

COPY

ARTICLES OF INCORPORATION

OF

WINDSONG ASSOCIATION, INC.

APPROVED

AND

FILED

MAY 10 1985

*Edwin J. Jones*  
SECRETARY OF STATE IN INDIANA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana Not-For-Profit Corporation Act of 1971, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE 1

Name

The name of the corporation is "WINDSONG ASSOCIATION, INC."

ARTICLE II

Purposes and Powers

Section 1 Purposes The Corporation is formed as a homeowners association in connection with the development of WINDSONG, a residential subdivision being developed in, to be evidenced by a plat or plats thereof now or hereafter recorded in the Office of the Recorder of Marion County, Indiana (hereinafter referred to as "WINDSONG") and, in furtherance of such general purpose, shall have the following specific purposes:

(a) to provide for the management and maintenance of certain improvements hereafter constructed within WINDSONG, such purposes being more particularly specified in a certain Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") recorded as Instrument #84-93371 in the Office of the Recorder of Marion County, Indiana, the terms and conditions thereof and legal description contained therein being incorporated herein by reference.

(b) to exercise all powers and duties of the Board of Directors referred to in this Declaration.

(c) to do all acts and things necessary, convenient or expedient to carry out the express purposes for which the Corporation is formed.

Section 2 Powers Subject to any specific written limitations imposed by the Act or by these Articles of Incorporation, and in furtherance of the purposes set forth in Section 1 of this Article, the Corporation shall have all the statutory powers specified in Section 4 of the Act.

Section 3 Limitation Upon Purposes and Powers The Corporation shall not, by implication or construction, possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its

members as such; provided, however, that nothing shall prohibit reasonable compensation to members for services actually rendered, upon approval by the Board of Directors, nor shall the Corporation be prohibited from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members. The Corporation shall issue no stock and shall pay no dividends at any time.

### ARTICLE III

#### Term of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Principal Office and Resident Agent

The post office address of the principal office of the Corporation is P. O. Box 50432, Indianapolis, Indiana 46250; and the name and post office address of its Resident Agent in charge of such office is Alan F. Kolb, P. O. Box 50432, Indianapolis, Indiana 46250.

### ARTICLE V

#### Membership and Voting Rights

Section 1 Membership All Unit Owners in WINDSONG, as well as the members of the first Board of Directors of the Corporation as designated in Article VI herein or their successors as appointed by Developer under the Declaration shall be members; provided, however, if a Lot is owned by more than one person, entity or combination thereof, there shall be only one person with respect to any such lot entitled to a vote in accordance with the provisions of the Declaration and the By-Laws.

Section 2 Voting Rights The Association shall have two classes of voting membership:

Class A Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B The Class B member(s) shall be the Developer (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned and the first Board of Directors during their respective terms, who shall have no voting rights. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (170 lots purchased)

(b) on January 1, 1989.

Section 3 Meetings All members shall be entitled to attend meetings of all the members of the Corporation when and if they are held or called.

Section 4 Dues and Assessments The amounts, method of payment, and sanctions for non-payment of membership dues and assessments shall be specified by the By-Laws of the Corporation and the Declaration.

## ARTICLE VI

### Data Respecting Directors

Section 1 Number The number of the Directors of the Corporation shall be not less than three (3) nor more than nine (9), the exact number to be specified from time to time by the By-Laws of the Corporation. If the By-Laws do not otherwise provide, the number of Directors shall be three (3).

Section 2 Term of Office Except as otherwise provided in the By-Laws, all of the Directors shall be elected by the members entitled to vote at each annual meeting and shall hold office for a term of one (1) year or until their successors have been duly elected and qualified. All Directors must be members. A Director may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors.

Section 3 Names and Post Office Addresses The names and post office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City and State</u>
Douglas I. Fuller	7155 Shadeland Station P. O. Box 50432	Indianapolis, Indiana
Sue Rivers	7155 Shadeland Station P. O. Box 50432	Indianapolis, Indiana
Alan F. Kolb	7155 Shadeland Station P. O. Box 50432	Indianapolis, Indiana

## ARTICLE VII

### Incorporator

The name and post office address of the Incorporator is as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City and State</u>
Alan F. Kolb	7155 Shadeland Station P. O. Box 50432	Indianapolis, Indiana

## ARTICLE VIII

### Property of Corporation

The Corporation is without any property or assets upon its incorporation.

## ARTICLE IX

### Provisions for Regulation of Business and Conduct of the Affairs of the Corporation

Section 1 Meetings of Members Meetings of the members of the Corporation shall be held at such place, within or without the State of Indiana, as may be authorized by the By-Laws and specified in the respective notices or waiver of notice of any such meeting.

Section 2 Meetings of Directors Meetings of the Board of Directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be authorized by the By-Laws and specified in the respective notice of any such meeting.

Section 3 By-Laws The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the By-Laws of the Corporation by an affirmative vote of the majority of the members of the Board of Directors, except as stated in the Declaration. *9 members on Board of Directors*

Section 4 Amendment of Articles of Incorporation The Corporation reserves the right to make, alter, amend, change or repeal these Articles in the manner now or hereinafter prescribed or permitted by the provisions of the Act or any amendments thereto or by any other applicable statute of the State of Indiana; provided, however, amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership. *To amend Articles of Incorporation*

The undersigned, being a natural person 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 of the above-named corporation for which a Certificate of Incorporation is hereby applied for has heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

## ARTICLE X

### FHA/VA Approval

As long as the Developer owns any Units in WINDSONG, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: mergers or consolidations; mortgaging or dedication of Common Area; dissolution and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article VII, executes these Articles of Incorporation of the Corporation and certifies to the truth of the facts herein stated this 15<sup>th</sup> day of MARCH, 1985.

Alan F. Kolb  
Alan F. Kolb

STATE OF INDIANA )  
                          ) SS:  
COUNTY OF MARION )

Before me, a Notary Public in and for said County and State, personally appeared Alan F. Kolb, being the Incorporator referred to in Article VII of the foregoing Articles of Incorporation, who, having been duly sworn, acknowledged the execution of the foregoing for and on behalf of said corporation and stated that the representations contained therein are true.

Witness my hand and Notarial Seal this 1<sup>st</sup> day of March, 1985.

Cindi L. Witmer  
Printed: Cindi L. Witmer

My Commission Expires:  
9-26-87

County of Residence:  
Marion

This document prepared by Alan F. Kolb, Attorney-at-Law