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**ARTICLES OF INCORPORATION  
OF  
ANSON GOVERNING ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Act, executes the following Articles of Incorporation:

**Article 1**  
**Name**

**Section 1.01. Name and Principal Office.** The name of this Corporation is ANSON GOVERNING ASSOCIATION, INC. The Corporation's principal office is located at 600 E. 96<sup>th</sup> Street, #100, Indianapolis, Indiana 46240.

**Article 2**  
**Purposes and Powers**

APPROVED  
AND  
FILED  
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**Section 2.01. Type of Corporation.** This Corporation is a mutual benefit corporation.

**Section 2.02. Primary Purposes.** The purposes for which this Corporation is formed are to own, manage, maintain, reserve, repair and reconstruct the General Community Area and exercise all of the power and privileges, and perform all of the duties and obligations, of the Corporation as set forth in the Declaration or any Supplemental Declaration, Plat or other Development Instrument.

**Section 2.03. Additional Purposes.** In addition, the Corporation is formed for the promotion of the health, safety and welfare of the Owners and Occupants of Lots and Units in Anson and other nonprofitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation.

**Section 2.04. Specific Powers.** Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by the Declaration or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Section 2.02 and 2.03 of these Articles, the Corporation shall have the following specific powers:

**Clause a). To Manage, etc.** To manage, maintain, repair and replace the Corporation Property for the benefit and use of the Owners to the extent provided and subject to such restraints or suspensions of use as are provided herein, in the By-Laws, and in the Declaration and any Supplemental Declaration, Plat or other Development Instrument.

**Clause b). To Make Assessments.** To fix, levy, and collect Assessments to be levied by the Corporation under the Declaration or any Supplemental Declaration, Plat or other Development Instrument and to enforce payment thereof by all lawful means.

Clause c). To Promulgate Rules. To promulgate such rules and regulations and perform such deeds as are deemed necessary to achieve the aforesaid purposes.

Clause d). To Insure. To secure from insurers licensed and approved in the State of Indiana appropriate fire-property damage coverage, comprehensive general liability coverage and such other forms of insurance as may be deemed necessary or appropriate.

Clause e). To Secure Services. To secure professional managerial services by employing a professional manager, contracting with a professional management service or entity, or otherwise, which services may include administrative, managerial, bookkeeping, legal, architectural, engineering, maintenance, repair, construction and other services.

Clause f). To Acquire and Dispose of Property. To acquire by gift, purchase or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of the Corporation subject to the provisions of the Declaration or any Supplemental Declaration, Plat or other Development Instrument.

Clause g). To Borrow. To borrow money and, subject to the provisions of the Declaration, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Corporation, or a pledge of monies to be received pursuant to the provisions of the Declaration, and to assign and pledge its right to make Assessments and its rights to claim a lien therefor.

Clause 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.

Clause 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.

Clause 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.

Clause k). To Pay. To pay all expenses of administration of the Corporation and expenses for the upkeep, maintenance and repair of the Corporation Property or any other Community Area or Common Facilities maintained by the Corporation pursuant to the Declaration, a Supplemental Declaration, a Plat or other Development Instrument, and to pay all licenses, taxes or governmental charges levied or imposed against the

General Community Area and General Common Facilities to the extent the same is separately assessed to the Corporation.

Clause l). To Merge. To participate in mergers and consolidations with other not-for-profit corporations organized for the same purpose.

Clause m). To Otherwise Act. To 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.

**Section 2.05. Limitations Upon Powers.** No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private Person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under the Code and the Applicable Regulations or the corresponding provisions of any subsequent federal tax laws if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for profit unless the purposes of the Corporation set forth in Section 2.02 of these Articles cannot otherwise be achieved.

### **Article 3**

#### **Registered Office and Registered Agent**

**Section 3.01. Registered Office.** The street address of the registered office of the Corporation is 251 E. Ohio Street, #1100, Indianapolis, Indiana 46204.

**Section 3.02. Registered Agent.** The name of the registered agent of the Corporation at the registered office is CT Corporation.

### **Article 4**

#### **Membership**

The Corporation shall not have members.

**Article 5**  
**Directors**

**Section 5.01. Number of Directors.** The initial Board of Directors of the Corporation shall consist of three (3) members. The number of Directors of the Corporation shall be specified from time to time in the By-Laws, but the minimum number shall be three (3) and the maximum number shall be seven (7) and, if the By-Laws fails to specify the number, then the number shall be five (5).

**Section 5.02. Initial Directors.** The initial members of the Board of Directors are Tom Dickey, Craig Anderson and Randall Smiley.

**Section 5.03. Appointment of Directors.** Members of the Board of Directors shall be initially be appointed by Declarant, and thereafter designated in accordance with the provisions of the By-Laws. Prior to the Applicable Date, a majority of the members of the Board of Directors shall be appointed by Declarant.

**Article 6**  
**Incorporator**

**Section 6.01. Name and Address of Incorporator.** The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
John A. Girod	600 East 96 <sup>th</sup> Street, Suite 100 Indianapolis, Indiana 46240

**Article 7**  
**Provision for Regulation and Conduct**  
**of the Affairs of Corporation**

**Section 7.01. Management of Corporation.** The affairs of the Corporation shall be managed by the Board of Directors.

**Section 7.02. Code of By-Laws.** Subject to the provisions of Section 7.04, the Board of Directors of the Corporation, by majority vote, shall have the power to make, alter, amend, or repeal the By-Laws.

**Section 7.03. Amendment of Articles of Incorporation.** The Corporation, by majority vote of the Board, reserves, subject to the provisions of Section 7.04, the right to amend, alter, change or repeal any provisions contained in the Articles or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; but such power of amendment does not authorize any amendment that would permit any part of the net

earnings of the Corporation to inure to the benefit of any private individual or that would be in conflict with the provisions of the Declaration.

**Section 7.04. Approval by Declarant.** Prior to the Applicable Date, each amendment to these Articles and to the By-Laws must be approved in writing by Declarant.

## **Article 8** **Dissolution**

**Section 8.01. Dissolution.** In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to Boone County, Indiana or to any municipality in which Anson is then located to be used for purposes similar to those for which this Corporation was organized. If such transfer is refused, then such assets shall be transferred by the Board of Directors to the State of Indiana, or any instrumentality or subdivision thereof, exclusively for public purposes, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as one or more of the purposes of the Corporation set forth in Section 2.02 hereof and which, at the time of transfer, is exempt from Federal income taxation under Sections 501(c)(3), or 501(c)(4) or the corresponding provisions of any subsequent federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of Boone County, Indiana exclusively for such charitable purposes or to such charitable organization as the Court shall determine. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

## **Article 9** **Definitions**

**Section 9.01. Terms from Declaration.** Capitalized terms used in these Articles, and in the By-Laws, and not defined herein or therein, shall, unless otherwise defined in Section 9.02 below or the context clearly requires otherwise, have the meaning given such terms in the Declaration.

**Section 9.02.** The following terms, as used in these Articles and the By-Laws, unless the context clearly requires otherwise, shall mean the following:

"Act " means The Indiana Nonprofit Corporation Act of 1991, as amended from time to time.

"Applicable Regulations" means the regulations issued with respect to referenced provisions of the Code by the Internal Revenue Service as the same may be amended from time to time.

"Code " means the Internal Revenue Code of 1986, as amended.

"Corporation Property" means the General Community Area and appurtenant easements, General Common Facilities and all improvements and other property of every kind and nature whatsoever, real, personal or mixed, located upon the General Community Area or used or held for use in connection with the business or operation of the Corporation.

"Declaration" means that certain Master Declaration of Covenants and Restrictions of Anson recorded January 11, 2006 as Instrument No. 200600000262, in the Office of the Recorder of Boone County, Indiana.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 6, executes these Articles of Incorporation this 13<sup>th</sup> day of July, 2006.

  
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John A. Girod