

ARTICLES OF INCORPORATION

OF

ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.

The undersigned Incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, (hereinafter referred to as the "Act"), hereby executes the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Arbor Ridge Homeowner's Association, Inc.

ARTICLE II - PURPOSES & POWERS

Section 2.1 Type of Corporation. The Corporation is a mutual benefit corporation.

Section 2.2 Purposes. The purposes for which the Corporation is formed are:

- (a) The maintenance, preservation and control of the Common Areas relating to the Arbor Ridge subdivision, to protect property values and to promote the health, safety and welfare of the owners and occupants of the above, within the jurisdiction of this Corporation.
- (b) To perform any purposes which nonprofit corporations are authorized under the Act.

Section 2.3 Powers. The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act. Subject to any limitations or restrictions imposed by law, these Articles of Incorporation, or any amendment hereto, the Corporation shall have the following general rights, privileges and powers:

- (a) Sue, be sued, complain, and defend in the Corporation's corporate name.
- (b) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use of impression of a corporate seal is not required and does not affect the validity of any instrument.

- (c) Make and amend by-laws not inconsistent with the Corporation's Articles of Incorporation or with Indiana law for managing the affairs of the Corporation.
- (d) Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (e) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Corporation's property.
- (f) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.
- (g) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.
- (h) Lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under Indiana Code § 23-17-13-3.
- (i) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.
- (j) Conduct the Corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.
- (k) Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees and agents.
- (l) Pay pensions and establish pension plans, pension trust, and other benefit and incentive plans for the Corporation's current or former directors, officers, employees, and agents.
- (m) Make donations not inconsistent with law for the public welfare for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.
- (n) Impose dues, assessments, admission, and transfer fees upon the Corporation's members.

- (o) Establish conditions for admission of members, admit members, and issue memberships.
- (p) Carry on a business.
- (q) Have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code § 30-4-3-3.
- (r) Purchase and maintain insurance on behalf of any individual who:

(1) is or was a director, an officer, an employee, or an agent of the Corporation; or

(2) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article.

- (s) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.
 - (t) To cease its activities and to dissolve and surrender its corporate franchise;
- and
- (u) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.

ARTICLE III - PERIOD OF EXISTENCE

The Corporation's period of existence shall be perpetual.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

Section 4.1 Registered Agent. The Corporation's initial Registered Agent is Michael E. Pauly, 1200 Rolling Ridge Way, Bloomington, Indiana 47403.

Section 4.2 Registered Office. The address of the Corporation's initial Registered Office is 1200 Rolling Ridge Way, Bloomington, Indiana 47403.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

Membership in the Corporation shall be restricted to the owners of lots in the Arbor Ridge Subdivision. The Association shall initially have one (1) class of Members.

Section 5.1. Members. Only one (1) vote for each lot owned by a Member(s) may be cast. In the event that a Member owns more than one lot, such member shall be entitled to cast one vote for each Lot owned. The vote for each lot shall be cast as a majority of co-owners of the lot shall determine. Any vote cast by a single Member shall be deemed the authorized vote for that lot. If the majority of co-owners present in person or by proxy at a meeting cannot agree as to how to cast the vote for their lot, no vote shall be cast for that lot. The power to cast a particular Member's vote may be exercised by (i) the Member's conservator; (ii) the guardian of his estate; (iii) the parent(s) or guardian(s) entitled to custody of a Member if the Member is a minor; or (iv) the executor or administrator of a deceased Member's estate if the Member's interest in the lot is subject to administration in his estate.

ARTICLE VI - DIRECTORS

Section 6.1 Number. The Corporation shall be governed by a board of not less than two (2), nor more than nine (9) directors, the exact number to be specified in the By-laws of the Corporation. The initial Board of Directors shall consist of two (2) members. The exact number of Directors may be amended from time to time by the By-laws of the Corporation.

Section 6.2 Terms and Vacancies. Directors shall hold office for a term specified in the By-laws, and until their successors are duly elected and qualified. Successors shall be elected and vacancies in the Board of Directors arising by virtue of the expiration of a term or otherwise, shall be filled by a majority vote of the directors at the time serving as member of the Board of Directors.

Section 6.3 Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of vacancies, which shall require a majority of the remaining directors for a quorum, and the act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 6.4 Removal of Directors. Directors may only be removed for cause, as defined by the By-Laws of the Corporation, by a vote of a majority of the Members entitled to vote at an election of Directors at a meeting of the Members called expressly for that purpose.

Section 6.5 Executive Committee. The Board of Directors may designate persons to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

**ARTICLE VII
NAMES AND ADDRESSES OF
FIRST BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Michael E. Pauly	1200 Rolling Ridge Way Bloomington, Indiana 47403
Patricia R. Pauly	1200 Rolling Ridge Way Bloomington, Indiana 47403

ARTICLE VIII - STATEMENT OF PROPERTY

The Corporation does not have any property, either real or personal, at the date of its incorporation.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of the Corporation is Michael E. Pauly, 1200 Rolling Ridge Way, Bloomington, Indiana 47403.

**ARTICLE X - PROVISIONS FOR THE REGULATION
& CONDUCT OF THE AFFAIRS OF THE CORPORATION**

Section 10.1 By-Laws. The regulation and conduct of the affairs of the Corporation, and the creation, definition, limitation and regulation of the powers of the Corporation, other than specifically set forth hereinabove, shall be accomplished by the By-Laws of the Corporation, which shall be adopted by the Board of Directors of the Corporation pursuant to law. The Board of Directors of the Corporation shall have the power, without the assent or vote of the Members, to make, alter, amend, or repeal a Code of By-Laws providing for the internal regulation and conduct of the affairs of the Corporation, provided that a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action vote affirmatively for such action, and provided further that any By-Law providing for action inconsistent with these Articles shall not be binding upon any Officer, Director or member of the Corporation and shall not effect the continued validity of the remaining Bylaws.

Section 10.2 Conflicts Between Documents. In case of conflict between the Articles of Incorporation and the By-laws or any other document, the Articles of Incorporation shall control.

Section 10.3 Loans to Directors and Officers. The Corporation shall make no advancement for services to be performed in the future, nor shall it make any loan of money or property, to any Director or Officer of the Corporation.

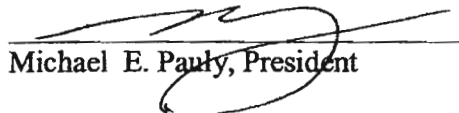
Section 10.4 Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation. Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation, if any, in equal shares to the Members of the Corporation upon the date of such dissolution. The remaining assets of the Corporation shall be divided into a number of shares equal to the total number of votes held by the Members, and each Member shall receive one share of any such distribution for each vote held by such member.

ARTICLE XI - AMENDMENTS

These Articles may be amended only by a majority vote of the Members, following Notice and Comment to all Members, at any meeting called for such purpose provided that the text of the proposed Amendments shall have been sent to all Members with the call for the meeting at least ten (10) days in advance of such meeting.

IN WITNESS WHEREOF, I hereby verify, subject to the penalties for perjury, that the facts contained herein are true this 24th day of June, 2004.

ARBOR RIDGE HOMEOWNER'S
ASSOCIATION, INC.


Michael E. Pauly, President

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

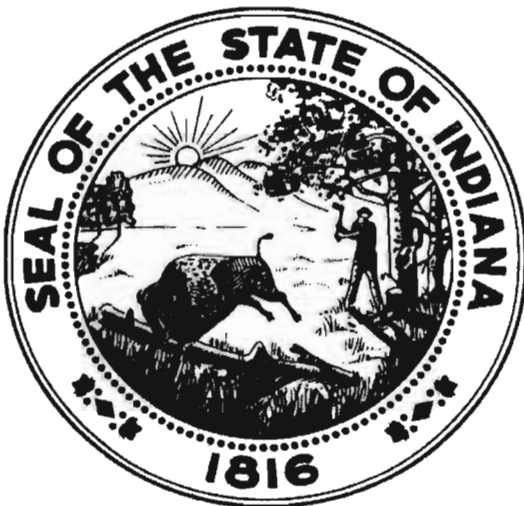
of

ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment 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.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 22, 2014.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 22, 2014.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

APPROVED
AND
FILED
Cornie Hamon
IND. SECRETARY OF STATE

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ARTICLES OF AMENDMENT

of the

Articles of Incorporation

of

ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.

The undersigned Members of Arbor Ridge Homeowner's Association, Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of the Corporation's Articles of Incorporation (the "Articles"), certifies the following facts:

ARTICLE 1

Amendment

The text of Article XI of the Articles shall be deleted and replaced with the following text:

"These Articles may be amended by a majority vote of Members present or represented by Proxy, following Notice and Comment to all Members, at any meeting called for such purpose provided that the text of the proposed Amendments shall have been sent to all Members with the call for the meeting at least ten (10) days in advance of such meeting."

ARTICLE 2

Date of Amendment's Adoption

The foregoing amendment was adopted on September 14, 2014.

ARTICLE 3

Period of Existence

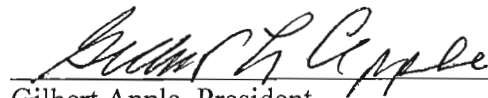
The foregoing amendment was adopted by a vote conducted at the community picnic on September 14, 2014, as stated in the mailing to homeowners.

ARTICLE 4

Compliance with the Act

Twenty-one (21) Condos were represented at the picnic and fifteen (15) absentee ballots were received. Thirty-six (36) votes were recorded. Twenty-five (25) votes were required to accept each recommended change. There were no negative votes. The recommended controlling document changes were unanimously accepted by all.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 28th day of October, 2014.



Gilbert Apple, President
ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.