

# INDIANA SECRETARY OF STATE

## RECEIPT

Receipt Number : 1597192

Payment Entry Number : 529728

INDIANA SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
302 West Washington Street, Room E018  
Indianapolis, IN 46204  
(317) 232-6576

**DUKE CONSTRUCTION LP**  
**600 E. 96TH STREET STE 100**  
**INDIANAPOLIS, IN 46240**

Receipt Date: 10/02/2007

Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office :

### Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
DUKE CONSTRUCTION LP	Check/ MO	7130		\$30.00
Total Amount :				<u>\$30.00</u>

### Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
THE NEIGHBORHOODS AT ANSON OWNERS ASSOCIATION, INC.	Non-Profit Domestic Corporation : Articles of Incorporation	\$30.00
Total Amount :		<u>\$30.00</u>

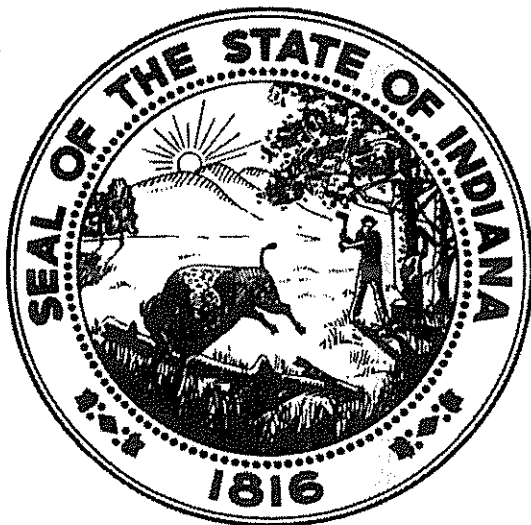
State of Indiana  
Office of the Secretary of State

CERTIFICATE OF INCORPORATION  
of

**THE NEIGHBORHOODS AT ANSON OWNERS ASSOCIATION, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation 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 Tuesday, October 02, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, October 2, 2007.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION  
OF

THE NEIGHBORHOODS AT ANSON OWNERS ASSOCIATION, INC.

07 OCT -2 AM 9:16

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

**Article 1**  
**Name and Definitions**

**Section 1.01. Name.** The name of this corporation is THE NEIGHBORHOODS AT ANSON OWNERS ASSOCIATION, INC. (the "Association"). The Association's principal office is located at 600 East 96<sup>th</sup> Street, Suite 100, Indianapolis, Indiana 46240.

**Section 1.02. Terms from Master Declaration.** Capitalized terms used in these Articles, and in the By-Laws, and not defined herein or therein, shall, unless otherwise defined in Section 1.03 below or the context clearly requires otherwise, have the meaning given such terms in the Master Declaration, and in the event of a conflict between the definitions in the Master Declaration and the definitions in the Supplemental Declaration, the definitions in the Master Declaration shall control.

**Section 1.03. Other Defined Terms.** 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.

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

"By-Laws" means the Code of By-Laws of the Association, as amended from time to time.

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

"Master Declaration" means the Master Declaration of Covenants and Restrictions of Anson recorded in the Office of the Recorder of Boone County, Indiana on January 11, 2006, as Instrument Number 200600000262, as amended from time to time.

"Member" means a Member of the Association.

"The Neighborhoods at Anson" means the residential development on the Parcel.

"Supplemental Declaration" means the Declaration of Covenants, Conditions and Restrictions of The Neighborhoods at Anson which has been recorded on December 6, 2006, as Instrument Number 200600013093, in the office of the Recorder of Boone County, Indiana, as the same may be amended from time to time.

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

**Section 2.01. Type of Corporation.** The Association is a mutual benefit corporation.

**Section 2.02. Primary Purposes.** The purposes for which the Association is formed are to own, manage, maintain, reserve, repair and reconstruct the Limited General Community Area within the Parcel, provide architectural control of the Lots within the Parcel and exercise all of the power and privileges, and perform all of the duties and obligations, of the Association as set forth in the Master Declaration and this Supplemental Declaration.

**Section 2.03. Additional Purposes.** In addition, the Association is formed for the promotion of the health, safety and welfare of the Owners of Lots in the Parcel and for such other non-profitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation under the provisions of Section 528 of the Code.

**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 Supplemental Declaration or the By-Laws, 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 Association shall have the following specific powers:

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

**Clause b).** **To Make Assessments.** To fix, levy, and collect Assessments to be levied by the Association under the Supplemental Declaration, a Plat or any other Development Instrument applicable to the Parcel 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 Association subject to the provisions of the Master Declaration, the Supplemental Declaration, a Plat or any other Development Instrument applicable to the Parcel.

**Clause g).** **To Borrow.** To borrow money and, subject to the provisions of the Master Declaration and the Supplemental Declaration, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Association, or a pledge of monies to be received pursuant to the provisions of the Supplemental 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 Association and to enforce the Association's liens for unpaid Assessments and charges or any other lien held by the Association.

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 Association 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 Association and expenses for the upkeep, maintenance and repair of the Association Property or any other Limited General Community Area or Limited Common Facilities maintained by the Association pursuant to the Supplemental Declaration or a Plat or other Development Instrument applicable to the Parcel, and to pay all licenses, taxes or governmental charges levied or imposed against the Limited General Community Area and Limited Common Facilities within the Parcel to the extent the same is separately assessed to the Association.

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 Association shall inure to the benefit of any Director or Officer of the Association or to any private Person, except that the Association 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 Association. No substantial part of the activities of the Association shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Association 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 Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 528 of 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 Association to federal income taxation at rates established for corporations engaged in business for profit unless the purposes of the Association 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 Association is 251 East Ohio Street, Suite 1100, Indianapolis, Indiana 46204.

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

### **Article 4** **Membership**

**Section 4.01. Classes of Membership.** The Association shall have a single class of members. Every Person who is an Owner of a Lot in the Parcel shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of a Lot.

**Section 4.02. Voting Rights.** Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in person or proxy (if permitted) pursuant to the voting procedures established in the By-Laws.

**Section 4.03. Termination of Membership.** Membership in the Association shall lapse and terminate when a Member ceases to be an Owner of a Lot in the Parcel.

**Section 4.04. Suspension of Membership Rights.** No Member may be expelled from membership in the Association for any reason. The Board of Directors shall have the right to suspend the voting rights of a Member for a period during which any Assessment or charge owed by the Member remains unpaid in excess of thirty (30) days.

**Section 4.05. Meetings of Members.** All meetings of the Members shall be held at such place within the State of Indiana as may be designated by the Board of Directors pursuant to the provisions of the By-Laws.

**Section 4.06. No Other Preferences, etc.** There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the Members.

#### **Article 5** **Directors**

**Section 5.01. Number of Directors.** The initial Board of Directors of the Association shall consist of three (3) members. The number of Directors of the Association 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 fail to specify the number, then the number shall be three (3).

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

**Section 5.03. Appointment of Directors.** Prior to the Parcel Applicable Date, members of the Board of Directors shall be appointed by Declarant. Thereafter they shall be elected by the Members in accordance with the provisions of the Code of By-Laws.

#### **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>
George H. Abel, II	600 East 96 <sup>th</sup> Street, #100 Indianapolis, Indiana 46240

#### **Article 7** **Provision for Regulation and Conduct** **of the Affairs of Association**

**Section 7.01. Management of Association.** The affairs of the Association 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 Association shall have the power, without the assent of the Members, to make, alter, amend, or repeal the By-Laws.

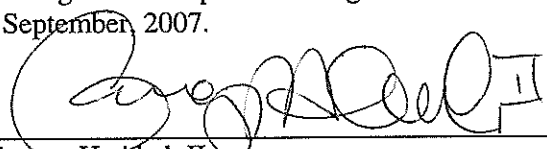
**Section 7.03. Amendment of Articles of Incorporation.** The Association reserves, subject to the provisions of Section 7.04, the right to amend, alter, change or repeal any provisions contained in these Articles or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the 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 Association to inure to the benefit of any private individual, that would modify the provisions of Section 2.05 if such modification would have the effect of disqualifying this Association as an organization exempt from Federal income taxation under the provisions of Section 528 of the Code, as amended, or such equivalent provision as may hereafter exist from time to time, or that would be in conflict with the provisions of the Master Declaration, the Supplemental Declaration or any Plat or other Development Instrument applicable to the Parcel.

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

**Article 8**  
**Dissolution**

**Section 8.01. Dissolution.** In the event of dissolution of the Association, assets remaining after payment of all debts of the Association shall be transferred by the Board of Directors to Boone County, Indiana or to any municipality in which the Parcel is then located to be used for purposes similar to those for which this Association 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 Association 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), 501(c)(4) or 528 of the Code 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 Association, or any private individual, shall be entitled to share in the distribution of any of the assets of the Association on dissolution of the Association.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 6, executes these Articles of Incorporation this \_\_\_ day of September, 2007.

  
\_\_\_\_\_  
George H. Abel, II