

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

WILLOW CREEK OF WESTFIELD HOMEOWNERS ASSOCIATION, INC.

I, JOSEPH H. HOGSETT, 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 February 25, 1994.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-fifth day of February, 1994

Joseph H. Hogsett  
JOSEPH H. HOGSETT, Secretary of State

By Ronald H. Perkins  
Deputy

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APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF

WILLOW CREEK OF WESTFIELD HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I  
Name

The name of the Corporation is: WILLOW CREEK OF WESTFIELD HOMEOWNERS ASSOCIATION, Inc.

ARTICLE II  
Purposes

The purposes for which the Corporation is organized, and will at all times be operated, are exclusively:

Section 1. To provide, as a "homeowners association" and "residential real estate management association" described in Section 528 of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any future United States Internal Revenue laws, for the acquisition, construction, management, maintenance and care of "association property" (as defined in said Section 528 of the Code (or the corresponding provisions of any future United States Internal Revenue laws) of the Corporation; and

Section 2. To promote the health, safety, common good and social welfare of the owners of property in and residents of the residential subdivision to be developed by Thomas D. Wilson, Inc., an Indiana Corporation, or by its successors and assigns ("Developer") on all or a portion of the real estate described in the attached Exhibit A.

ARTICLE III  
Powers

In furtherance of the purposes for which it is organized, the Corporation shall have, in addition to the general rights, privileges and powers conferred by law, the following rights, privileges and powers:

Section 1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the "Association" as set forth in the Declaration of Covenants, Conditions and restrictions of Willow Creek of Westfield, dated September 27,

1993, and recorded October 1, 1993, as Instrument No. 9347501 in the office of the Recorder of Hamilton County, Indiana, as the same may be amended or supplemented from time to time as therein provided (the "Declaration"), the Declaration being incorporated herein as if set forth at length. This Corporation is referred to as the "Association" in the Declaration;

Section 2. To fix, levy, collect and enforce payment of all charges or assessments made pursuant to the terms of the Declaration or the By-Laws of the Corporation by any lawful means; to pay all expenses in connection therewith and all office and other expenses incident 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;

Section 3. To dedicate, sell or transfer all or any part of the Corporation property to any public agency, authority or utility for such purposes and subject to such conditions as may be approved by the members as prescribed in the Declaration;

Section 4. To continue as a Corporation under its corporate name perpetually;

Section 5. To sue and be sued in its corporate name;

Section 6. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible;

Section 7. To borrow money and to pledge, mortgage, deed in trust and hypothecate its property and franchises to secure the payment thereof;

Section 8. To carry out its purposes in this state and elsewhere and to have one or more offices in or out of this state;

Section 9. To acquire, construct, manage, maintain and care for the Corporation's property;

Section 10. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation;

Section 11. To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, and their respective heirs, assigns and legal representatives, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding in which such person is made or

threatened to be made a party by reason of being or having been a director or officer only to the extent provided in the Declaration;

Section 12. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, any partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability;

Section 13. To make By-Laws for the government and regulation of its affairs;

Section 14. To cease its activities and to dissolve and surrender its corporate franchise;

Section 15. To do all acts and things necessary, convenient or expedient to accomplishing the purposes for which it is formed; and

#### ARTICLE IV Restriction on Payments & Benefits

No member or individual may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered, and no part of its net earnings shall inure to the benefit of any member or other private individual (other than by acquiring, constructing or providing management, maintenance and care of "association property" (as such term is defined in Section 528 of the Code) and other than by rebate of excess membership dues, fees, charges and assessments).

#### ARTICLE V Period of Existence & Type of Corporation

The period during which the Corporation shall continue is perpetual. This Corporation is a mutual benefit corporation.

#### ARTICLE VI Registered Agent and Registered Office

Section 1. The name and address of the Registered Agent in charge of the Corporation's registered office are Steven A. Wilson, 937 Keystone Way, P.O. Box 649, Carmel, Indiana 46032.

Section 2. The address of the registered office of the Corporation is 937 Keystone Way, P.O. Box 649, Carmel, Indiana 46032.

ARTICLE VI  
Members

Section 1. Classes. Each "Owner" (as such term is defined in the Declaration) of a "Lot" (as such term is defined in the Declaration) shall, automatically upon becoming an Owner of a Lot, be and become a member of the Corporation and shall remain a member until such ownership ceases, at which time his membership will terminate and the new Owner of his Lot shall be and become a member of the Corporation.

The Corporation shall have two (2) classes of membership, as follows:

(i) Class A Members. Class A members shall be all Owners other than Developer (unless the Class B membership has been converted to Class A membership as provided in the following subparagraph (ii), in which event Developer shall then be a Class A member).

(ii) Class B Members. The Class B member shall be the Developer. The Class B membership shall cease and terminate and be converted to Class A membership upon the "Applicable Date" (as such term is hereinafter defined in Section 3 of this Article VI).

Section 2. Rights, Preferences, Limitations and Restrictions of Members. The members shall have such rights, duties, liabilities and obligations, and shall be subject to such limitations and restrictions, as are provided herein, in the Declaration and in the Act.

Section 3. Voting Rights of Members. Each class of membership of the Corporation shall have the respective voting rights set forth in this Section 3.

(i) Class A members shall be entitled to one (1) vote for each Lot owned.

(ii) Until the Applicable Date, the Class B membership shall be entitled to three (3) votes for each Lot owned.

(iii) As used herein, the term "Applicable Date" shall have the meaning set forth for such term in the Declaration.

(iv) Where more than one person or entity constitutes the Owner of a particular Lot, all such persons or entities shall be members of the Corporation, but the vote in respect of such Lot shall be exercised as the persons or entities holding an interest in such Lot determine among themselves, but in no event shall more than one (1) vote (in the case of Class A membership) be cast with respect to such Lot.

ARTICLE VII  
Directors

The exact number of directors of the Corporation shall be prescribed from time to time by the By-Laws of the Corporation at a number no greater than nine (9) and no smaller than three (3). Whenever the By-Laws do not prescribe the exact number of directors, the number of directors shall be three (3).

ARTICLE VIII  
Initial Board of Directors

The names and addresses of the members of the initial Board of Directors are as follows:

Steven A. Wilson  
937 Keystone Way  
P.O. Box 649  
Carmel, Indiana 46032

Thomas W. Wilson  
937 Keystone Way  
P.O. Box 649  
Carmel, Indiana 46032

Sharon L. Wilson  
937 Keystone Way  
P.O. Box 649  
Carmel, Indiana 46032

ARTICLE IX  
Incorporator

The name and address of the Incorporator of the Corporation are Steven A. Wilson, 937 Keystone Way, P.O. Box 649, Carmel, Indiana 46032.

ARTICLE X  
Statement of Property

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation are as follows: None.

ARTICLE XI  
Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Interest of Directors or Officers in Transactions. Any contract or transaction between the

Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are interested, or between the Corporation and any other corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by the approving vote of the directors present. The interested director or directors may be counted in determining the presence of a quorum at such meeting. This Section 1 of this Article XI shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common, equitable or statutory law applicable thereto.

Section 2. Meeting of Members. Meetings of the members of the Corporation shall be held at such place in Hamilton County, Indiana, as may be specified in the respective notices or waivers of notice thereof.

Section 3. Meetings of Directors. Meetings of the Board of Directors of the Corporation shall be held at such place in Hamilton County, Indiana, as may be specified in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board of Directors or of such committee (as the case may be) and such written consent is filed with the minutes or proceedings of the Board or Committee.

Section 4. Powers Relative to By-Laws. The initial By-Laws of the Corporation shall be the By-Laws adopted by the initial Board of Directors of the Corporation. The power to alter, amend, add to and repeal the By-Laws of the Corporation is vested in the members of the Corporation, which power shall be exercised in accordance with the requirements of the Declaration and By-Laws; provided, however, that there shall be no amendment, alteration, addition to or repeal of the By-Laws prior to the Applicable Date without the consent and approval of the Developer.

Section 5. General Powers of Directors. Subject to the provisions of these Articles of Incorporation, the By-Laws and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Corporation.

Section 6. Nonliability of Members. No member or director of the Corporation shall be liable for any of its obligations.

Section 7. Right to Amend Articles. The Corporation reserves the right to amend, alter, change or repeal, in any manner now or hereafter prescribed by the Act, any provision contained in these Articles of Incorporation, and all rights, powers and privileges hereby conferred on members, directors or officers of the Corporation are subject to this reserved power; provided, however, that there shall be no amendment, alteration, change or repeal of these Articles prior to the Applicable Date without the consent and approval of the Developer.

Section 8. FHA/VA Approval. As long as there is a Class B membership, the following actions will require the approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties (other than the property described in the attached Exhibit A, as to which approval is not required), mortgaging of any Common Areas, if any, dedication of any Common Areas, if any, and dissolution and amendment of these Articles.

The undersigned Incorporator hereby adopts these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list of the above-named Corporation has been opened in accordance with law and that at least one (1) person has signed that membership list.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article IX, executes these Articles of Incorporation and affirms and verifies subject to penalties of perjury the truth of the facts therein stated, this 18<sup>TH</sup> day of February, 1994.

  
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Steven A. Wilson

This instrument was prepared by Stephen A. Harlow, Attorney at Law, 9000 Keystone Crossing, Suite 730, Indianapolis, Indiana 46240.



LAND DESCRIPTION

Part of the Southeast Quarter of Section 31, Township 19 North, Range 4 East, Washington Township, Hamilton County, Indiana, more particularly described as follows:

Commencing at the Southeast corner of the Southeast Quarter of Section 31, Township 19 North, Range 4 East, Washington Township, Hamilton County, Indiana; thence North 00 degrees 01 minute 35 seconds West (assumed bearing) 1023.80 feet on the East line of said Southeast Quarter to the Southeast corner of the real estate described in Deed Book 304, page 299 in the Office of the Recorder of Hamilton County, Indiana; thence South 89 degrees 20 minutes 12 seconds West 777.82 feet on the South line of the real estate described in said Deed Book 304, page 299 to the center line of Cool Creek, being the POINT OF BEGINNING; thence North 87 degrees 14 minutes 20 seconds West, 300.07 feet; thence South 84 degrees 35 minutes 58 seconds West, 286.32 feet to a point of intersection with a non-tangent curve, concave Westerly, having a radius of 275.00 feet and a central angle of 01 degree 27 minutes 51 seconds; thence Northerly along the arc of said curve to the left, from which the local tangent at the beginning point bears North 01 degree 46 minutes 52 seconds West, 7.03 feet to the point of intersection with a non-tangent line; thence South 86 degrees 45 minutes 17 seconds West, 50.00 feet; thence South 79 degrees 01 minute 00 seconds West, 114.95 feet; thence North 00 degrees 15 minutes 38 seconds West, 29.41 feet; thence North 86 degrees 48 minutes 04 seconds West, 189.66 feet; thence South 87 degrees 13 minutes 11 seconds West, 140.20 feet; thence South 19 degrees 43 minutes 07 seconds West, 173.27 feet; thence South 10 degrees 28 minutes 33 seconds West, 51.48 feet; thence North 83 degrees 06 minutes 45 seconds West, 177.06 feet to a point of intersection with a non-tangent curve, concave Easterly, having a radius of 225.00 feet and a central angle of 00 degrees 26 minutes 25 seconds; thence Southerly along the arc of said curve to the left, from which the local tangent at the beginning point bears South 06 degrees 53 minutes 16 seconds West, 1.73 feet to the point of intersection with a non-tangent line; thence North 88 degrees 35 minutes 10 seconds West, 84.07 feet; thence South 88 degrees 37 minutes 12 seconds West, 210.38 feet to the West line of the real estate described in Deed Book 295, page 432 in said Recorder's Office; the following four (4) courses are on the perimeter of the real estate described in Deed Book 295, page 432: 1.) thence South 00 degrees 12 minutes 30 seconds East, 266.88 feet; 2.) thence South 88 degrees 02 minutes 05 seconds East, 529.35 feet; 3.) thence South 00 degrees 08 minutes 03 seconds East, 557.12 feet; 4.) thence North 89 degrees 20 minutes 12 seconds East, 380.75 feet to the center line of Cool Creek; the following four (4) courses are chord bearings and distances on the center line of said Cool Creek and are included for mathematical closure purposes only, the actual boundary line follows the meanderings of the center line of said Cool Creek: 1.) thence North 14 degrees 54 minutes 44 seconds East, 360.19 feet; 2.) thence North 30 degrees 32 minutes 56 seconds East, 43.04 feet; 3.) thence North 63 degrees 44 minutes 23 seconds East, 463.79 feet; 4.) thence North 20 degrees 23 minutes 11 seconds East, 471.02 feet, to the POINT OF BEGINNING; Containing 21.81 acres of land, more or less.

Subject to the right-of-way for State Road #32.

Subject to rights and easement for navigation, commerce and recreation which may exist over that portion of said land lying beneath the waters of Cool Creek.

Subject to rights of upper and lower riparian owners with respect to Cool Creek.

Subject to all legal easements and rights-of-way.

EXHIBIT A