

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF INCORPORATION

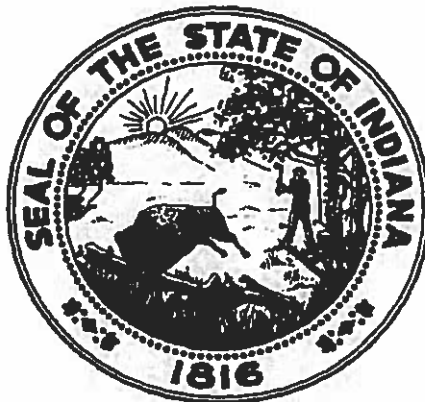
of

THE PINES MASTER ASSOCIATION, INC.

I, CONNIE LAWSON, 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.

Indiana Secretary of State
Packet: 2013060500117
Filing Date: 06/03/2013
Effective Date: 06/03/2013

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, June 03, 2013.



In Witness Whereof, I have caused to be
affixed my signature and the seal of the
State of Indiana, at the City of Indianapolis,
June 3, 2013.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

2013060500117 / 2013060518700

Indiana Secretary of State
Packet: 2013060500117
Filing Date: 06/03/2013
Effective Date: 06/03/2013

NONPROFIT

JUN -3 ARTICLES OF INCORPORATION

OF

THE PINES MASTER ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of Indiana Code 23-17-1-1, et seq. (hereinafter referred to as the "Act"), hereby executes the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is The Pines Master Association, Inc.

ARTICLE II

PURPOSE

This Corporation is a mutual benefit corporation. The purposes for which the Corporation is formed are:

Section 1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Master Plan for the Pines of Greenwood PUD with respect to the real estate bound thereby (hereinafter called the "Master Plan"), and recorded as Instrument No. 1999010066 in the Office of the Recorder of Johnson County, Indiana, as the same may be amended from time to time.

Section 2. To fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of 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 imposed against the property of the Corporation.

Section 3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain any real or personal property which is held in title by this Corporation.

Section 4. To borrow money, and with the assent of the members as provided for in the Bylaws, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

APPROVED
AND
FILED
Cecilia Johnson
IND. SECRETARY OF STATE

Section 5. To enter into agreements with individuals, entities or governmental bodies for the management, maintenance and betterment of the community described in the Master Plan irrespective of whether the agreement affects property inside or outside the PUD.

Section 6. To do everything necessary, proper, advisable or convenient for the accomplishment of any to the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

Section 7. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of said sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

Section 8. The Corporation is formed exclusively for purposes for which a Corporation may be formed under Indiana Code 23-17-1-1, et seq., as amended, and not for the purpose of or resulting in the pecuniary remuneration of its members as such; provided, however, this section shall not prohibit the Corporation from being authorized to pay reasonable compensation to its members, officers or directors for services actually rendered to or for the Corporation in carrying out one or more of its purposes.

ARTICLE III

TERM OF EXISTENCE

The period during which the Corporation shall continue is perpetual or such shorter time as is established by the Master Plan.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The name of the Corporation's initial registered agent is Scott A. Tanner. The street address of the initial registered office of the Corporation is 6125 S. East St. (U.S. 31), Indianapolis, IN 46227.

ARTICLE V

MEMBERSHIP

There shall be one class of membership. Each Owner in the Pines of Greenwood Homeowners Association, Inc. and the Village Pines at Pines of Greenwood Homeowners Association, Inc., as defined in their respective Declaration of Covenants, shall be a Member and shall possess voting rights only as stated in the Bylaws.

ARTICLE VI

DIRECTORS

Section 1. Number of Directors. The Master Board of Directors shall be composed of five (5) members according to the terms of the Declaration of Covenants for both Pines of Greenwood and Village Pines.

Section 2. Names of Initial Directors. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rhonda Corda	P.O. Box 472, Greenwood, IN 46142
Mike Irelan	P.O. Box 472, Greenwood, IN 46142
Armita Cousins	P.O. Box 323, Greenwood, IN 46142
Colleen Lunn	P.O. Box 323, Greenwood, IN 46142
Jennifer Ritchie	P.O. Box 323, Greenwood, IN 46142

Section 3. Removal of Directors. Directors on the Master Association Board of Directors may only be removed by a majority vote of the Master Association Board per the Bylaws. The Members of the Master Association may not remove a Master Association Director.

ARTICLE VII

INCORPORATOR

The name and post office address of the incorporator of the Corporation is Scott A. Tanner, TANNER LAW GROUP, 6125 S. East St. (U.S. 31), Indianapolis, In 46227.

ARTICLE VIII

DISSOLUTION

Upon dissolution, after the payment of all claims and expenses necessary to wind up and liquidate the Corporation's affairs, the Corporations shall transfer any remaining assets to the Corporation's members or, if the Corporation has no members, to those persons whom the Corporation holds the Corporation out as benefiting or serving.

ARTICLE IX

AMENDMENT OF ARTICLES

These Articles may be amended at any time with the approval of not less than a majority of the Members of the Corporation casting votes.

ARTICLE X

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1. Meetings of Members. Meetings of the members of the Corporation shall be held at least annually at such place, 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 any such meeting.

Section 2. Meetings of Directors. Meetings of directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be authorized by the Bylaws and specified in the notices or waivers of notice of such meetings.

Section 3. Amendment of Bylaws. The Bylaws of the Corporation may be amended upon the affirmative vote or written consent, or any combination thereof, of a majority of all Members of the Master Board. Notwithstanding the foregoing, Section 4.17 of these Bylaws may be amended only with (a) the affirmative vote or written consent, or any combination thereof, of Members representing two-thirds (2/3) of the Total Votes in the Village Pines Association and of Members representing two-thirds (2/3) of the Total Votes in the Pines of Greenwood Association.

Section 4. Consent Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors (or a committee thereof) may be taken without a meeting if notice of the proposed action is provided to all Master Directors and the action is

approved by a majority of the entire Master Board in writing or email. If an action is approved via writing or email, evidence of the approval must be made a part of the Corporate Board meeting minutes or records. However, failure to keep such documentation of the approval does not automatically invalidate the decision.

Section 5. Indemnification. Every person who is or was an incorporator, director, officer or employee of this Corporation or of any other corporation for which he is or was serving in any capacity at the request of the Corporation shall be indemnified by this Corporation against any and all liability and expense that may be incurred in connection with or resulting from or arising out of any claim, action, suit or proceeding, provided that such person is wholly successful with respect thereto or acted in good faith in what was reasonably believed to be in or not opposed to the best interest of this Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful and he was acting in accordance with the Bylaws, these Articles of Incorporation and other rules and regulation of the Corporation. As used herein, "claim action, suit or proceeding" shall include any claim, action, suit or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise), civil, criminal, administrative or investigative, whether actual, or threatened or in connection with an appeal relating thereto, whether formal or informal, in which an incorporator, director, officer or employee of this Corporation may become involved, as a party or otherwise,

(a) by reason of his being or having been an incorporator, director, officer, or employee of this Corporation or such other corporation;

(b) by reason of any past or future action taken or not taken by him in any such capacity, whether or not he continues to be such at the time such liability or expense is incurred.

The terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements, amounts of judgments, fines or penalties and amounts paid in settlement by or on behalf of an incorporator, director, officer, or employee of the Corporation. The termination of any claim, action, suit or proceeding by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an incorporator, director, officer or employee of the Corporation did not meet the standards of conduct set forth in this section.

Any such incorporator, director, officer or employee of the Corporation who has been wholly successful with respect to any such claim, action, suit or proceeding shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation but only if (i) the Master Board acting by a quorum consisting of Directors who are not parties to or who have been wholly successful with respect to such claim, action, suit, or proceeding shall find that the incorporator, director, officer or employee of the Corporation, as applicable, has met the standards of conduct set forth herein; (ii) where a quorum cannot be obtained under (i) above, by a majority vote of a committee designated by the Master Board consisting solely of at least two (2) directors not at the time parties to the proceeding; (iii) special legal counsel shall deliver to

the Corporation their written opinion that such incorporator, director, officer or employee of the Corporation has met such standards of conduct; or (iv) approved by the members.

If several claims, issues or matters of action are involved, any such person may be entitled to indemnification as to some matters even though he is not entitled as to other matters.

The Corporation may advance expenses to or, where appropriate, may at its expense, undertake the defense of any such director, officer or employee of the Corporation if: (i) such incorporator, director, officer, employee or member furnishes the Corporation with a written affirmation of such person's good faith belief that such person has met the standard of conduct required for indemnification; (ii) such incorporator, director, officer, employee or member furnishes the Corporation with a written undertaking, executed personally or on such person's behalf, to repay an advance if it is ultimately determined that such person did not meet the standard of conduct required for indemnification; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under these Articles of Incorporation.

A person who is a party to a proceeding may not apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for a finding that said person should be indemnified pursuant the these Articles of Incorporation.

The provisions of this section shall be applicable to claims, actions, suits or proceeding made of commenced after the adoption hereof, whether arising from acts or omissions to act during, before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law and shall inure to the benefit of the heirs, executors and administrators of any such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an incorporator, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an incorporator, director, officer, employee or agent of another corporation, against any liability asserted against him and incurred by him in any 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 or otherwise.

Section 6. Powers of Directors. In addition to the powers and the authority granted by these Article of Incorporation, the Master Plan, the Declaration of Covenants for both The Pines of Greenwood and The Village Pines, or by statute expressly conferred, the Master Board of Directors of the Master Association is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done under the laws of the State of Indiana by a Corporation organized and existing under the provisions of the Act and not specifically prohibited or limited by these Articles.

IN WITNESS WHEREOF, the undersigned being the incorporator designated in Article VII above, does hereby adopt these Article of Incorporation. The undersigned further verifies, under the penalties of perjury, that the facts contained herein are true.

Date: 6/3/13



Scott A. Tanner, Incorporator

STATE OF INDIANA)
)
COUNTY OF JOHNSON)

Before me a Notary Public in and for said County and State, personally appeared Scott A. Tanner, the Incorporator of The Pines Master Association, Inc., who acknowledged execution of the foregoing Articles of Incorporation of The Pines Master Association, Inc. and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal of this 3rd day of June, 20 13.



Notary of Public - Signature
Christina G. Short

Printed

STAMP:



I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. Scott A. Tanner

This instrument prepared by and should be returned to:
Scott A. Tanner, TANNER LAW GROUP, 6125 S. East St. (U.S. 31), Indianapolis, IN 46227