021 10:26AM, to be effective as of Aug 5 2021  
10:26AM.

The amount of \$20.00 was received in full payment of the filing fee.



A handwritten signature in black ink, reading "Paul D. Pate".

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PAUL D. PATE    SECRETARY OF STATE

Iowa Secretary of State  
321 East 12th Street  
Des Moines, IA 50319  
sos.iowa.gov



**FILED**

Date **8/5/2021 10:26 AM**  
Corp No **680730**  
Cert No **FT0132073**

## Articles of Incorporation - Nonprofit

### Information

CODE 504 REVISED DOMESTIC NON-PROFIT

Chapter

Elk Creek Homeowners Association

Name of Corporation

Effective Date

Perpetual

Expiration Date

Yes

Members

Upon the dissolution of the Association, the assets of the Association shall first be used to pay all debts of the Association and any remaining assets shall be distributed to its members.

Upon dissolution

No

Does the corporation hold an interest in agricultural land in Iowa?

### Registered Agent

Crary, Huff, Ringgenberg, Hartnett & Storm, P.C.

Full Name

329 Pierce Street, Suite 200

Address1

Address2

Sioux City

City

IA

State

51101

Zip

USA

Country

### Incorporator

Elk Creek Development, LLC

Full Name

2106 3rd Street

Address1

Address2

Sioux City

City

IA

State

51101

Zip

USA

Country

### Principal Office

Address1

Address2

City

State

Zip

Country

**Officers & Directors**

Full Name

Address1

Address2

City

State

Zip

Country

**Signature(s)**

Paul Koskovich on behalf of Elk Creek Development, LLC

Incorporator

8/5/2021 8:45:20 AM

Date

Benjamin J. Murphy on behalf of Elk Creek Development, LLC

Incorporator

8/5/2021 8:45:20 AM

Date

**ARTICLES OF INCORPORATION  
OF  
ELK CREEK HOMEOWNERS ASSOCIATION**

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa, as amended, adopts the following Articles of Incorporation for Elk Creek Homeowners Association:

**ARTICLE I  
NAME**

The name of the corporation is Elk Creek Homeowners Association.

**ARTICLE II  
PURPOSES AND POWERS**

The purpose which Elk Creek Homeowners Association (hereinafter the “**Association**”) is authorized to pursue is the administration of those items set forth in the Declaration. “**Declaration**” shall mean the Declaration of Covenants, Conditions and Restrictions dated July 23, 2021, and recorded on August 4, 2021, as Instrument No. 2021-10801 of the records of the Woodbury County Auditor and Recorder’s Office, as such Declaration may from time to time be further amended or modified according to its terms.

The Association is further authorized to transact any or all other lawful business for which a corporation may be incorporated under the Revised Iowa Nonprofit Corporation Act. The Association hereby ratifies and approves the Declaration and the assumption by the Association of the obligations of the Association described therein. In the event of a conflict between the Declaration and these Articles, the Declaration shall control.

**ARTICLE III  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The address of its initial registered office in the State of Iowa is 329 Pierce Street, Suite 200, Sioux City, Iowa, 51101, and the name of its initial registered agent at such address is Crary, Huff, Ringgenberg, Hartnett & Storm, P.C.

**ARTICLE IV  
INCORPORATOR**

The name and address of the sole incorporator is:

Elk Creek Development, LLC  
2106 3<sup>rd</sup> Street  
Sioux City, IA 51101

**ARTICLE V  
MEMBERS**

The Association shall have members with those rights and responsibilities described in the Bylaws.

**ARTICLE VI  
LIMITATION OF LIABILITY**

No director or officer of the Association shall be liable to the Association or its members for money damages for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of Section 504.835 of the Revised Iowa Nonprofit Corporation Act concerning unlawful distributions; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Association, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director or officer of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE VII  
INDEMNIFICATION**

The Association shall indemnify any director or officer for liability (as such term is defined in Section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Association or the members; (3) a violation of Section 504.835 of the Revised Iowa Nonprofit Corporation Act concerning unlawful distributions; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Association shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permissible by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Association shall be deemed amended automatically and without any further action to require indemnification and advancement or funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Association with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE VIII  
AMENDMENTS**

Elk Creek Development, LLC, the Declarant under the Declaration, retains, for itself and for its successors and assigns, the sole and exclusive right, during the Control Period, as that term is defined in the Declaration, to amend the Articles of Incorporation, and any such amendment shall not

require the approval of the Board of Directors or the members in order to become effective. After the Control Period, any amendment to the Articles of Incorporation of the Association shall require the affirmative vote of at least seventy-five percent (75%) of the members of the Association.

**ARTICLE IX  
DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Association, the assets of the Association shall first be used to pay all debts of the Association and any remaining assets shall be distributed to its members.

Dated this 4th day of August, 2021.

ELK CREEK DEVELOPMENT, LLC, Incorporator  
By: Koskovich & Murphy Developments, LLC, Its Manager

By:   
\_\_\_\_\_  
Paul Koskovich, Manager

By:   
\_\_\_\_\_  
Benjamin J. Murphy, Manager