

ARTICLES OF INCORPORATION

BAY POINTE CO-OWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Bay Pointe Co-Owners' Association, Inc.

ARTICLE II

Purposes and Powers

Section 2.1. Purposes. The purposes for which the Corporation is formed are:

(a) For the acquisition, construction, management, maintenance and care of "association property", as defined in Section 528(c) of the Internal Revenue Code of 1954, as amended, ("Internal Revenue Code"), which association property includes, but is not limited to, the Common Areas within that certain tract of property described in the Declaration of Bay Pointe Horizontal Property Regime, recorded \_\_\_\_\_, 1986 as Instrument No. \_\_\_\_\_ in the office of the Recorder of Monroe County, Indiana (the "Declaration").

(b) Solely in furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may

power:

these Articles of Incorporation, the Corporation shall have the  
tion imposed by the Act, any other law, or any other provision of  
Section 2.3. Powers. Subject to any limitation or restric-  
subsequent Federal tax laws.

Internal Revenue Code, or corresponding provisions of any  
to its exempt function income under Section 528(c) of the  
qualifies for the exemption from Federal income tax with respect  
ities not permitted to be carried on by a corporation which  
of Incorporation, the Corporation shall not carry on any activ-  
(b) Notwithstanding any other provision of these Articles

2.1.

distributions in furtherance of the purposes set forth in Section  
compensation for services rendered and to make payments and  
Corporation shall be authorized and empowered to pay reasonable  
director, or officer or other private person, except that the  
of its net earnings shall inure to the benefit of any member,  
its activities shall be conducted in such a manner that no part  
corresponding provisions of any subsequent Federal tax laws, and  
as defined in Section 528(c) of the Internal Revenue Code, or  
for the purpose of being a non-profit "homeowners association",  
(a) The Corporation is organized and operated exclusively

Section 2.2. Non-Profit Purposes.

exclusively for charitable purposes.  
inconsistent with the Corporation being organized and operated  
be incorporated under the Act, provided such business is not

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, 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) To fix, levy, collect and enforce payment of, 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 incidental to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property which is held in title by this Corporation in connection with the affairs of the Corporation.

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

(e) To dedicate, sell or transfer any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the

Indiana, exclusively for such purposes or to such organization or disposed of by the Judge of the Circuit Court of Monroe County, shall determine. Any such assets not so disposed of shall be for the purposes of the corporation as the board of directors tion, dispose of all the assets of the corporation exclusively provision for the payment of all the liabilities of the corpora- dissolution, the board of directors shall, after paying or making share in the distribution of the corporation's assets. Upon director, officer, or any private individual will be entitled to (d) Upon dissolution of the corporation, no member,

ment, maintenance, and care of association property. of its expenditures for the acquisition, construction, manage- (c) The Corporation must make ninety percent (90%) or more- ments from the owners of residential units.

more of its gross income from membership dues, fees or assess- (b) The Corporation must receive sixty percent (60%) or (a) The Corporation shall not issue capital stock.

Section 2.4. Limitations on Powers.

hereafter amended, and by the common law. Corporation Law of the State of Indiana, as now existing or privileges granted to a corporation by the Not-For-Profit purposes hereinbefore set forth any and all powers, rights and (f) To have, exercise and enjoy in furtherance of the otherwise provided in the Declaration; and members, agreeing to such dedication, sale or transfer, except as

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Resident Agent and Principal Office

Section 4.1. Resident Agent. The name and post office address of the resident agent of the corporation are Max R. Kendall, Quality Village Builders, Inc., 8777 Purdue Road, Suite 113, Indianapolis, Indiana 46268.

Section 4.2. Principal Office. The post office address of the principal office of the Corporation is 8777 Purdue Road, Suite 113, Indianapolis, Indiana 46268.

ARTICLE V

Membership

Section 5.1. Classes. The Corporation shall have one class of voting members and no classes of non-voting members. Subject to such additional qualifications and conditions as may be prescribed from time to time in the By-Laws of the Corporation, membership is limited to those persons who are the record owners of a fee simple title to a "Dwelling Unit", as the same is defined in the Declaration.

Section 5.2. Rights, Preferences, Limitations and Restrictions of Classes. No rights, preferences, limitations and restrictions

such appointment in writing, becomes incompetent, dies, or such remain in effect until such appointed representative relinquishes the voting representative for such Dwelling Unit which shall irrevocable proxy appointing one of such persons or partners as partners shall file with the Secretary of the Corporation an a partnership, those persons constituting such Owner or the of acquisition of title to a Dwelling Unit by a multiple Owner or the Percentage Vote allocable to that Dwelling Unit. At the time there shall be only one voting representative entitled to cast constitutes more than one person or entity, or is a partnership, (b) Multiple Owners. When the Owner of a Dwelling Unit

matter.

present or represented at such meeting who support or oppose such meeting to determine the respective proportions of members Units the Owners of which are present or represented at such who support or oppose such matter, or by the number of Dwelling in the Regime to determine the respective proportions of members shall then be divided either by the number of Dwelling Units then meeting. The total number of votes for or against any matter be entitled to cast one vote on each matter coming before the facilitate the orderly conduct of the meeting, each member shall (a) Number of Votes. To avoid fractional votes and to

standing shall be entitled to voting rights as follows:

Section 5.3. Voting Rights of Members. Each member in good

specified herein, in the By-laws of the Corporation or by law.

tions on the classes of membership shall exist other than those



apPOINTment is otherwise rescinded by order of a court of competent jurisdiction. Such appointed voting representative may grant a proxy to another to vote in his place at a particular meeting or meetings pursuant to paragraph (d) of this Section 5.3, which shall constitute relinquishment of his right to act as voting representative for the Dwelling Unit at such meeting or meetings.

(e) Quorum. Except where otherwise expressly provided in the Declaration, these Articles, the By-laws, or the Act, the presence of members or their duly authorized representatives holding a majority of the total Percentage Vote shall constitute a quorum at all meetings. The terms "majority of members" and "majority of the vote", as used in these Articles, shall mean, unless otherwise expressly indicated, more than fifty percent (50%) of the total Percentage Vote as determined by the

(d) Proxy. A member may vote either in person or by his duly authorized and designated attorney-in-fact. Where voting is by proxy, the member shall duly designate his attorney-in-fact in writing, delivered to the Corporation prior to the commencement of the meeting.

(c) Voting by Corporation or Trust. Where a corporation or trust is an owner or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the board of directors of such corporation shall cast the vote to which the corporation is entitled.

of managers, of the Corporation are:

addresses of the initial board of directors, also known as board  
Section 6.3. Initial Board of Directors. The names and

laws of the Corporation or required by law.  
qualifications as may be specified from time to time in the By-

Section 6.2. Qualifications. Each director shall have such  
shall be three (3).

the By-laws do not specify the number of directors, the number  
be three (3) and the maximum number shall be seven (7). Whenever

Corporation. The minimum number of directors so specified shall  
shall be specified from time to time in the By-laws of the

consist of three (3) directors. The exact number of directors  
Section 6.1. Number. The initial board of directors shall

Board of Directors

ARTICLE VI

shall be deemed one Owner.

tenants in common, joint tenants, or tenants by the entities  
Unit. Persons or entities owning a single Dwelling Unit as

combination thereof, who owns the fee simple title to a Dwelling  
partnership, association, trust or other legal entity, or any

(f) The term "Owner" means a person, firm, corporation,  
such meeting.

mean a majority of the persons or votes present or represented at  
applicable provisions set forth in the Declaration, and shall not



Upon its incorporation, the Corporation is assuming control of real property designated as Bay Pointe Horizontal Property, Regime and certain cash and other assets in connection therewith, valued at more than \$1,000.00.

Statement of Property

ARTICLE VIII

8777 Purdue Road  
Suite 113  
Indianapolis, Indiana 46260

Max R. Kendall

Addresses

Name

are:

The name and address of the incorporator of the Corporation

Name and Address of Incorporator

ARTICLE VII

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

8777 Purdue Road  
Suite 113  
Indianapolis, Indiana 46268

Max R. Kendall

Addresses

Name

shall be specified in the respective calls and notices or waivers  
such places, either within or without the State of Indiana, as  
and of the board of directors of the Corporation shall be held at  
Section 9.2. Place of Meetings. Meetings of the members

Owners.

not less than sixty-six and two-thirds percent (66 2/3%) of all  
(b) Amendment of these Articles shall require the assent of  
manner.

director. All additional directors shall serve in the same  
director, for a term of three years to replace the outgoing  
at each annual meeting thereafter the members shall elect a  
term of two years and one director for a term of three years; and  
elect one director for a term of one year, one director for a  
as provided in the Declaration, at which time the members shall  
which control of the Association is turned over to the members,  
Article VI, Section 6.3, above, who shall serve until the date on  
initially by the board of three (3) directors set forth in  
(a) The affairs of the Corporation shall be managed

Corporation, the directors or the members are as follows:  
creating, defining, limiting or regulating the powers of the  
the regulation and conduct of the affairs of the Corporation, and  
provisions, consistent with the laws of the State of Indiana, for  
Section 9.1. Directors; Amendment of Articles. Other

Provisions for Regulation and Conduct  
Of The Affairs Of The Corporation

ARTICLE IX

(a) The Corporation shall indemnify any person as of right who is or was a director, officer, or employee of this Corporation, or is or was serving as a director, officer, or employee of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a director, officer, or employee of the Corporation or of such other organization; provided, such person acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, in a manner which he or she had no reasonable cause to believe was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith

Section 9.3. Indemnification.

of notice of such meetings given in accordance with the By-laws of the Corporation.

and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he or she had no reasonable cause to believe was unlawful.

(b) Any director, officer, or employee of the Corporation who has been successful as a party on the merits or otherwise in the defense of any claim, action, suit, or proceedings referred to in the first sentence of Section 9.3(a) shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him or her in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 9.3(b) above, any indemnification under Section 9.3(a) shall be made by the Corporation only upon a determination that indemnification of the particular director, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 9.3(a). Such determination shall be made (i) by the board of directors of the Corporation by a majority vote of a quorum consisting of members of the board of directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the board of directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation) in a written opinion, or (iii) by vote of the members of the Corporation.

any liability asserted against such person and incurred by him or partnership, joint venture, trust or other enterprise, against tor, officer, partner, employee, or agent of another corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, or who maintain insurance on behalf of any person who is or was a (e) This corporation shall have power to purchase and

occurring whether before or after the adoption hereof. the adoption hereof, arising from acts or omissions to act to claims, actions, suits, or proceedings made or commenced after indemnification provided by this Section 9.3 shall be applicable the heirs, executors, and administrators of any such person. The or employee of the corporation, and shall inure to the benefit of continue as to a person who has ceased to be a director, officer, tion, agreement, vote of the members, or otherwise, and shall officer, or employee may be entitled under any by-law, resolution, not be deemed exclusive of any other rights to which a director, (d) The indemnification provided by this Section 9.3 shall



no duty under this Section 9.3 to indemnify any such person to the extent such liability is covered by such insurance.

Section 9.4. Compensation of Employees. In order to

carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the board of directors of the Corporation.

Section 9.5. By-Laws. The By-Laws of the Corporation may

be amended as set forth in the By-Laws. Said By-Laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 9.6. Powers of the Board of Directors. Subject

to any limitation or restriction imposed by law or by these Articles of Incorporation, the board of directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without authorization or approval of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true, representing and beforehand to the Secretary of State of Indiana and all persons whom it may concern that a membership list or lists of the above-named Corporation for which a Certificate of

This instrument was prepared by Phillip J. Stoffregen, ICE MILLER DONADIO & RYAN, One American Square, Box 82001, Indianapolis, Indiana 46282.

Max R. Kendall

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1986.

incorporation is hereby applied have heretofore been opened in accordance with the Act, and that at least one (1) person has signed such membership list.