

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

WINSLOW FARM COMMUNITY ASSOCIATION, INC.

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin June 04, 1992.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fourth day of June, 1992

Joseph H. Hogsett
JOSEPH H. HOGSETT, Secretary of State

BY Lori R. Lewis
Deputy

06-04-1992
FILED

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James H. Hays
REC'D
INDIANA

**Articles of Incorporation
Of
Winslow Farm Community Association, Inc.**

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE 1

Name

The name of the Corporation is "Winslow Farm Community Association, Inc."

ARTICLE 2

Purposes and Powers

Section 2.1. Type of Corporation. This is a mutual benefit corporation.

Section 2.2. Purposes. The purposes for which the Corporation is formed are:

2.2.1. For the acquisition, construction, management, maintenance, and care of "association property," as defined in Section 528(c) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), which association property includes, but is not limited to, the Community Area within that certain tract of property described in the *Declaration of Covenants, Conditions and Restrictions of Winslow Farm* recorded in the Office of the Recorder of Monroe County, Indiana ("Declaration")

2.2.2. Solely in furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated

exclusively for the purposes indicated herein.

Section 2.3. Non-Profit Purposes.

2.3.1. The Corporation is organized and operated exclusively for the purpose of being a non-profit "homeowners association," as defined in Section 528(c) of the Internal Revenue Code, or corresponding provision of any subsequent Federal tax laws, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Section 2.1

2.3.2. Notwithstanding any other provision of these *Articles of Incorporation*, the Corporation shall not carry on any activities not permitted to be carried on by a corporation which qualifies for the exemption from Federal income tax with respect to its exempt function income under Section 528(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.4. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these *Articles of Incorporation*, the Corporation shall have the power:

2.4.1. To exercise all of the powers and privileges and to perform the duties and obligations of the Corporation as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2.4.2. To fix, levy, collect and enforce payment of, by any lawful means, all Regular Assessments or Special Assessments pursuant to the terms of the

Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

2.4.3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property which is titled in the name of the Corporation in connection with the affairs of the Corporation;

2.4.4. To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth any and all powers, rights and privileges granted to a corporation by the Act, as now existing or hereafter amended, and by the common law.

Section 2.5. Limitation on Powers.

2.5.1. The Corporation shall not issue capital stock.

2.5.2. The Corporation must receive sixty percent (60%) or more of its gross income from membership dues, fees or assessments from the Owners of Residences.

2.5.3. The Corporation must make ninety percent (90%) or more of its expenditures for the acquisition, construction, management, maintenance, and care of Community Areas or Corporation property.

2.5.4. Upon dissolution of the Corporation, no member, director, officer, or any private individual will be entitled to share in the distribution of the Corporation's assets. Upon dissolution, the Board of Directors shall, after paying or making

provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Monroe County, Indiana, exclusively for such purposes, or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE 4

Resident Agent and Principal Office

Section 4.1. Resident Agent. The name and post office address of the resident agent of the Corporation are: James F. Bohrer, 511 Woodcrest Drive; P.O. Box 5787, Bloomington, Indiana 47407.

Section 4.2. Principal Office. The post office address of the principal office of the Corporation is 501 Woodcrest Drive, Bloomington, Indiana 47401.

ARTICLE 5

Membership

Section 5.1. Classes. The classes of Members are as follows:

5.1.1. Class "A". Class "A" members all be all Owners except Declarant and shall be entitled to one vote for each Residence owned. All persons holding an interest in any Residence shall be members; however, each Residence represented

shall have only one vote as the Owners of such Residence may determine.

5.1.2. Class "B". The Class "B" Member shall be Declarant and Declarant shall be entitled to ten (10) votes for each Residence owned. The Class "B" membership shall cease and terminate upon the first to occur of: (1) the date upon which the written resignation of the Class "B" member as such is delivered to the resident agent of the Community Association, provided, however, if Declarant, at such time still owns Residences, such membership shall be converted to a Class "A" membership; or (2) the expiration of the Development Period.

5.1.3. Class "C". Any and all natural persons who are officers, directors, partners, employees, or appointees of a Class "A" member or a Class "B" member may become a Class "C" member of the Community Association upon designation by a Class "A" member or a Class "B" member. A Class "C" member shall have no vote in matters of the Community Association, but may serve on the Board of Directors.

Section 5.2. Rights, Preferences, Limitations, and Restrictions of Classes. No rights, preferences, limitations or restrictions on the classes of membership shall exist other than those specified herein, in the By-Laws of the Corporation or by law.

Section 5.3. Voting Rights of Owners. Each Owner in good standing shall be entitled to voting rights as follows:

5.3.1. Number of Votes. Class "A" Members shall be entitled to one (1) vote for each Residence owned. Class "B" Members shall be entitled to ten (10) votes for each Residence owned. Class "C" Members shall not be entitled to any vote. After all Members present (in person or by proxy) have cast their votes, the total number

of votes for or against any matter shall then be divided either by the total number of votes cast to determine the respective proportions of Members who support or oppose such matter, or by the number of Members which are present or represented at such meeting to determine the respective proportions of Members present or represented at such meeting who support or oppose such matter.

5.3.2. Multiple Owners. When the Owner of a Residence constitutes more than one person or entity, or is a partnership, there shall be only one voting representative entitled to cast the vote allocable to that Residence. At the time of acquisition of title to a Residence by a multiple Owner or a partnership, those persons constituting such Owner or the partners shall file with the Secretary of the Corporation an irrevocable proxy appointing one of such persons or partners as the voting representative for such Residence, which shall remain in effect until such appointed representative relinquishes such appointment in writing, becomes incompetent, dies, or such appointment is otherwise rescinded by order of a court of competent jurisdiction. Such appointed voting representative may grant a proxy to another to vote in his place at a particular meeting(s) pursuant to subsection 5.3.4 which shall constitute relinquishment of his right to act as voting representative for the Residence at such meeting(s).

5.3.3. Voting by Corporation or Trust. Where a corporation or trust is an Owner of a Residence or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the Board of Directors of such corporation shall cast the vote to which the corporation is entitled.

5.3.4. Proxy. An Owner may vote either in person or by his duly authorized

and designated attorney-in-fact. Where voting is by proxy, the Owner shall duly designate his attorney-in-fact in a writing, delivered to the Corporation prior to the commencement of the meeting.

5.3.5. Quorum. Except where otherwise expressly provided in the Declaration, these Articles, the By-Laws, or the Act, the presence of a majority of the Owners or their duly authorized representatives shall constitute a quorum at all meetings. The terms "majority of Owners" and "majority of the vote," as used in these Articles, shall mean, the Owners entitled to cast not less than fifty-one percent (51%) of all votes as determined by the applicable provisions set forth in the Declaration, and shall not mean a majority of the persons or votes present or represented at such meeting.

5.3.6. Owner. The term "Owner" means a person, firm, corporation, partnership, association, trust or other legal entity, or any combination thereof, who owns the fee simple title to one Residence. Persons or entities owning a single Residence as tenants in common, joint tenants, or tenants by the entireties shall be deemed one Owner. Owners holding title to multiple Residence will be entitled to one vote for each Residence owned.

ARTICLE 6

Board of Directors

Section 6.1. Number. The initial Board of Directors shall consist of three (3) directors. The exact number of directors shall be specified from time to time by the By-Laws of the Corporation. The minimum number of directors so specified shall be three (3)

and the maximum number shall be five (5). Whenever the By-Laws do not specify the number of directors, the number shall be three (3).

Section 6.2. Qualification. Each director shall have such qualifications as may be specified from time to time in the By-Laws of the Corporation or required by law.

Section 6.3. Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Eric Stolberg	501 Woodscrest Drive Bloomington, IN 47401
_____	_____
_____	_____
_____	_____

ARTICLE 7

Name and Address of Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Eric C. Stolberg	501 Woodscrest Drive Bloomington, IN 47401

ARTICLE 8

Statement of Property

Upon its incorporation, the Corporation is assuming control of rights in real property located in Winslow Farm and certain cash and other assets in connection therewith, valued at more than \$1,000.00.

ARTICLE 9

Provisions for Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of the State of Indiana, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the directors or the Owners are as follows:

Section 9.1. Initial Board of Directors. The affairs of the Corporation shall be managed initially by the Board of three (3) directors set forth in Article Six, Section 6.3, above, who shall serve until the expiration of the development Period as that term is defined in the Declaration.

Section 9.2. Place of Meeting. Meetings of the Owners and of the Board of Directors of the Corporation shall be held at such places within the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the By-Laws of the Corporation.

Section 9.3. Indemnification.

9.3.1. The Corporation shall indemnify any person who is or was a director, officer, or employee of the Corporation, or is or was serving as a director, officer, or

employee of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a director, officer, or employee for the Corporation or of such other organization; provided such person acted in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believes to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had no reasonable cause to believe was unlawful.

9.3.2. Any director, officer, or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceedings referred to in the first sentence of Section 9.3.1 shall be indemnified as of right against expenses (including attorneys' fees) reasonably

incurred by him in connection therewith (except to the extent covered by insurance).

9.3.3. Except as provided in Section 9.3.2 above, any indemnification under Section 9.3.1 shall be made by the Corporation only upon a determination that indemnification of the particular director, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 9.3.1. Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit or proceeding, by independent legal counsel (who may be regular counsel of the Corporation) in a written opinion, or (iii) by majority vote of the Class "A" Members and Class "B" Members.

9.3.4. The indemnification provided by this Section 9.3 shall not be deemed exclusive of any other rights to which a director, officer, or employee may be entitled under any by-law, resolution, agreement, vote of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of any such person. The indemnification provided by this Section 9.3 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act whether before or after the adoption hereof.

9.3.5. This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 9.3, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 9.3 to indemnify any such person to the extent such liability is covered by such insurance.

Section 9.4. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in this manner provided by the Board of Directors of the Corporation.

Section 9.5. By-Laws. The By-Laws of the Corporation may be amended as set forth in the By-Laws. Said By-Laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 9.6. Powers of the Board of Directors. Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the

Corporation, all the powers of the Corporation without authorization or approval of the Co-Owners.

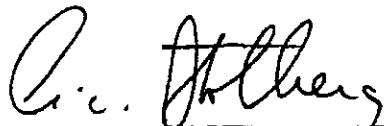
Section 9.7. Amendment.

9.7.1. During the Development Period, the initial Board of Directors may amend or supplement these Articles of Incorporation acting alone, if such amendment is necessary or desirable in the opinion of the initial Board of Directors and the amendment does not materially adversely affect the rights of any Owner or Mortgagee.

9.7.2. After the Development Period has expired, these Articles may be amended or supplemented upon the affirmative vote of two-thirds (2/3) of the Members.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true.

Dated this 2nd day of June, 1992.

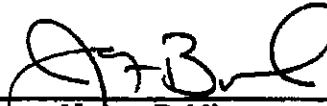


Eric C. Stolberg, Incorporator

STATE OF INDIANA)
) SS:
COUNTY OF MONROE)

Eric C. Stolberg personally appeared before me, a Notary Public, in and for said County and State on the 2nd day of June, 1992, and acknowledged the execution of the foregoing *Articles of Incorporation*, and after being duly sworn, stated that the statements contained therein are true.

My Commission Expires:
6-22-95
County of Residence:
MONROE



Notary Public
JAMES F BOHRER
(Name Printed)

This Instrument Prepared By: James F. Bohrer, MALLOR GRODNER & BOHRER, 511 Woodscrest Drive, Post Office Box 5787, Bloomington, Indiana 47407-5787 (812) 336-0200.

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