

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

COBBLESTONE SPRINGS HOMEOWNER'S ASSOCIATION, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin January 15, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fifteenth day of January , 1998.



Deputy

19980110 73

ARTICLES OF INCORPORATION
OF
Cobblestone Springs Homeowner's Association, Inc.
(A Not-For-Profit Corporation)

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned incorporator Larry Cranfill, 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"), executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Cobblestone Springs Homeowner's Association, Inc.

APPROVED
50 JUN 15 AM 10:15
SUE ANNE GILROY

ARTICLE II

Purposes and Powers

Section 1. Type of Corporation. This is a mutual benefit corporation for the homeowners of a subdivision in Hendricks County Indiana known as Cobblestone Springs Subdivision.

Section 2. Purposes. The Corporation is organized exclusively for the following purposes:

- (a) Improving the conditions and advancing the interests of homeowners in the Cobblestone Springs Subdivision.
- (b) To perform any purpose which not-for-profit corporations are authorized under the Act.

Section 3. Powers. The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

APPROVED
50 JUN 15 AM 1:33
SUE ANNE GILROY

Subject to any limitations or restrictions imposed by law, or 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 or impression of a corporate seal is not required and does not affect the validity of any instrument.
- (c) Make and amend bylaws 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 I.C. §23-17-13-3.

Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

Conduct the Corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.

RECEIVED
CORPORATION DIV.
98 JAN 12 PM 1:33
SUE SHINE COY

- (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 or 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 I.C. §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.

- (u) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.

Section 4. Limitation of Activities. The Corporation shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to members for services actually rendered; nor shall it prohibit the Corporation from charging a fee for services rendered; nor shall it prohibit the Corporation from charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised do not inure to the profit of its members.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Effective Date

The effective date of these articles shall be the date of filing with the Indiana Secretary of State.

ARTICLE V

Registered Agent and Registered Office

Section 1. Registered Agent. The name and address of the Registered Agent in charge of the Corporation's principal office is Larry Cranfill, 3895 North 575 East, Brownsburg, IN 46112.

Section 2. Registered Office. The post office address of the principal office of the Corporation is 3895 North 575 East, Brownsburg, IN 46112.

ARTICLE VI

Membership

Section 1. Classes. The Corporation shall have one (1) class of members and all members shall have the same rights, privileges, duties, liabilities, limitations and restrictions.

Section 2. Eligibility and Restrictions on Membership. Any person who is a lot owner in the Cobblestone Springs subdivision and which desires to participate in the activities of the Corporation may become a member. No person shall be entitled to more than one (1) membership in the Corporation and where a lot is owned by more than one person they shall together have one membership and one vote. Membership dues may be assessed as authorized by the Board of Directors.

Section 3. Voting Rights. Every member shall have the right at every meeting of the members to cast one (1) vote for his membership. This right to vote may be exercised in person or by proxy, or as the Bylaws may provide from time to time.

Section 4. Meetings of Members. Meetings of members may be held at any place, inside or outside the State of Indiana, which shall be designated by the Board of Directors of the Corporation, or as the Bylaws may designate. A member may participate in any membership meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

ARTICLE VII

Directors

Section 1. Number of Directors. The initial Board of Directors is composed of 2 members. The control and management of the affairs of the Corporation shall be vested in a Board of not less than two (2) nor more than five (5) Directors. The exact number of Directors, within the above limits, shall be prescribed from time to time in the Bylaws of the Corporation. In the event the number of Directors is increased by the Bylaws of the Corporation, the election of the additional Director or Directors shall be by a vote of the members of the Corporation.

Section 2. Names and Post Office Addresses of Initial Directors. The names and post office addresses of the initial Board of Directors are:

Name	Address
Mary Perczak	442 Autumn Springs Drive, Plainfield, IN 46168

Robert Tatum

7921 CobbleSprings Drive
Plainfield, IN 46160

Section 3. Election of Directors. The Board of Directors shall be elected by ballot at a regular annual meeting of the members and each Director shall hold office for a term of one (1) year or until his successor shall have been elected and qualified, except that the 2 initial directors shall hold office for Three (3) years.

Section 4. Qualifications of Directors. Directors of the Corporation must be members of the Corporation.

Section 5. Vacancies in the Board of Directors. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Section 6. 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 7. Removal of Directors. Members of the Board of Directors may only be removed for cause, as defined by the Bylaws 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 8. The Board of Directors may designate a person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE VIII

Incorporator

Section 1. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

Larry Cranfill
3895 North 575 East
Brownsburg, In 46112

ARTICLE IX

Provisions for Regulation and Conduct of the Affairs of the Corporation

Section 1. Prohibition of Distribution to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Prohibition of Activities not Permitted by Exempt Organizations. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 3. 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Name of county~, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organization is organized and operated exclusively for such purposes.

Section 4. Code of Bylaws. 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 Bylaws 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 bylaw providing for action inconsistent with the purposes and powers of the Corporation enumerated in Article II shall not be binding upon any Officer, Director, or member of the Corporation and shall not affect the continued validity of the remaining Bylaws.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to whom it may concern that a membership list or

lists of the above named Corporation for which Certificate of Incorporation is hereby applied, 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 to hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 18/98 day of January, 1998.

I AFFIRM UNDER PENALTIES FOR PERJURY THAT THE FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.



Larry Cranfill