

2008012200543

APPROVED
AND
FILED

[Signature]
CLERK OF THE STATE

ARTICLES OF INCORPORATION

2008 JAN 14 PM 2:59

OF

COVERED BRIDGE HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator of incorporators, 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"), execute the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Covered Bridge Homeowners' Association, Inc.

ARTICLE II

ADOPTION

These Articles of Incorporation creating Covered Bridge Homeowners' Association, Inc., and the Code of By-Laws corresponding thereto, are adopted in connection with the Restrictions and Protective Covenants for Covered Bridge, as recorded in Miscellaneous Record 25 as Instrument No. 7746, Miscellaneous Record 31 as Instrument No. 11352, and Instrument No. 200800481 in the Recorder's office of Clark County, Indiana (hereinafter referred to as the "Declaration"). The Declaration is incorporated herein by this reference and all of the covenants, rights, restrictions and liabilities therein contained shall apply to and govern the interpretation of these Articles and the Code of By-Laws. The definitions and terms, as defined and used in the Declaration, shall have the same meaning in these Articles and the Code of By-Laws. Covered Bridge Homeowners' Association, Inc. constitutes the "Association," as defined in the declaration.

ARTICLE III

PURPOSES AND POWERS

Section 1. Type of Corporation. This corporation is a mutual benefit corporation.

Section 2. Purpose and Powers. The purpose of the Corporation shall be to provide for the maintenance, repair, replacement, administration, operation, preservation, architectural control, and ownership of Common Areas of Covered Bridge, and to promote the health, safety and welfare of the residents of such development, and to perform such other functions as may be designated to it and to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration, as the same may be amended from time to time.

(b) Establish, levy, collect and enforce payment by any lawful means, any charges or assessments made against members or others pursuant to the terms of the Declaration; to pay all expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation, including any license fees, taxes or other governmental charges levied or imposed against the property of the Corporation.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation in accordance with the provisions of the Declaration.

(d) Borrow money, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred for the benefit of the Corporation.

(e) If required, exercise the jurisdiction and authority over, and the ownership of, Common Areas.

(f) Have and exercise any and all powers, rights, duties and privileges which are given the Corporation in the Declaration.

(g) Purchase and maintain insurance on behalf of any individual who:

(1) is or was a director, an officer, an employee, or an agent of the Corporation; or

(2) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Article IX.

(h) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Indiana may now or hereafter have or exercise.

ARTICLE IV

PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE V

RESIDENT AGENT AND PRINCIPAL OFFICE

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is Larry Burke, 12305 Hummingbird Way, Sellersburg, IN 47172.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 13007 Covered Bridge Road, Sellersburg, IN 47172.

ARTICLE VI

MEMBERSHIP

Section 1. Members. Every person or entity who is an Owner, in accordance with the definition of Owner in the Declaration, of a lot or unit in Covered Bridge shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from Ownership of a lot or unit located within Covered Bridge.

Section 2. Rights, Preferences, Limitations and Restrictions of Members. Except as to voting rights discussed herein, all Members shall have the same rights, privileges, duties, liabilities, limitations and restrictions as the other Members. All Members shall abide by the Articles of Incorporation, the Code of By-Laws, the rules and regulations adopted by the Board of Directors and all covenants, restrictions and other provisions contained in the Declaration.

Section 3. Voting Rights of Members. Members shall be all "Owners" (as defined in the Declaration) of a lot or unit in Covered Bridge, and shall be entitled to one vote for each lot or unit owned. When more than one person holds an ownership interest in a given lot or unit, all such persons shall be exercised as said persons may determine between or among themselves; provided, however, that in no event shall more than one vote be cast with respect to any lot or unit owned by a Member.

ARTICLE VII

DIRECTORS

Section 1. Number of Directors. The initial Board of Directors shall be composed of three (3) members. The number of Directors of the Corporation shall be fixed by the Code of By-Laws of the Corporation, but in no event shall the Code of By-Laws fix the number of Directors at less than three (3) nor more than eleven (11).

Section 2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial Board of Directors are:

Trent Hunt, 12216 Covered Bridge Road, Sellersburg, IN 47172

Steve Mitchell, 12308 Hummingbird Way, Sellersburg, IN 47172

Lewis Reyman, 13007 Covered Bridge Road, Sellersburg, IN 47172

Larry W. Burke, 12305 Hummingbird Way, Sellersburg, IN 47172

Royce Coleman, 12215 Bridgeway Court, Sellersburg, IN 47172

Larry Gupton, 12614 Covered Bridge Road, Sellersburg, IN 47172

James Koeppel, 12404 Hermitage Trail, Sellersburg, IN 47172

Cheryl Koetter, 12212 Bridgeway Court, Sellersburg, IN 47172

David Lobeck, 12709 Covered Bridge Road, Sellersburg, IN 47172

Lawrence Very, 12812 Covered Bridge Road, Sellersburg, IN 47172

Section 3. Election of Directors. The Board of Directors shall be elected by ballot at the annual meeting of the Members for the terms set forth in the Code of By-Laws.

ARTICLE VIII

INCORPORATOR

Section 1. Name and Post Office Address. The name and post office address of the incorporator of the Corporation are as follows:

Bruce B. Paul
323 East Court Avenue
Jeffersonville, IN 47130

ARTICLE IX

PROVISIONS FOR THE REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1. Liability of Members. Neither the individual Members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation.

Section 2. Code of By-Laws. The power to make, alter, amend or repeal the Code of By-Laws and the rules and regulations for the conduct of the affairs of the Corporation, including the power to elect officers of the Corporation, shall be vested in the Board of Directors of the Corporation; provided, however, that no acts of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation, the Declaration, or any provision of law.

Section 3. Dissolution. The Corporation may be dissolved only with the written consent of not less than two-thirds (2/3) of the Members.

Section 4. Amendment of Articles of Incorporation. Amendment to the Articles of Incorporation shall require the consent of at least two-thirds (2/3) of the Members.

Section 5. No Private Benefit. Except as provided in Chapter 21, Section 2 of the Act (I.C. 23-17-21-2), no money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any Member, Director, or officer of the Corporation or any other person whomsoever, except for reasonable compensation for services actually rendered to the Corporation.

Section 6. Distribution of Earnings and Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to the association, corporation or other entity who shall take over the functions of the Corporation or, if no such successor entity exists, shall be transferred or distributed to each Member of the Corporation in relation to such Member's proportionate membership interest in the Corporation.

Section 7. Non-Liability of Directors. The Directors shall not be liable to the Members or the Corporation for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or Code of By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board of Directors is acting for and on behalf of the Corporation and as its agent. Every contract made by the Board or the managing agent on behalf of the Corporation shall provide that the Board of Directors and the managing agent, as the case may be, are acting as agent for the Corporation and shall have no personal liability thereunder.

Section 8. Additional Indemnity of Directors. The Corporation shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director is liable for gross negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director the reasonable costs of settlement of or judgment rendered in any action, suit or proceedings, if it shall be found by a majority of the committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) in their judgment reasonably exercised that such Director, officer or employee was not guilty of gross negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, officer or employee, no Director, officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director, officer or employee relied on the books and records of the Corporation or statements or advice made by or prepared by the Managing Agent of the Corporation's property or any officer or employee thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor

shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

The rights of indemnification and reimbursement set forth above shall not be deemed exclusive of any other rights to which such officers, Directors or employees may be entitled apart from the provisions of this Article.


Section 9. Reliance by Directors on Books of Account, Etc. Each Director of the Corporation shall be fully protected in relying in good faith upon (a) the books of account of the Corporation, or (b) statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities of, and the annual assessments received by, the Corporation, or any of such items, or (c) statements or advice made by or prepared by any officer or employee of the Corporation or any accountant, attorney, other person or firm, employed by the Corporation to render advice or service.

Section 10. Declaration Controls. In the event of any irreconcilable conflict between the provisions of these Articles and the Declaration, the provisions of the Declaration shall govern.

The undersigned, being one or more persons, does hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above-named Corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 10th day of

January, 2008.


Bruce B. Paul

STATE OF INDIANA)
)
COUNTY OF CLARK)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that on the 10th day of January, 2008 Bruce B. Paul, being the incorporator referred to in Article VIII of the foregoing Articles of Incorporation, personal appeared before me, acknowledge the execution thereof, and swore to the truth of the facts therein stated.

Witness my hand and notary seal

Carole Hammett
CAROLE HAMMETT, Notary Public
Resident of CLARK County, Indiana

My Commission Expires: 1-6-16

This Instrument Was Prepared By:

Robert W. Lanum
Stites & Harbison
323 East Court Avenue
P. O. Box 946
Jeffersonville, Indiana 47131
(812) 282-7566

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
COVERED BRIDGE HOMEOWNERS ASSOCIATION, INC.


2008 JAN 14 PM 2:59

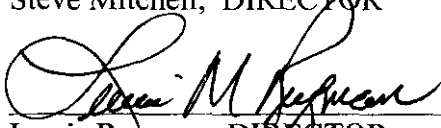
The undersigned, who together with those collectively executing all identical or substantially identical counterparts of this document, if any, constitute all of the Directors of Covered Bridge Homeowners Association, Inc., an Indiana Corporation, hereinafter designated "Corporation," hereby consent to the following action to be taken by and on behalf of such Corporation without a meeting of its Board of Directors pursuant to the provisions of **INDIANA CODE 23-17-15-2**. The following **RESOLUTION** is hereby adopted as a Resolution of the Board of Directors of the Corporation:

RESOLVED, that Corporation hereby agrees that Covered Bridge Homeowners' Association, Inc., a proposed not-for-profit corporation, has the Corporation's written permission to use the Corporation's name.

EXECUTED by the undersigned to be Effective on this the 20th day of December, 2007.


Trent Hunt, DIRECTOR

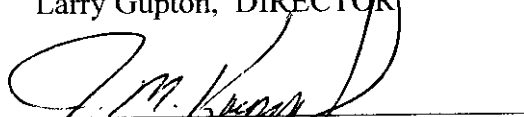

Steve Mitchell, DIRECTOR

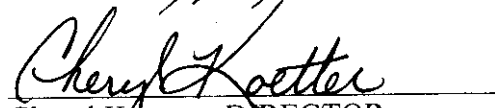

Lewis Reymann, DIRECTOR

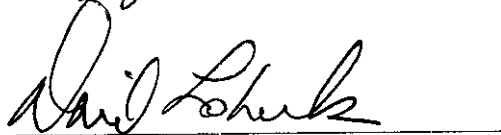

Larry W. Burke, DIRECTOR

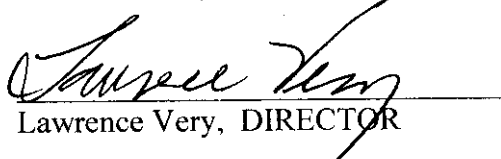

Royce Coleman, DIRECTOR


Larry Gupton, DIRECTOR


James Koeppl, DIRECTOR


Cheryl Koetter, DIRECTOR


David Lobeck, DIRECTOR


Lawrence Very, DIRECTOR

State of Indiana
Office of the Secretary of State

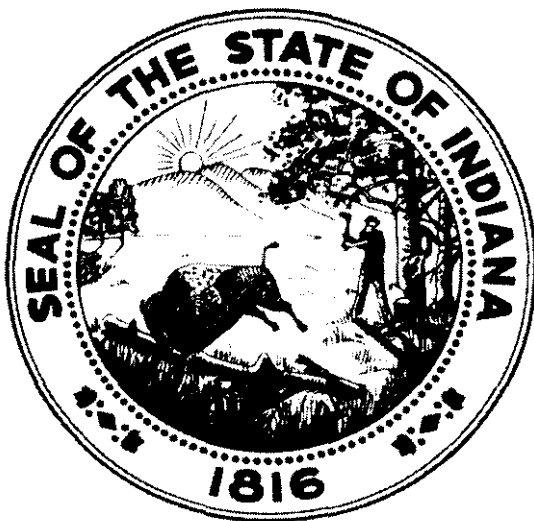
CERTIFICATE OF INCORPORATION

of

COVERED BRIDGE HOMEOWNERS' ASSOCIATION, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, January 14, 2008.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 14, 2008.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE