

ARTICLES OF INCORPORATION

OF

WILLIAMSON RUN HOMEOWNERS ASSOCIATION, INC.

APPROVED  
AND  
FILED

The undersigned incorporator, desiring to form a corporation (the "Corporation"), pursuant to the provisions of the Indiana Notary Public For-Profit Corporation Act of 1971, as amended (the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be "Williamson Run Homeowners Association, Inc."

ARTICLE II

Purposes and Powers

Section 1. Purposes. The Corporation is formed in connection with the development of Williamson Run, a single-family residential community being developed in Hamilton County, Indiana, to be evidenced by a plat or plats thereof now or hereafter recorded in the Office of the Recorder of Hamilton County, Indiana (the "Development"), and, in furtherance of such general purpose, shall have the following specific purposes:

(a) To provide for the management, regulation and maintenance of certain improvements and common areas constructed or to be constructed within the Development, such purposes being more particularly specified in a certain declaration of covenants, conditions and restrictions of Development (the "Declaration"), as recorded or to be recorded in the office of the Recorder of Hamilton 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 or Owners as a group referred to in the Declaration.

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

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Section 2. Powers. Subject to any specific written limitations imposed by the Act, or otherwise by law 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 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

#### Registered Office and Resident Agent

The post office address of the principal office of the Corporation is 1980 East 116th Street, Suite 125, Carmel, Indiana 46032; and the name and post office address of its Resident Agent in charge of such office is William B. Blake, 1980 East 116th Street, Suite 125, Carmel, Indiana 46032.

### ARTICLE V

#### Membership and Voting Rights

Section 1. Membership. All lot owners in the Development, as well as the members of the first Board of Directors as designated in Article VI herein, or their successors as appointed by the 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 (1) 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 (1) vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall automatically convert to Class A membership upon the earlier of (a) the date when the total votes outstanding in the Class A membership are equal to the total votes outstanding in the Class B membership, or (b) January 1, 1998.

Section 3. Meetings. All classes of members shall be entitled to attend meetings of all of 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 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. 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 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 (2/3's) 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</u>     | <u>State</u> |
|------------------|-------------------------------------|-----------------|--------------|
| William B. Blake | 1980 East 116th Street<br>Suite 125 | Carmel, Indiana | 46032        |

|               |                                     |                          |
|---------------|-------------------------------------|--------------------------|
| Mark W. Boyce | 1980 East 116th Street<br>Suite 125 | Carmel, Indiana<br>46032 |
| John Gavurnik | 1980 East 116th Street<br>Suite 125 | Carmel, Indiana<br>46032 |

#### ARTICLE VII

##### Incorporator

The name and post office address of the incorporator are as follows:

| <u>Name</u>          | <u>Number and Street</u>               | <u>City</u>   | <u>State</u>     |
|----------------------|--|---------------|------------------|
| Lewis E. Willis, Jr. | 50 South Meridian Street,<br>Suite 700 | Indianapolis, | Indiana<br>46204 |

#### 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 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 waivers 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 notices or waivers of notice of any such meeting.

Section 3. By-Laws. The Board of Directors of the Corporation shall have 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 of the Corporation, except as otherwise provided in the Declaration.

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, being a natural person, does hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and to all persons whom it may concern, that a membership list of the Corporation for which a Certificate of Incorporation is hereby applied for has heretofore been opened in accordance with the Act, and that at least three (3) persons have signed such membership list.


IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article VII, executes these Articles of Incorporation of the Corporation and hereby verifies subject to the penalties of perjury that the facts herein are true, this 18th day of May, 1990.

  
Lewis E. Willis, Jr.

STATE OF INDIANA       )  
                              ) SS:  
COUNTY OF MARION     )

Before me, a Notary Public in and for said County and State, personally appeared Lewis E. Willis, Jr., being the incorporator referred to in Article VII of the foregoing Articles of Incorporation, who, after being duly sworn, acknowledged the execution thereof and stated that the facts therein contained are true.

WITNESS my hand and Notarial Seal this 18th day of May, 1990.

  
(NANCY M. OWENS), Notary Public

My Commission Expires:

March 5, 1994

My County of Residence is:

Marion

This instrument was prepared by Lewis E. Willis, Jr., Attorney.

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STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

WILLIAMSON RUN HOMEOWNERS 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 Not-For-Profit Corporation Act of 1971,

as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin May 18, 1990.

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, 1990

*Joseph H. Hogsett*

JOSEPH H. HOGSETT, Secretary of State

By *Anna A. Hara*

Deputy

