

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
for
RENWICK NEIGHBORHOOD ASSOCIATION, INC.,
an Indiana Non-Profit Corporation

The undersigned incorporator of Renwick Neighborhood Association, Inc., an Indiana non-profit corporation, desiring to give notice of its amendment and restatement of its Articles of Incorporation, executes the following Amended and Restated Articles of Incorporation for Renwick Neighborhood Association, Inc.

ARTICLE I
NAME

The name of the corporation is the RENWICK NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association." The street address of the Association is 1128 South College Mall Road, Bloomington, Indiana 47401.

ARTICLE II
REGISTERED AGENT

The initial Registered Agent of the Association is April R. Schilling. The street address of the Registered Agent is c/o Locke Reynolds LLP, 201 North Illinois Street, Suite 1000, P.O. Box 44961, Indianapolis, Indiana 46244-0961.

ARTICLE III
PURPOSES

The Association is a mutual benefit corporation. The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Renwick (the "Property") in accordance with the Declaration of Charter, Easements, Covenants and Restrictions for the Residential Neighborhood of Renwick, recorded or to be recorded in the public records of Monroe County, Indiana (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of real property within the Property. To promote the health, safety and welfare of the owners, the Association shall have and exercise the following authority, powers and duties:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time.

(b) To acquire, by gift, purchase or otherwise, own, hold, 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 Association.

(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with governmental requirements and applicable rules; to assist in the enforcement of the restrictions and covenants contained therein; and to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system, including but not limited to work within retention areas, drainage structures and drainage easements.

(d) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(f) To have all other authority, powers and duties of a nonprofit corporation within the State of Indiana which are not inconsistent with the Declaration.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a separately conveyable parcel of real property ("Parcel") within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel.

ARTICLE V VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described of the Declaration, the developer of the Property shall have the right to elect a majority of the members of the Board

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII
TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Indiana Secretary of State. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Indiana.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved as provided in the Declaration.

ARTICLE IX
OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X
BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the office of the Recorder of Monroe County, Indiana. The Bylaws may be altered, amended, modified or repealed by (a) two-thirds of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the office of the Recorder of Monroe County.

ARTICLE XI
AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

ARTICLE XII
SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII
INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV
DISSOLUTION

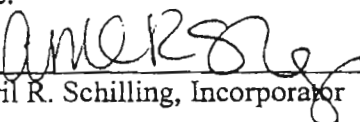
Upon dissolution of the Association, no Owner, member, director, officer, or any private individual will be entitled to share in the distribution of the Association's assets. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Judge of the Circuit Court of Monroe County, Indiana, exclusively for such purposes, or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
INCORPORATOR

The incorporator of the corporation is April R. Schilling, whose address is 201 North Illinois Street, Suite 1000, P.O. Box 44961, Indianapolis, Indiana 46244-0961.

The foregoing Amended and Restated Articles of Incorporation were approved by the incorporator on October 6, 2005, and approval of members was not required.

IN WITNESS WHEREOF, the incorporator has caused these Amended and Restated Articles of Incorporation to be executed this 6th day of October, 2005, and verifies, subject to the penalties of perjury, that the facts contained herein are true.



April R. Schilling, Incorporator

This instrument prepared April R. Schilling, Attorney At Law, LOCKE REYNOLDS LLP, 201 North Illinois Street, Suite 1000, P.O. Box 44961, Indianapolis, IN 46244-0961, 317-237-3800.
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