

ARTICLES OF INCORPORATION

OF

THE POINTE SERVICE ASSOCIATION, INC.

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, (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is THE POINTE SERVICE ASSOCIATION, INC.

ARTICLE II

Purposes

This Association shall operate entirely without pecuniary gain or profit to its members. The purposes for which this corporation is formed are to maintain, preserve and exercise general control for the mutual benefit of all members over certain land located in Monroe County, Indiana, which is now or may hereafter become subject to the use by and benefit of all owners of lots or of condominium units in horizontal property regimes created at The Pointe, a proposed multi-phase condominium development, and to promote the health, safety and welfare of all residents at The Pointe and for these purposes to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the By-Laws and in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of Recorder of Monroe County, Indiana, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the By-Laws of the Corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), hold, own, 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 Association;

(d) borrow money, and pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Indiana by law may now or hereafter have or exercise.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

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 LeBrun N. Smith, R. R. #4, Box 304, Bloomington, Indiana.

Section 2. Principal Office. The post office address of the principal office of the Corporation is R. R. #4, Box 304, Bloomington, Indiana.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium unit or any Lot, as the same is defined in the Declaration of Condominium for LaSalle's Woods Phase I Condominium or any other condominium declaration which may hereafter be recorded to establish horizontal property regimes on land at The Pointe, or in the Declaration of Covenants, Conditions and Restrictions establishing this Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any condominium unit or Lot which is subject to assessment by the Association.

The Association shall have two classes of voting membership:

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

Class B. The Class B member shall be the Developer (as defined in the Declaration), and shall be entitled to 1500 votes. The Class B memberships shall cease and become a nullity on the happening 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 memberships; or

- (b) on January 1, 1990; or
- (c) upon surrender of said Class B membership by the holder thereof for cancellation on the books of the Association.

ARTICLE VI

Directors

Section 1. Number of Directors. The initial Board of Directors is composed of three members. If the exact number of Directors is not stated, the minimum number shall be three and the maximum number shall be equal to the number of condominium regimes at The Pointe unless the number of regimes is an even number in which event an additional at-large Director shall be elected. Provided, however, that the exact number of Directors shall be prescribed from time to time in the By-Laws of the Corporation; and provided further that under no circumstances shall the minimum number be less than three (3).

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

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
LeBrun N. Smith	4410 Sheffield Dr.	Bloomington, Ind.	47401
Robert Enoch	4701 N. Pennsylvania St.	Indianapolis, Ind.	46205
James Kaiser, M.D.	4909 N. Meridian St.	Indianapolis, Ind.	46208

ARTICLE VII

Incorporator

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

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
LeBrun N. Smith	R. R. #4, Box 304	Bloomington, Ind.	47401

ARTICLE VIII

Statement of Property

A statement of the property and an estimate of the value thereof, to be taken over by this Corporation at or upon its incorporation are as follows:

No property will be taken over by this Corporation at or upon its incorporation. Thereafter certain property constituting roadways and common greenbelt areas not within any individual horizontal property regime may be conveyed to the corporation but the value thereof is not presently ascertainable.

ARTICLE IX

Provisions for Regulation and Conduct of the Affairs of 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 waivers of notice of any such meetings.

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 notices or waivers of notice of any such meeting.

Section 3. By-Laws. The regulation and conduct of the affairs of the Corporation shall be governed by the provisions of the By-Laws of the Corporation. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the By-Laws of the Corporation.

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 amendment thereto or by any other applicable statute of the State of Indiana.

The undersigned, 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 the 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 the truth of the facts herein stated, this 15th day of October, 1974.



(Written Signature)

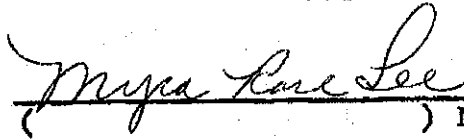
LeBrun N. Smith

(Printed Signature)

STATE OF INDIANA)
) SS:
COUNTY OF Monroe)

Before me, a Notary Public in and for said county and State, personally appeared the above Incorporator and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Seal this 15 day of October, 1974.



) Notary Public

My commission expires:

July 3, 1978

This instrument was prepared by Randolph L. Foxworthy, 2450 One Indiana Square, Indianapolis, Indiana 46204.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to me at this office Restated Articles of Incorporation for

THE POINTE SERVICE ASSOCIATION, INC.

WHEREAS said Restated Articles have been prepared and signed in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991

WHEREAS, upon due examination I find that they satisfy the requirements of Indiana Code Section 23-17-38-7;

NOW, THEREFORE, I JOSEPH H. HOGSETT, Secretary of State of the State of Indiana, hereby certify that I have this day filed said Articles in this office.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighteenth day of May, 1993

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

BY David R. Davis
deputy

197410-338

RECEIVED
CORPORATION DIVISION

FILED

CERTIFICATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE POINTE SERVICE ASSOCIATION, INC.**

Sheryl L. Layton
SECRETARY OF STATE OF INDIANA

The undersigned ³²certifies that she is the President of

The Pointe Service Association, Inc. (the "Corporation") and that the Amended and Restated Articles of Incorporation (the "Restated Articles") submitted to the Secretary of State of the State of Indiana with this Certificate were adopted by the Corporation in the manner and by the vote required to constitute full legal compliance with the provisions of applicable law, the previously existing Articles of Incorporation of the Corporation (the "Former Articles"), and the Bylaws of the Corporation. The undersigned further certifies the following:

- (1) The name of the Corporation is The Pointe Service Association, Inc.
- (2) The Corporation's date of incorporation was October 18, 1974.
- (3) The Restated Articles contain amendments to the Former Articles that require approval of the members of the Corporation.
- (4) The Restated Articles are restated in their entirety.
- (5) The resolution proposing to amend and restate the Articles of Incorporation of the Corporation was approved by the Board of Directors on December 12, 1992, at a meeting of the directors, duly called and legally held, and at which a quorum was present.

- (6) The Restated Articles were adopted by the members of the Corporation on MARCH 31, 1993, by written ballot conducted in accordance with the provisions of applicable law.
- (7) The Corporation has one (1) class of membership, comprising eight hundred ten (810) members, each of which is entitled to one (1) vote with respect to the adoption of the Restated Articles.
- (7) A total of _____ (264) members cast votes with respect to the adoption of the Restated Articles.
- (8) The total number of member votes cast for adoption of the Restated Articles was _____ (261). The total number of member votes cast against adoption of the Restated Articles was _____ (3).

The foregoing Certificate has been executed at
Bloomington, Indiana, this 13th day of April,
1993.

Nancy Hyslop
Nancy Hyslop, President
The Pointe Service Association, Inc.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE POINTE SERVICE ASSOCIATION, INC.

ARTICLE I

Name

The name of the Corporation is THE POINTE SERVICE ASSOCIATION, INC. (the "Corporation").

ARTICLE II

Purposes

This Corporation is a mutual benefit corporation. The purposes for which this Corporation is organized, and will at all times be operated, are exclusively:

Section 1. To acquire, construct, manage, maintain, preserve, and exercise general control for the mutual benefit of all members over "association property" of the Corporation (as such term is defined in Section 528 of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future United States internal revenue laws) (the "Association Property"), also known as "The Pointe", a multi-phase condominium development; and

Section 2. To promote the health, safety, common good, and social welfare of all owners of property in and residents of The Pointe.

ARTICLE III

Powers

Subject to and in furtherance of the purposes for which it is organized, the Corporation shall have, in addition to the general rights, privileges, and powers conferred by law, the following rights, privileges, and powers:

Section 1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in these Amended and Restated Articles of Incorporation (the "Articles"), the Corporation's Amended and Restated Bylaws (the "Bylaws") and in that certain "Declaration of Covenants, Conditions and Restrictions" dated October 23, 1974, and recorded as Instrument No. 62543 in Book 88, Pages 75 through 88, on October 24, 1974, in the office of the Recorder of Monroe County, Indiana, and as the same may be amended from time to time as therein provided (the "Declaration"), such Declaration being incorporated herein as if set forth at length. This Corporation is referred to as the "Association" in the Declaration;

Section 2. To fix, levy, collect, and enforce payment, by any lawful means, of all charges or assessments made pursuant to the terms of the Declaration or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or assessed against the property of the Corporation;

Section 3. To dedicate, sell, or transfer all or any part of the Corporation's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by the Board of Directors;

Section 4. To continue as a corporation under its corporate name perpetually;

Section 5. To sue, be sued, complain, and defend in the Corporation's corporate name;

Section 6. To have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument;

Section 7. To make or amend bylaws not inconsistent with the Corporation's Articles or with Indiana law for managing the affairs of the Corporation;

Section 8. To purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

Section 9. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Corporation's property;

Section 10. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity;

Section 11. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income;

Section 12. To lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law;

Section 13. To be a promoter, a partner, a member, an associate, or a manager of any partnership, joint venture, trust, or other entity;

Section 14. To conduct the Corporation's activities, locate offices, and exercise the powers granted to it inside or outside Indiana;

Section 15. To elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents;

Section 16. To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the Corporation's current or former directors, officers, employees, and agents;

Section 17. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;

Section 18. To impose dues, assessments, admission, and transfer fees upon the Corporation's members;

Section 19. To establish conditions for admission of members, admit members, and issue membership;

Section 20. To carry on a business;

Section 21. To have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code section 30-4-3-3 as it may be amended from time to time;

Section 22. To purchase and maintain insurance on behalf of any individual who:

- (a) is or was a director, an officer, an employee, or an agent of the Corporation;
- or
- (b) 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 applicable law;

Section 23. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, unless otherwise provided in the Declaration;

Section 24. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation; and

Section 25. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Resident Agent and Registered Office

Section 1. The name and address of the resident agent in charge of the Corporation's registered office, at the time of the filing of these Articles, is Nancy Hyslop, 9521 South Pointe LaSalle's Drive, Bloomington, Indiana 47401.

Section 2. The street address of the registered office of the Corporation, at the time of the filing of these Articles, is 9521 South Pointe LaSalle's Drive, Bloomington, Indiana 47401.

ARTICLE VI

Membership

The Corporation shall have members. The characteristics, qualifications, rights, limitations, and obligations of the members are described below.

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any apartment or condominium unit ("Unit") or any Lot, as the same are defined in any condominium declaration that is or may hereafter be recorded to establish horizontal property regimes on land at The Pointe, or in the Declaration establishing this Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security

for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Unit or Lot which is subject to assessment by the Corporation.

Section 2. The Corporation shall have one (1) class of membership.

Section 3. The members shall have such rights, duties, liabilities, and obligations, and shall be subject to such limitations and restrictions, as are provided herein, in the Bylaws, the Declaration, and the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 4. Except as otherwise provided herein, in the Bylaws, or in the Declaration, members shall be entitled to one (1) vote for each Unit or Lot owned. Where more than one (1) person or entity constitutes the owner of a particular Unit or Lot, all such persons or entities shall be members of the Corporation, but the vote with respect of such Unit or Lot shall be exercised as the persons or entities holding an interest in such Unit or Lot determine among themselves, but in no event shall more than one (1) vote be cast with respect to such Unit or Lot.

ARTICLE VII

Directors

Section 1. Membership on the Corporation's Board of Directors shall be governed by the Corporation's Bylaws.

Section 2. The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws at a number no less than five (5) and no greater than twenty (20). Whenever the Bylaws do not specify or fix the exact number of directors, the number shall be thirteen (13).

Section 3. The names and addresses of the members of the Board of Directors at the time of the filing of these Articles, and the Villages or positions they represent, are as follows (the designation of Groups is pursuant to the immediately succeeding Article VIII, Section 1):

GROUP ONE DIRECTORS

Harbour Pointe

Julie Janove
9619 Harbour Pointe Drive
Bloomington, Indiana 47401

LaSalle's Woods

Nancy Hyslop
9521 S. Pointe LaSalle's Dr.
Bloomington, Indiana 47401

Pointe Retreat

Jerry Anderson
2250 E. Pointe Road
Bloomington, Indiana 47401

GROUP TWO DIRECTORS

Bay Pointe

Randy Nahvi
Indiana Steel & Wire
Muncie, Indiana 47307

East Bay

Howard McClelland
9139 S. Pointe Ridge
Bloomington, Indiana 47401

Eagle Bay

Charles Thompson
3938 Eagle Bay Drive
Bloomington, Indiana 47401

Water's Edge I

Roger Miller
P.O. Box 667
Frankfort, Indiana 46041

Water's Edge II

Vernon Lee
1331 Tulip Lane
Munster, Indiana 46321

Woodridge

Dave Wothke
115 Raintree Drive
Zionsville, Indiana 46077

Incomplete Villages
and Fee Simple Lots

Fairway Knolls

Jack Tilson
P.O. Box 1
Smithville, Indiana 47458

Greenridge

George Schmidt
9100 Greenridge Lane
Bloomington, Indiana 47401

At-Large

ARTICLE VIII

Election of Directors

Section 1. The Board of Directors shall be divided into two (2) groups, each comprising an approximately equal number of directors. The initial Group One shall have seven (7) members, representing the complete Villages, incomplete Villages, and fee simple lots listed under Group One in Section 3 of Article VII, and shall be composed of the directors identified as Group One directors in such section. The initial Group Two shall have six (6) members, representing the complete Villages and one (1) at-large position listed under Group Two in Section 3 of Article VII, and shall be composed of the directors identified as Group Two directors in such section.

Section 2. To stagger the terms of the directors, the term of the initial Group One directors shall expire on the date of the annual meeting of the members held during the fiscal year beginning January 1, 1993, and the term of the initial Group Two directors shall expire on the date of the annual meeting of the members held during the fiscal year beginning January 1, 1994. Commencing in 1993, the appropriate group of directors shall be elected each year at the annual meeting of the members held during each fiscal year to fill both the vacancies in the group of directors whose terms expire that year and the vacancies in such group, if any, resulting from an increase in the total number of directors. Each director shall be elected by majority vote of the members of the Corporation present, in person or by proxy, at the annual meeting of the members.

Section 3. Except as otherwise provided in these Articles or the Bylaws, a director shall serve for a term of two (2) years and until his or her successor is elected and qualified. A director may serve any number of consecutive or nonconsecutive terms, unless the number of terms is limited in the Bylaws of the Corporation.

Section 4. When a vacancy occurs on the Board of Directors for any reason other than the expiration of a director's term, an increase in the number of directors, or the removal of a director by the membership, the remaining directors shall, by majority vote of the remaining members, elect a director to fill

such vacancy and such director shall serve the balance of the unexpired term associated with the vacancy the director is filling and until his or her successor is elected and qualified.

Section 5. A director may be removed, with or without cause, by a majority vote of the members present, in person or by proxy, at a meeting called for that purpose and at which a quorum is present.

ARTICLE IX

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Meetings of the Corporation's members and Board of Directors may be held at such places, within or without the State of Indiana, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of such meetings, if any.

Section 2. The regulation and conduct of the affairs of the Corporation shall be governed by the provisions of the Bylaws of the Corporation. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation.

Section 3. 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 amendment thereto, or by any other applicable statute of the State of Indiana.

Section 4. No member, director, or individual may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered, and no part of the Corporation's net earnings shall inure to the benefit of any member, director, or other individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association Property, and other than by rebate of excess membership dues, fees, charges, and assessments).

Section 5. Subject to the provisions of these Articles, the Declaration, the Bylaws, and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 6. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, Declaration, and applicable law.

Section 7. The Board of Directors may, from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the board deems desirable for the furtherance of the purposes of the Corporation.

Section 8. Any contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are interested, or between the Corporation and any other corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote sufficient for the purpose without counting the votes or consents of such interested director or directors. The interested director or directors may be counted in determining the presence of a quorum at such meeting. This Section 8 of this Article IX shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common, equitable, or statutory law applicable thereto.

Section 9. No member or director of the Corporation shall be liable for any of its obligations.

Section 10. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other nonprofit organizations that have been selected by the Board of Directors and that are organized and operated for purposes substantially the same as those of the Corporation.

This instrument was prepared by Paul Lowell Haines, Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.