

AMENDED
ARTICLES OF INCORPORATION
for
CLEARBROOK PARK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Name

The name of the Corporation shall be:
“Clearbrook Park Homeowners’ Association, Inc.”

ARTICLE II

Type of Corporation

The Corporation is a mutual benefit corporation.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The Corporation is formed in connection with the development of Clearbrook Park, a single-family residential community developed in Johnson County, Indiana, evidenced by a plat or plats thereof now or hereafter recorded in the Office of the Recorder of Johnson County, Indiana (the “Development”), and for the following purposes:

- (a) To provide for and promote the health, safety and welfare of the Members with respect to the Real Estate, and for the management, regulation, enforcement and maintenance of the Real Estate, including the individual Lots, streets (not dedicated to the public), and the common areas constructed within the Development, such purposes being more particularly specified in the Declaration of Covenants, Conditions and Restrictions for Clearbrook Park (“Declaration”), as recorded on October 22, 1996, in the Office of the Recorder of Johnson County, Indiana, as **Instrument No. 96-023860**, and as may be amended by the owners from time to time, and any rules or regulations adopted by the Board or Committee as set forth in the Declaration, these Articles, or the Bylaws, the terms and conditions thereof, the definitions of all capitalized terms (unless otherwise specified herein), 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, these Articles or the Bylaws.

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

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 corporate purposes set forth in these Articles, the Corporation shall have the following specific powers:

- (a) To Manage. To manage, maintain, repair and replace the Common Area, and any easements, improvements and other property located on the Common Area or used or held for the business or operation of the Corporation and for the benefit and use of the members of the Corporation, but not those areas located on individual Lots, and subject to the provisions of the Declaration and Bylaws.
- (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, adopt, revise, amend and alter from time to time such additional rules and regulations with respect to use, occupancy, operation, enjoyment and architectural additions or modifications of the Real Estate, including the individual lots, streets (whether public or private), and the Common Areas, said rules and regulations being in addition to the rules and restrictions set forth in the Declaration, as the Board, in its discretion, deems necessary or advisable; provided, however, that copies of any such additional rules and regulations so adopted by the Board shall be promptly delivered to all Owners.
- (d) To Insure. To secure from insurers licensed and approved in the State of Indiana, appropriate fire/casualty/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, legal counsel, architects, contractors, accountants and others as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the Association
- (f) To Acquire and Dispose of Property. To acquire (by gift, purchase or other means), own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property, including common areas, in connection with the business of the Corporation subject to the provisions of the Declaration.
- (g) To Borrow. To borrow money and, subject to the provisions of the Declaration, to give, as security therefore, a mortgage or other security interest in any or all real or personal property owned by the Corporation, including the common areas, or a pledge of monies to be received pursuant to the provisions of the Declaration or any Supplemental Declaration, and to assign and pledge its right to make assessments and its rights to claim a lien therefore.
- (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.
- (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 Declaration.

(m) To Otherwise Act. To have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of 1991 of the State of Indiana by law has or hereafter may have or exercise.

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, or reimbursement of authorized expenses incurred by a director, owner, or agent on behalf of the Association. The Corporation may engage 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 IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Principal Office

Section 1. Registered Agent and Address. The name and address of the Association's Registered Agent is: Nat Ridge, 489 Overland Drive, Greenwood, Indiana 46143, or as updated from time to time with the Indiana Secretary of State's Office.

Section 2. Principal Office. The Principal Office of the Corporation is: Clearbrook Park Homeowners' Association, Inc., c/o Nat Ridge, 489 Overland Drive, Greenwood, Indiana 46143, or as updated from time to time with the Indiana Secretary of State's Office.

ARTICLE VI

Membership and Voting Rights

Section 1. Membership. Every Owner of every Lot which is subject to assessment shall be a member of the Association. A membership in the Association shall be appurtenant to and may not be separated from ownership of any Lot.

Section 2. Classes of Membership and Voting Rights. The Association shall have only one class of voting membership. Class A members shall be all Owners. Class A members 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 the members holding an interest in such Lot determine among themselves, but in no event shall more than one vote be cast with respect to any Lot.

Section 3. Meetings. All members shall be entitled to attend meetings 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 in the Declaration and/or Bylaws of the Corporation.

Section 5. Suspension of Voting Rights. No Member shown on the books or management accounts of the Association to be more than one hundred eighty (180) days delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy.

For purposes of this provision, the one hundred eighty (180) day period begins on the due date of the assessment as set by the Board of Directors pursuant to its authority as set forth in the Declaration, and "payment" shall mean payment of the full assessment amount due, which shall include any collection fees, interest, late fees, attorney fees, and court costs that are due and owing to the Association pursuant to the Declaration, Articles or Bylaws. Hence, if any Owner arranges payment of an assessment amount through a payment option offered by the Association, and that payment arrangement does not pay the entire assessment amount within one hundred eighty (180) days of the assessment becoming due, then that Owner's voting rights shall remain suspended as set forth under this provision until the entire assessment amount is paid in full.

In addition, payment of delinquent accounts by any method other than cash at a meeting where a vote will be held does not cease any suspension under this provision until the funds from the payment are actually received by the Association. The Board of Directors shall be free to adopt additional rules regarding the suspension of voting rights they deem necessary or appropriate for the failure of an Owner to pay any sums owed to the Association.

Section 6. Rights, Preferences, Limitations, and Restrictions of Classes. All members of the Corporation shall have the same rights, privileges, duties, liabilities, limitations and restrictions as the other members. All members agree to and shall abide by the terms and provisions of the Articles of Incorporation, the Code of Bylaws, the rules and regulations adopted by the Board of Directors, and all covenants, restrictions, and other provisions contained in the Declaration.

ARTICLE VII

Board of Directors

Section 1. Number. The Board of Directors shall be composed of three (3) persons. The exact number of Directors may be increased or decreased, as permitted by law, by resolution of the Board of Directors. If the number of directors currently serving changes due to the resignation or removal of directors, or if an insufficient number of members volunteer to fill all possible Board positions, the Board shall continue to function with the remaining number of directors until those vacancies are filled so long as there are at least three (3) directors serving.

Section 2. Term of Office. Board terms will be set forth in the Code of Bylaws. All directors will serve their full term and/or until their respective successors are properly elected and qualified.

Section 3. Vacancies/Removal of Directors. The manner in which Board vacancies will be filled and the procedure for removing a director(s) will be set forth in either the Declaration or the Code of Bylaws.

ARTICLE VIII

Indemnification of Officers, Directors and Other Persons

Section 1. Extent of Indemnification.

- (a) To the extent not prohibited by Indiana law, every person (and the heirs and personal representatives of such person) who is or was a Director, officer, trustee, member of a committee appointed by the Board of Directors, employee or agent of the Corporation or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any non-criminal claim, action, suit or proceeding in the following instances:
 - (i) if such Director, officer, trustee, committee member, employee or agent is determined, as provided in Section 3 of this Article, to have acted in good faith; and
 - (ii) the individual reasonably believed; (a) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and (b) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests.
- (b) With respect to any criminal action or proceeding, every person described in subsection 1(a) of this Article shall be indemnified to the extent provided in subsection 1(a) of this Article if the individual either:
 - (i) had reasonable cause to believe his or her conduct was lawful; or

- (ii) had no reasonable cause to believe that his or her conduct was unlawful.
- (c) 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 a Director, officer, trustee, committee member, employee or agent did not meet the standards of conduct set forth in subsections 1(a) or 1(b) of this Article.

Section 2. Definitions.

- (a) The terms “claim, action, suit or proceeding”, whether used individually or together, shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer, trustee, committee member, employee or agent of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:
 - (i) by reason of his being or having been a Director, officer, trustee committee member, employee or agent of this Corporation or of any other corporation where he served as such at the request of this Corporation, or
 - (ii) by reason of his acting or having acted in any capacity in a partnership, joint venture, association, trust or other organization or entity where he served as such at the request of this Corporation, or
 - (iii) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability expense shall have been incurred.
- (b) The terms “liability” and “expense” shall include, but shall not be limited to, attorney or counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, trustee, committee member, employee or agent.
- (c) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

Section 3. Procedure for Claiming Indemnification. The Corporation shall not indemnify a person hereunder unless authorized in the specific case after a determination has been made that indemnification of such person is permissible in the circumstance because he or she has met the standards of conduct set forth in Section 1 of this Article. Such determination shall be made by one (1) of the following procedures:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.
- (b) If a quorum cannot be obtained under Section 3(a) of this Article, by majority vote of a committee designated by the Board of Directors consisting solely of at least two (2) directors

not at the time parties to the proceeding. Directors who are parties may participate in the designation.

(c) By special legal counsel:

- (i) Selected by the Board of Directors or a committee thereof in the manner prescribed in Section 3(a) or 3(b) of this Article; or
- (ii) If a quorum of the Board of Directors cannot be obtained under Section 3(a) of this Article and a committee cannot be designated under Section 3(b) of this Article, selected by a majority vote of the full Board of Directors. Directors who are parties may participate in the selection.

(d) By the members. However, membership voted under the control of Directors who are at the time parties to the proceedings may not be voted on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible. However, if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under Section 3(c) of this Article to select counsel.

Section 4. No Limit to Other Rights. The rights of indemnification provided in this Article shall be in addition to any rights to which any such Director, officer, trustee, committee member, employee or agent may otherwise be entitled under the Corporation's Bylaws, a resolution of the Board of Directors or of the members, or any other authorization whenever adopted after notice, by a majority vote of all voting members, or any other authorization whenever adopted after notice, by a majority vote of all voting members of the Corporation. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time:

- (a) Approve indemnification of Directors, officers, trustees, committee members, employees, agents or other persons to the full extent permitted by the provisions of the Act, whether on account of past or future transactions, and
- (b) Authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, trustee, committee member, employee or agent of the Corporation, or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 5. Advancement of Expenses.

- (a) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced to an individual by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:
 - (i) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that such individual has met the standard of conduct described in Section 1 of this Article;

- (ii) the individual furnishes the Corporation a written undertaking, executed personally or on the individual's belief, to repay the advance if it is ultimately determined that the individual did not meet the standard of conduct; and
 - (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article or under the Act.
- (b) The undertaking required by subsection 5(a)(ii) of this Article must be unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 3 of this Article.

ARTICLE IX

Property of Corporation

The Corporation is without any property or assets upon its incorporation.

ARTICLE X

Distribution of Assets upon Dissolution

To the extent not prohibited by the Act, upon dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed to a governmental agency or public body 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, entity, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

Provisions for Regulation and Conduct of the Affairs of the Corporation

Section 1. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Code of Bylaws. The Board of Directors of the Corporation shall have power to make, alter, amend or repeal the Bylaws of the Corporation, without the assent or approval of the Members, 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 3. Officers. The officers of the Corporation shall consist of a President, , a Secretary, and a Treasurer, and such other officers as may be prescribed by the Bylaws or prescribed by resolution of the Board of Directors in the manner specified in the Bylaws. The offices of President and Secretary shall not be held by the same person.

Section 4. Meetings of Members. Meetings of the members of the Corporation shall be held at such place within Johnson County, Indiana, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of any such meeting.

Section 5. 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 Bylaws and specified in the respective notices or waivers of notice of any such meeting.

Section 6. Amendment of the 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; provided, however, that any such alteration, amendment or repeal shall require the approval of not less than a majority of the votes cast.

Section 7. Definitions. Capitalized terms used but not defined herein shall have the meanings attributed to such terms in the Declaration.

Section 8. Conflicting Provisions. If there is any conflict between these Articles and the Declaration, the Declaration shall control. If there is a conflict between the Bylaws and the Declaration, the Declaration shall control. If there is any conflict between these Articles and the Bylaws, these Articles shall control.

[End of Articles of Incorporation]

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IN WITNESS WHEREOF, the undersigned, being the incorporator designated herein, executes these Articles of Incorporation of the Corporation and hereby verifies subject to the penalties of perjury that the facts herein are true and correct to the best of his knowledge and belief, this _____ day of _____, 20____.

David E. Jacuk, Incorporator

STATE OF INDIANA)
) SS:
COUNTY OF _____)

Signed (or attested) before me on the _____ day of _____, 2020 by David E. Jacuk.

_____, Witness

STATE OF INDIANA)
)
COUNTY OF MARION)

Before me a Notary Public in and for said County and State, personally appeared David E. Jacuk, being the Incorporator referred to in the foregoing Articles of Incorporation, who acknowledged execution of the foregoing Amended Articles of Incorporation for Clearbrook Park Homeowners' Association, Inc. and who, having been duly sworn, stated that the representations contained therein are true.

Witness my hand and Notarial Seal of this _____ day of _____, 20____.

Notary Public – Signature

County of Residence

Printed

Date Commission Expires

I hereby 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. – David E. Jacuk

This document was prepared by and should be returned to:

David E. Jacuk
KOVITZ SHIFRIN NESBIT
6125 South East Street., Suite A
Indianapolis, Indiana 46227