

**ARTICLES OF INCORPORATION
OF
STONES CROSSING SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, executes the following Articles of Incorporation:

ARTICLE I

Name

Section 1.01. Name and Type. The name of the Corporation shall be STONES CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION, INC. This Corporation is a mutual benefit corporation. Certain capitalized words used herein shall have the meaning set forth in Article XI below.

ARTICLE II

Purposes and Powers

Section 2.01. Primary Purposes. The purposes for which this Corporation is formed are to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declarations and all Supplemental Declarations.

Section 2.02. Additional Purposes. In addition, the Corporation is formed for the promotion of health, safety and welfare of the residents of the Stones Crossing Subdivision and other non-profitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation under the provisions of Section 528 of the Internal Revenue code of 1986 (hereinafter referred to as the "Code") and the regulations issued pursuant thereto, as amended.

Section 2.03. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by the Declarations or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 and Section 2.02 of these Articles, the Corporation shall have the following specific powers:

- (a) To Manage, etc. To manage, maintain, repair and replace the common area, and appurtenant easements, improvements and other property of every kind and nature whatsoever, real, personal or mixed, located upon the common area or used or held for use in connection with the business or operation of the Corporation for the benefit and use of the Members of the Corporation, subject to such restraints or suspensions of use and voting rights of Members as are provided herein, in the By-Laws

and in the Declarations.

(b) To Make Assessments. To fix, levy and collect Assessments and to enforce payment thereof by all lawful means.

(c) To Promulgate Rules. To promulgate such rules and regulations and perform such deeds as are deemed necessary to achieve the aforesaid purposes.

(d) To Insure. To secure from insurers licensed and approved in the State of Indiana, appropriate fire/property damage coverage, comprehensive general liability coverage and such other forms of insurance as may be deemed necessary or appropriate.

(e) To Secure Services. To secure professional managerial services by employing a professional manager, contracting with a professional management service or entity, or otherwise, which services may include administrative, managerial, bookkeeping, legal, architectural, engineering, maintenance, repair, construction and other services.

(f) To Acquire and Dispose of Property. To acquire by gift, purchase or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of the Corporation subject to the provisions of the Declarations.

(g) To Borrow. Except as otherwise provided herein and in the By-Laws, to borrow money and, subject to the provisions of the Declarations, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Corporation, or a pledge of monies to be received pursuant to the provisions of the Declarations or any Supplemental Declarations, and to assign and pledge its right to make Assessments and its right to claim a lien therefor.

(h) To Appoint a Fiscal Agent. To appoint any Person as its fiscal agent to collect all Assessments and charges levied by the Corporation and to enforce the Corporation's liens for unpaid Assessments and charges or any other lien held by the Corporation.

(i) To Make Contracts. To enter into, perform, cancel and rescind all kinds of contractual obligations, including the guarantee of the obligations and performance of others, except as limited by the By-Laws and the Declarations.

(j) To Act With Others. To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any Person or Persons, whether legally constituted or informally organized.

(k) To Pay. To pay all Operating Expenses, including all licenses, taxes or governmental charges levied or imposed against the property.

(l) To Merge. To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional real estate as provided in the Declarations.

(m) To Otherwise Act. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

Section 2.04. Limitations Upon Powers.

(a) Earnings. No Member of the Corporation shall have or receive any earnings from the Corporation, except a Member who is an employee of the Corporation, which event he may receive fair and reasonable compensation for his services as an employee; and a Member may also receive payments of principal and interest at a rate not exceeding that from time to time permitted by the Act on funds loaned or advanced by him to the Corporation.

(b) Loans to Directors. The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.

(c) Loans over \$5,000. Except when necessary to settle claims against the Association for a violation of a state or local law or to address an emergency that affects public health, safety, or welfare, the Association shall not borrow more than five thousand dollars (\$5,000.00) during a calendar year or ten percent (10%) of the annual budget for the previous year, whichever is greater, unless a majority of the Members vote to approve the proposed amount. The vote must be conducted by paper ballot. The ballots must be distributed at least thirty (30) days before the date that the votes are to be opened and counted. Votes must be opened and counted at a public meeting held by the Association.

(d) Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation, including advances and loans of members of the Corporation, and, if so authorized by the Board of directors, distribution to members of the Corporation of such amounts as may be authorized by the Act, shall be dedicated by the Board of Directors to an appropriate public agency to be used for purposes similar to those for which this Corporation was organized. In the event such dedication is refused acceptance, such assets shall be transferred by the Board of Directors to the state of Indiana or any instrumentality or subdivision thereof exclusively for public purposes, or to any nonprofit corporation whose purposes are substantially the same as those of the corporation and which, at the time of transfer, is exempt from Federal taxation under Sections 501(c)(3), 501(c)(4) or 528 of the Code or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so dedicated or transferred by the Board of Directors shall be disposed of in accordance with the Act. No Member, director or officer of the Corporation, or any

private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation, except as otherwise provided in these Articles or in the Act.

(e) Prohibited Activities.

(i) No part of the net earnings of the Corporation shall inure to the benefit of any Member, director or officer of the Corporation, or to any private individual;

(ii) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prospective provisions of the Code;

(iii) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

(iv) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal taxation under Section 528 of the code and Regulations issued pursuant thereto, as amended, or the corresponding provisions of any future United States internal revenue law, if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for profit unless the purposes of the Corporation set forth in Section 2.01 of these Articles cannot otherwise be achieved.

ARTICLE III

Period of Existence

Section 3.01. Period of Existence. The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Agent and Registered Office

Section 4.01. Registered Agent. The name of the Registered Agent in charge of the Corporation's principal office is Tina Dillon.

Section 4.02. Registered Office. The post office address of the registered office of the Corporation is 4740 Swisher Road, West Lafayette, IN 47906.

ARTICLE V

Membership

Section 5.01. Classes of Membership. The Corporation shall have two (2) classes of members as follows:

(a) Class A. Every Person, other than the Declarant, who is an Owner of a Lot shall be a Class A member of the Corporation. Class A membership shall be appurtenant to and may not be separated from the ownership of a Lot.

(b) Class B. The Declarant shall be a Class B member. No other Person, except a successor to substantially all of the interest of the Declarant in the Development Area, shall hold a Class B membership in the Corporation.

Section 5.02. Voting Rights.

(a) Class A Members. Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in Person or proxy pursuant to the voting procedures established in the By-Laws.

(b) Class B Members. The Class B member, if present, in Person or by proxy, shall be entitled to ten (10) votes for each Lot owned by the Class B Member.

(c) Casting of Votes. Members who are not natural persons shall designate by written notice to the Secretary of the Corporation the name of an individual who is authorized to exercise the right of such Member to vote. The name of such individual shall be kept on the records of the Corporation and may be changed only by written notice to the Secretary.

(d) Tabulation of Votes. In any matter upon which a vote of the Members is required or allowed, the votes of Class A members and the Class B member shall be totaled and considered as though there were a single class of membership.

Section 5.03. Termination of Membership.

(a) Class A Members. Membership in the Corporation shall lapse and terminate when a Class A member ceases to be an Owner of a Lot.

(b) Class B Member. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier: (a) when the title to all Lots of the Stones Crossing Subdivision have been conveyed to Class A Membership in the Corporation; (b) upon the affirmative vote of the Class B Membership; or (c) the expiration of the Development Period.

Section 5.04. Suspension of Membership Rights. No Class A or Class B Member may

be expelled from membership in the Corporation for any reason. The Board of Directors shall have the right to suspend the voting rights of a Class A Member for a period during which any Assessment or charge owed by the member remains unpaid in excess of three (3) months.

Section 5.05. Meetings of Members. All meetings of the Members shall be held at such place within the State of Indiana as may be designated by the Board of Directors pursuant to the provisions of the By-Laws.

Section 5.06. No preference, etc. There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the Members.

Section 5.07. Roster of Members. The Association must maintain the following information, which shall be made available to Members upon request and only used by Members for a purpose related to the operation of the Association and which may not be sold, exchanged, or otherwise transferred to any person:

(a) Roster. A current roster of all Members;

(b) Mailing Address. The mailing address and legal description for each Member; and

(c) Email and Fax. Email addresses or facsimile (fax) numbers, but only if the Members have consented to receive notice by email or fax. Email addresses and fax numbers shall be removed from the Association's records when the Member revokes consent to receive notice by said means. The Association shall not be liable for an erroneous disclosure of an email address or fax number.

ARTICLE VI

Directors

Section 6.01. Number of Directors. The initial Board of Directors of the Corporation shall consist of no fewer than three (3) Persons nor more than five (5) Persons. The number of Directors of the Corporation shall be specified from time to time in the By-Laws, but the minimum number shall be three (3) and the maximum number shall be five (5). Person's serving on the Board of Directors of the Corporation do not have to be a Member of the Corporation.

Section 6.02. Names. The names of the initial members of the Board of Directors are as follows:

Tina Dillon
James R. Kiracofe
Gregory A. Milakis

ARTICLE VII

Incorporator

Section 7.01. Name and Address of Incorporator. The name and post office address of the incorporator is Tina Dillon, 4740 Swisher Road, West Lafayette, IN 47906.

ARTICLE VIII

Statement with Respect to Property

Section 8.01. Property of Corporation. The Corporation, upon its incorporation, has no property of value.

ARTICLE IX

Provision for Regulation and Conduct of the Affairs of the Corporation

Section 9.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

Section 9.02. Code of By-Laws. The Board of Directors of the Corporation shall have the power, without the assent of the Members, to make, alter, amend, or repeal the By-Laws.

Section 9.03. Officers. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the By-Laws or prescribed by resolution of the Board of Directors in the manner specified in the By-Laws. The offices of President and Secretary shall not be occupied by the same Person.

Section 9.04. Initial Board. The Initial Board of Directors, named in Section 6.02 hereof, shall serve as the Board of Directors of the Corporation until the Applicable Date and, in the event of any vacancy or vacancies occurring in the Initial Board for any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by an individual appointed by Declarant. Any such individual appointed by Declarant shall thereafter be deemed a member of the Initial Board. If the Initial Board of Directors named in Section 6.02 hereof consists of fewer members than the maximum number of members specified hereunder then, at any time prior to the Applicable Date, the Declarant may, in its sole discretion, appoint an additional member, or additional members, so long as the number of members comprising the Board of Directors is always less than or equal to the maximum number of members permitted hereunder. Any additional members appointed by the Declarant shall thereafter be deemed to be a member of the Initial Board of Directors.

Section 9.05. Term of Office of Directors and Officers. Each officer and director shall hold his office for the term specified in the By-Laws, but no term shall end until a successor is

elected and qualified for the office to be vacated.

Section 9.06. Removal of Member of the Board of Directors. After the Applicable Date, any member of the Board of Directors may be removed or replaced, with or without cause, at a meeting of the Members called for such purpose by the affirmative vote of three-fifths (3/5) of all votes allocated to Members. Prior to the Applicable Date, any Director may be removed by Declarant with or without cause.

Section 9.07. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or any amendment thereto; but such power of amendment does not authorize any amendment that would permit any part of the net earnings of the Corporation to inure to the benefit of any private individual, that would modify the provisions of Section 2.04 if such modification would have the effect of disqualifying this Corporation as an organization exempt from Federal income taxation under the provisions of Section 528 of the Code, as amended, or such equivalent provisions as may hereafter exist from time to time or that would be in conflict with the provisions of the Declarations or any Supplemental Declarations.

Section 9.08. Non-Liability. No Member or Director of the Corporation shall be liable for any of the Corporation's obligations.

Section 9.09. Consent Resolutions. Any action required or permitted to be taken at any meeting of the Members or of the Board of Directors may be taken without a meeting if, prior to such action a written consent to such action is signed by all Members or all Directors, as the case may be, and such written consent is filed with the minutes of the proceedings of the Members or of the Board.

Section 9.10. Liability to the Corporation. No person shall be liable to the Corporation for any loss or damage suffered by the Corporation on account of any action taken or omitted to be taken by such person in good faith as a Director, officer, employee or agent of the Corporation if such person (i) exercised or used the same degrees of care as an ordinary prudent person in a like position would use under similar circumstance; or (ii) took or omitted to take such action in reliance upon information, opinions, reports or statements, including financial statements and other financial data, in each case, prepared or presented by any officer, employee or committee of the Board of Directors of the Corporation or counsel, public accountants or other professional persons engaged by the Corporation, but such person shall not be considered to be acting in good faith if such person has actual knowledge concerning the matter in questions that would cause such reliance to be unwarranted; or (iii) has not breached or failed to perform the duties of their position or office in compliance with the Act, Articles of Incorporation and By-Laws of the Corporation in a manner constituting willful misconduct or recklessness.

Section 9.11. Indemnification. The Corporation shall indemnify any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, against expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense of any action, suit, or proceeding, whether civil,

administrative, or investigative, in which he was, is made, or is threatened to be made a party by reason of being or having been a Director or officer or former Director or officer of the Corporation, or serving or having served at its request as a director or officer of another corporation, except in relation to matters as to which the person's acts or omissions are adjudged in the action, suit, or proceeding to be a breach of the person's duty to the Corporation. Such duty to the Corporation shall be to discharge the duties of the office in a manner that does not constitute willful misconduct or recklessness in the exercise of good faith and reasonable belief that the action or actions were in or not opposed to the best interest of the Corporation. The termination of any action, suit, or proceeding by adverse judgment, order, or settlement (whether with or without court approval) shall not, alone, create a presumption that the Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, did not properly discharge his duty to the Corporation. If several claims, issues, or matters are involved, a Director or officer or former director or officer of another corporation, may be entitled to indemnification concerning some matters even though indemnification may or cannot be given concerning other matters. In addition:

(a) To the extent that an individual has been successful on the merits or otherwise in the defense of any action, suit, or proceeding referred to in this Section 9.11, or in the defense of any claim, issue or matter therein, the individual shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

(b) Any indemnification against underlying liability provided for in this Section 9.11 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as director or officer of another corporation, is proper in the circumstance because the person has met the applicable standard of conduct set forth in Section 9.10. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding (b) if such an independent quorum is not obtained, by majority vote of a committee duly designated by the full Board of Directors (in which designation directors who are parties may participate), consisting solely of one or more directors not at the time parties to the proceeding; (c) by special legal counsel (1) selected by the independent quorum of the Board of Directors (or the independent committee thereof if no such quorum can be obtained), or (2) if no such independent quorum or committee thereof can be obtained, selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (d) by the Members, who are not directors who are at the time parties to the proceeding. Notwithstanding the foregoing, any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, shall be able to contest any determination that he or she has not met the applicable standard of conduct, by petitioning a court of appropriate jurisdiction.

(c) Expenses incurred in defending any action, suit, or proceeding, whether

civil, administrative, or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, to repay the amount paid by the Corporation if it shall ultimately be determined that he or she is not entitled to indemnification as provided in the Articles of Incorporation. No advance shall be given if the Corporation has completed the determination of conduct procedure as provided for in Section 9.11(b) and it is determined that the individual will be precluded from indemnification.

(d) The indemnification provided by this Section 9.11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of Members or disinterested directors, as a matter of law, or otherwise, both as to actions in the officer's or Director's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

(e) The indemnification and advancement of expenses provided by, or granted pursuant to the Articles of Incorporation shall vest at the time of occurrence or performance of any event, act or omission giving rise to any action, suit or proceeding of the nature referred to in these Articles and, once vested, shall not later be impaired as a result of any amendment, repeal, alteration or other modification of any or all of these provisions.

Section 9.12. Conflicting Provisions. Any further provisions consistent with the Articles of Incorporation and 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 this Corporation, of the Directors or of the members, may from time to time prescribed by the By-Laws of the Corporation. If there is any conflict between these Articles and the Declarations, the Declarations shall control. If there is a conflict between the By-Laws and the Declarations, the Declarations shall control. If there is any conflict between these Articles and the By-Laws, these Articles shall control.

ARTICLE X

Distribution of Assets on Dissolution or Final Liquidation

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution or liquidation of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, Corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

Definitions

Section 11.01. Terms. The following terms, as used in these Articles, and in the By-Laws, unless the context clearly requires otherwise, shall mean the following:

(a) “Act” means The Indiana General Nonprofit Corporation Act of 1991, as amended from time to time.

(b) “Applicable Date” means the date the Class B membership terminates as specified in Section 5.03(b) of these Articles.

(c) “Articles” means the Articles of Incorporation of the Corporation, as amended from time to time.

(d) “Assessments” means all sums lawfully assessed against the Members by the Corporation or as declared by the Declarations, any Supplementary Declarations, the Articles or the By-Laws including, without limitation, Operating Expenses.

(e) “Board of Directors” means the governing body of the Corporation.

(f) “By-Laws” means the Code of By-Laws of the Corporation, as amended from time to time.

(g) “Community Area(s)” or “Common Area(s)” shall mean the areas defined in, identified in, and/or shown as “Common Areas” in the Section 4 Declaration and the common areas defined in, identified in, and/or shown on the Restrictive Covenants and/or any Final Plat recorded for Stones Crossing Subdivision Phase One of Section One, Stones Crossing Subdivision, Section 2, and/or Stones Crossing Subdivision, Section 3, including, without limitation, the strip of ground located adjacent to and along Concord Road.

(g) “Corporation” means the Stones Crossing Subdivision Homeowners Association, Inc., an Indiana nonprofit corporation.

(h) “Declarations” means together (1) the Declarations of Covenants, Conditions, and Restrictions of Stones Crossing Subdivision Section 4, which was recorded in the office of the Recorder of Tippecanoe County, Indiana on _____, 2014, as Instrument Number _____ (the “Section 4 Declaration”); (2) the Restrictive Covenants For Stones Crossing Subdivision, Section One, Phase One, which was recorded in the office of the Recorder of Tippecanoe County, Indiana on March 12, 2003, as Instrument Number 03009695 (“Section One Restrictions”); and (3) Restrictive Covenants for Stones Crossing Subdivision Section Three, which was recorded in the office of the Recorder of Tippecanoe County, Indiana

on July 22, 2004, as Instrument No. 04021063 (“Section Three Restrictions”) (the Section One Restrictions and the Section Three Restrictions collectively, the “Restrictive Covenants”).

(i) “Development Area” means the real estate described in **Exhibit A** attached hereto and made a part hereof and the Section 4 Property (as hereinafter defined).

(j) “Development Period” means the later of (1) the period of time commencing with Declarant’s acquisition of the Section 4 Property from Concord Road, LLC, an Indiana limited liability company, and ending when Declarant has completed the development and the sale of, and no longer owns any Lots or other portion of the Development Area, or (2) December 31, 2023.

(k) “Declarant” means Wea Development, LLC, its successors and assigns to its interest in the Development Area other than Owners purchasing Lots or Residences by deed from Declarant (unless the conveyance indicates an intent that the grantee assume the rights and obligations of Declarant).

(l) “Initial Board” means those individuals appointed by Declarant as Directors pursuant to the power granted to Declarant in Section 9.04 of these Articles.

(m) “Lot” means a platted lot as shown on a Plat, and in addition thereto, each Lot defined in the Section 4 Declaration and included in the Section 4 Property.

(n) “Member” Means a Class A or Class B member of the Corporation.

(o) “Members” means Class A and Class B members of the Corporation.

(p) “Operating Expenses” means expenses of administration of the Corporation and expenses for the upkeep, maintenance, repair and replacement of the Community Area and other property owned by the Corporation.

(q) “Owner” means a person, including Declarant, who at the time has or is acquiring any interest in a Lot except a Person who has or is acquiring such an interest merely as security for the performance of an obligation.

(r) “Person” means an individual, firm, corporation, partnership, association, joint venture, trust or other legal entity, or any combination thereof.

(s) “Plat” means each plat of a part or all of the Development Area recorded in the Office of the Recorder of Tippecanoe County, Indiana.

(t) “Residence” means any structure intended exclusively for occupancy by a single family together with all appurtenances thereto, including private garage and outbuildings and recreational facilities usual and incidental to the use of a single family

residential lot.

(u) "Section 4 Property" means the last section of Stones Crossing Subdivision as described and/or depicted on Exhibit B attached hereto and made a part hereof.

(v) "Stones Crossing Subdivision" includes the Development Area described in Exhibit A attached hereto and made a part hereof.

(w) "Supplemental Declarations" means any supplemental restrictive covenants that may be recorded after the Declarations.

The undersigned, being the sole incorporator designated in Article VII, does hereby adopt these Articles of Incorporation, representing by his execution hereof to the Secretary of the State of Indiana and 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 one (1) person has signed such membership list.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation and verifies, subject to penalties of perjury, that the facts contained herein are true, to the best of his knowledge, information and belief, this _____ day of _____, 2014.

By: Tina Dillon
Tina Dillon
Its: President

This instrument prepared by: Daniel A. Teder of the firm of REILING TEDER & SCHRIER, LLC, 250 Main Street, Suite 601, P.O. Box 280, Lafayette, Indiana 47902. Telephone: (765) 423-5333. E-Mail Address: dat@rtslawfirm.com

EXHIBIT A

Legal Description of Development Area

The real estate commonly known as Stones Crossing Subdivision, Phase One of Section One, more particularly described in the Final Plat for Stones Crossing Subdivision Tippecanoe County, Indiana, Phase One of Section One, dated April 3, 2002 and recorded in the Office of the Recorder of Tippecanoe County, Indiana as Document No. 03-009694 on March 12, 2003.

ALSO

The real estate commonly known as Stones Crossing Subdivision, Section Two, more particularly described in the Final Plat for Stones Crossing Subdivision Tippecanoe County, Indiana, Section Two, dated September 4, 2003 and recorded in the Office of the Recorder of Tippecanoe County, Indiana as Document No. 04001806 on January 22, 2004.

ALSO

The real estate commonly known as Stones Crossing Subdivision, Section Three, more particularly described in the Final Plat for Stones Crossing Subdivision Tippecanoe County, Indiana, Section Three, dated November 10, 2003 and recorded in the Office of the Recorder of Tippecanoe County, Indiana as Document No. 04-021062 on July 22, 2004.

ALSO

The Section 4 Property as described in Exhibit B.

EXHIBIT B

Legal Description of Section 4 Property

Parts of the Southwest Quarter of Section 10 and the Northwest Quarter of Section 15, Township 22 North, Range 4 West, Wea Township, Tippecanoe County, Indiana, being part of a 166.980-acre tract of land surveyed and described on an ALTA/ACSM Land Title Survey prepared by Ticen Surveying dated May 26, 1998, and recorded as Document Number 9833166 on December 7, 1998, in the Office of the Tippecanoe County Recorder (OTCR), more particularly described as follows:

Commencing at the Northeast Corner of the Northwest Quarter of said Section 15-22-4; thence South 00°58'24" East along the East Line thereof 692.03 feet to the southeast corner of Stones Crossing Subdivision, Phase One, Section One, as per the Final Plat thereof recorded March 12, 2003, in Plat Cabinet 7, Slide 49 in said OTCR, and the Point of Beginning of the herein-described tract; thence continuing along said East Line South 00°58'24" East 589.72 feet; thence South 89°33'01" West 789.66 feet; thence South 01°17'14" East 314.57 feet to the existing centerline of County Road 430 South; thence South 89°33'01" West along said centerline 129.60 feet; thence North 01°01'58" West 314.10 feet; thence South 89°33'01" West 556.80 feet; thence South 89°17'37" West 164.80 feet to the northeast corner of High Ridge Subdivision, Part "A", as per the Plat thereof recorded in Plat Book 9, Page 28 in said OTCR; thence North 01°03'58" West along said High Ridge Subdivision, and along the east line of The Landing At Valley Lakes Subdivision, Phase III, as per the Final Plat thereof recorded July 2, 2003, in Plat Cabinet 7, Slide 62 in said OTCR, a total distance of 1284.13 feet to the northeast corner of said Landing At Valley Lakes Subdivision, Phase III, said point being also on the North Line of the aforesaid Northwest Quarter of Section 15 (being also the South Line of the aforesaid Southwest Quarter of Section 10); thence along said common Quarter-Section Line South 89°35'28" West 330.57 feet to the southeast corner of The Commons At Valley Lakes Subdivision, Phase V, as per the Final Plat thereof recorded July 20, 2007, in Plat Cabinet 8, Slide 114 in said OTCR; thence crossing into said Southwest Quarter of Section 10, North 00°58'12" West along the east line of said Commons At Valley Lakes Subdivision, Phase V, 1551.71 feet to the southwest corner of Stones Crossing Commercial Subdivision, Section Two, as per the Final Plat thereof recorded January 7, 2010, in Plat Cabinet 9, Slide 3 in said OTCR; thence North 89°03'59" East along the south line of said Commercial Subdivision 559.00 feet to the northwest corner of Stones Crossing Subdivision, Section Three, as per the Final Plat thereof recorded July 22, 2004, in Plat Cabinet 7, Slide 150 in said OTCR; thence on the following ten courses along said Stones Crossing Subdivision, Section Three:

- (1) South 00°58'01" East 214.78 feet;
- (2) North 89°01'59" East 31.00 feet;
- (3) South 00°58'01" East 177.06 feet;
- (4) South 72°49'38" East 123.43 feet;
- (5) South 56°03'17" East 106.55 feet;
- (6) South 45°45'15" East 209.63 feet;
- (7) South 07°09'03" East 108.47 feet;
- (8) South 01°40'07" East 194.07 feet;

(9) South 01°05'26" West 50.05 feet;
(10) South 01°03'48" East 80.00 feet to the north line of Stones Crossing Subdivision, Section Two, as per the Final Plat thereof recorded January 22, 2004, Plat Cabinet 7, Slide 108 in said OTCR; thence on the following seven courses along said Stones Crossing Subdivision, Section Two:

(1) South 88°56'13" West 300.00 feet;
(2) South 01°03'48" East 1181.96 feet;
(3) North 88°56'13" East 175.00 feet;
(4) North 01°03'48" West 1.96 feet;
(5) North 88°56'13" East 250.00 feet;
(6) North 88°56'12" East 50.00 feet;
(7) North 88°56'13" East 125.00 feet to the southwest corner of the aforesaid Stones Crossing Subdivision, Phase One, Section One; thence on the following three courses along said Stones Crossing Subdivision, Phase One, Section One:

(1) North 88°56'13" East 425.00 feet;
(2) South 01°03'47" East 12.38 feet;
(3) North 88°56'13" East 290.14 feet (290.51 feet measured) to the Point of Beginning, containing 26.458 acres in the Southwest Quarter of Section 10, and 28.379 acres in the Northwest Quarter of Section 15, for a total of 54.837 acres, more or less.

EXCEPT THEREFROM:

A part of the Northwest Quarter of Section 15, Township 22 North, Range 4 West, Wea Township, Tippecanoe County, Indiana, being part of a 166.980-acre tract of land surveyed and described on an ALTA/ACSM Land Title Survey prepared by Ticen Surveying dated May 26, 1998, and recorded as Document Number 9833166 on December 7, 1998, in the Office of the Tippecanoe County Recorder (OTCR), more particularly described as follows:
Commencing at the Northeast Corner of the Northwest Quarter of said Section 15-22-4; thence South 00°58'24" East along the East Line thereof 692.03 feet to the southeast corner of Stones Crossing Subdivision, Phase One, Section One, as per the Final Plat thereof recorded March 12, 2003, in Plat Cabinet 7, Slide 49 in said OTCR; thence continuing along said East Line South 00°58'24" East 589.72 feet; thence South 89°33'01" West 789.66 feet to the Point of Beginning of the herein-described tract; thence South 01°17'14" East 314.57 feet to the existing centerline of County Road 430 South; thence South 89°33'01" West along said centerline 129.60 feet; thence North 01°01'58" West 314.10 feet; thence North 07°10'10" East 53.39 feet; thence North 82°50'08" East 106.97 feet; thence South 13°20'59" East 66.66 feet to the Point of Beginning, containing 1.089 acres, more or less.

Subject to all easements, rights-of-way, restrictions, and covenants of record.

The above bearings are based on the recorded Final Plats for Stones Crossing Subdivision, Sections One, Two, and Three.