

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

CERTIFICATE OF INCORPORATION

WATER'S EDGE HOMEOWNERS ASSOCIATION, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

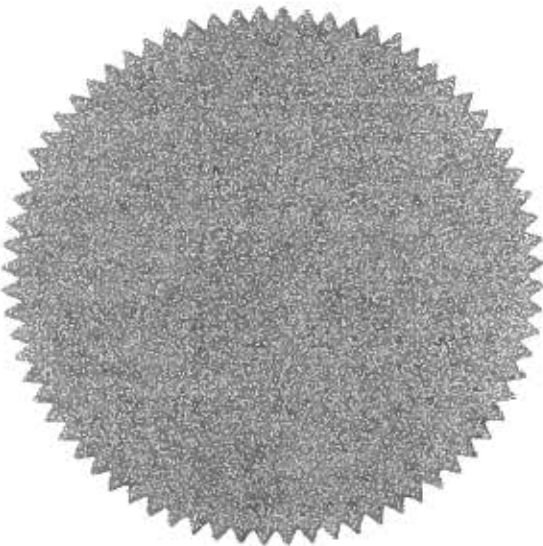
NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.

In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis, this
28th _____ day of

December _____ 19 83

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy



APPROVED
AND
FILED

DEC 28 1983

ARTICLES OF INCORPORATION

OF

WATER'S EDGE HOMEOWNERS ASSOCIATION, INC.

Edmund J. Gueco
SECRETARY OF STATE OF 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, (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is WATER'S EDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

Purposes

The purposes for which the Corporation is formed are: To provide for the maintenance, repair, replacement, administration and operation of the "Property" as such term is defined in a certain Declaration of Condominium heretofore filed or to be filed with the Office of the Recorder of Monroe County, Indiana, by William H. Andrews, as Declarant, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and for these purposes to:

(A) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the By-Laws and Declaration;

(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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(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 Corporation;

(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 Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Administrators;

(F) have and 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.

The foregoing purposes shall also be construed to be powers, provided, however, that no part of the net earnings of the Corporation shall ever inure to the benefit of any member except (i) to pay the cost of acquiring, constructing, managing, maintaining or caring for "Property", and (ii) to refund excess dues, fees or assessments.

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 Corporation's Resident Agent for service of process is: William H. Andrews, P.O. Box 1234, Bloomington, Indiana 47402.

Section 2. Principal Office. The post office address of the principal office of the Corporation is: P.O. Box 1234, Bloomington, Indiana 47402.

ARTICLE V.
Membership

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustee or Incorporators may be included in the Membership.)

Section 1. Classes (if any): There shall be one class of members; membership shall be determined in accordance with the Code of By-Laws.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes: NONE

Section 3. Voting Rights of Classes: The voting rights of the members shall be as set forth in the Code of By-Laws.

ARTICLE VI.
Directors

Section 1. Number of Directors. The Corporation shall be governed by a Board of Administrators which shall fulfill the function of a Board of Directors. The initial Board of Administrators is composed of three (3) members. The minimum number of Administrators shall be three (3) and the maximum number shall be fifteen (15). Provided, however, that the exact number of Administrators 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 Initial Board of Administrators are:

<u>Name</u>	<u>Number & Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Ronald J. Killion	2024 Water's Edge Dr.	Bloomington	IN	47401
John H. Stern	2054 Water's Edge Dr.	Bloomington	IN	47401
William H. Andrews	P.O. Box 1234	Bloomington	IN	47402

ARTICLE VII.
Incorporator(s)

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

<u>Name</u>	<u>Number & Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
William H. Andrews	P.O. Box 1234	Bloomington	IN	47402

ARTICLE VIII.
Statement of Property (If Any)

A statement of the property and an estimate of the value thereof, to be taken over by this Corporation at or upon its incorporation, is as follows: NONE

ARTICLE IX.
Provisions for Regulation and Conduct
of the Affairs of Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the

administrators or the members of any class or classes of members are as follows: The Code of By-Laws of Water's Edge Homeowners Association, Inc., attached hereto, are hereby incorporated by reference thereto.

The undersigned, being one or more persons, do 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 13th day of December, 1983.

William H. Andrews
(Written Signature)

William H. Andrews
(Printed Signature)

NOTARY ACKNOWLEDGEMENT

STATE OF INDIANA)
) SS:
COUNTY OF MONROE)

Before me, Julie A. Duncan, 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 13th day of December, 1983.

(SEAL)

My Commission Expires:

6-5-87

Julie A. Duncan
(Written Signature)

Julie A. Duncan
(Printed Signature)

My County of Residence is:

Monroe

This instrument was prepared by: William H. Andrews, Attorney-at-Law,
P. O. Box 1234, Bloomington, IN 47402