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**ARTICLES OF INCORPORATION
OF THE
LAKESIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Indiana Nonprofit Corporation Act of 1991, hereinafter called the "Act", the undersigned incorporator(s), all of whom are residents of the State of Indiana and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby execute the following Articles of Incorporation:

APPROVED
AND
FILED

ARTICLE I.

Name

[Signature]
SECRETARY OF STATE OF INDIANA

The name of the corporation is LAKESIDE ESTATES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II.

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of the Common area and the architectural control of the residences and Lots within that certain tract of property described in Exhibit "A", attached hereto and hereinafter referred to as the "Property", and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF LAKESIDE ESTATES, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Recorder of Boone County and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the

business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be set forth in the Declaration;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members, except as otherwise allowed by the Declaration;

(g) 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.

ARTICLE III.

Period of Existence

The corporation shall exist perpetually.

ARTICLE IV.

Registered Agent, Registered Office and Principal Office

Section 1. *Registered Agent.* The name and address of the Corporation's Registered Agent and Registered Office for service of process are:

Richard H. Crosser
2935 East 96th Street, Suite E
Indianapolis, Indiana 46240

Section 2. *Principal Office.* The post office address of the principal office of the

Corporation is 2935 East 96th Street, Suite E, Indianapolis, Indiana 46240.

ARTICLE V.

Membership

Initially, the individual signing as the incorporator of the Association shall be the member (the "Initial Member"). The Initial Member shall remain as a member of the Association until the Articles of Incorporation of the Association are filed with and approved by the Secretary of State of Indiana, at which time the Initial Members shall cease to be members unless they otherwise qualify as a member under this Article.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, as defined in the Declaration, which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI.

Classes and Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On the date set forth in the Declaration for Class A membership

conversion.

ARTICLE VI.

Board of Directors

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial Board of Directors shall be composed of three (3) individuals. The exact number of directors shall be prescribed from time to time in the By-Laws of the Association at a minimum number of three (3) and a maximum number of nine (9). In the absence of any specification in the By-Laws, there shall be three (3) Directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard H. Crosser	2935 East 96th Street, Suite E Indianapolis, Indiana 46240
John B. Scheumann	2935 East 96th Street, Suite E Indianapolis, Indiana 46240
Jennifer Holihen	2935 East 96th Street, Suite E Indianapolis, Indiana 46240

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, and at each annual meeting thereafter the members shall elect three (3) directors for a term of one (1) year.

ARTICLE VIII.

Incorporator

The name and post office address of the Incorporator of the Corporation is as follows: John B. Scheumann, 2935 East 96th Street, Suite E, Indianapolis, Indiana 46240.

ARTICLE IX.

Statement of Property and Value (if any)

A statement of the property, and an estimate of the value thereof, to be taken over

by the Association at or upon its incorporation are as follows:

NONE

ARTICLE X.

Provisions for Regulation and Conduct Of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Association, creating, defining, limiting or regulating the powers of the Association, the Directors or the members of any class or classes of members are as follows:

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members or any other private person, except that the Association 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 these Articles of Incorporation.

Section 2. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Association.

Section 3. No member of Director of the Association shall be liable for any of its obligations.

Section 4. Meetings of the members shall be held within the State of Indiana, in or near Marion or Boone Counties, and meetings of the Board of Directors shall be held within the State of Indiana.

Section 5. A Director may be removed, with or without cause, by a vote of a majority of the members of the Association, at a meeting of the members called expressly for that purpose.

Section 6. 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 7. The Association shall and hereby does indemnify each Director, officer, former Director, and former officer of the Association, and each person who may serve or may have served at its request as a director or officer of any other corporation, against

expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit or proceeding in which he is made or threatened to be made a party by reason of being or having been a Director or officer, except in relation to matters as to which he is adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance or duty to the Association.

Section 8. 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 Association, and creating, defining, limiting or regulating the powers of this Association, of the Directors or of the members, may from time to time be prescribed by the By-Laws of the Association. If there is any conflict between these Articles and the Declaration, the Declaration shall control. If there is any conflict between these Articles and the By-Laws, these Articles shall control.

ARTICLE XI.

Type

The Corporation is a mutual benefit corporation.

ARTICLE XII.

Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of membership, if more than one class exists. Otherwise, amendment shall require the assent of seventy-five percent (75%) of the membership.

ARTICLE XIII.

Distribution of Assets on Dissolution or Final Liquidation

The Association 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 Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned, being one or more persons, do hereby

adopt these Articles of Incorporation, representing to the Secretary of State of the State of Indiana and all person whom it may concern, that a membership list or lists of the above-named Corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and at least one or more signed such membership list.

TRIMARK DEVELOPMENT, INC.
an Indiana Corporation

By: *[Signature]*
John B. Scheumann, President

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public, in and for said County and State, personally appeared John B. Scheumann, President of TRIMARK DEVELOPMENT, INC. Indiana Corporation, the Incorporator of the LAKESIDE ESTATES HOMEOWNERS ASSOCIATION, INC., who being duly sworn, acknowledged the execution of the foregoing Articles of Incorporation.

Witness my hand and notarial seal this 15th day of FEBRUARY, 1993.

My Commission Expires:

3-7-94



[Signature]
Signature

Resident of Hamilton County

ANITA L. DeVITO
Printed Name

PREPARED BY:
John W. Tousley
CAPLIN PEHLER PARK & TOUSLEY
First Indiana Plaza, Suite 1150
135 North Pennsylvania Street
Indianapolis, Indiana 46204
Phone: (317) 231-1100
Fax: (317) 231-1106

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EXHIBIT "A"
LEGAL DESCRIPTION
TO BE ADDED

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

LAKESIDE ESTATES HOMEOWNERS ASSOCIATION, INC.

I, JOSEPH W. ROGERTT, 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 March 22, 1993.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of the State of Indiana, at the City of Indianapolis, this second day of March, 1993.

JOSEPH W. ROGERTT, Secretary of State