

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

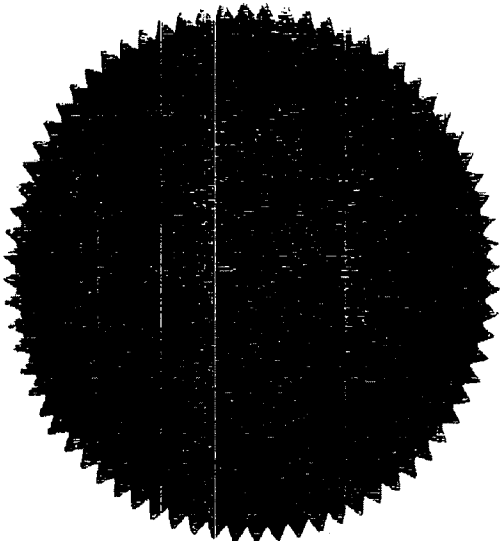
CERTIFICATE OF INCORPORATION

**GEIST HARBOURS PROPERTY OWNERS ASSOCIATION, INC.**

*200-110*  
*(100)*

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis, this

15th day of

JANUARY 19 81

EDWIN J. SIMCOX, Secretary of State

By \_\_\_\_\_ Deputy

ARTICLES OF INCORPORATION  
(Not for Profit)

Prescribed by Larry A. Conrad,  
Secretary of State of Indiana

INSTRUCTIONS:

Use 8½ x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of  
State, Room 155, State House, Indianapolis,  
Indiana 46204

FILING FEE is \$13.00

General Requirements: "Non-Profit" means  
that the Corporation shall not engage in any  
activities for the pecuniary gain of its  
members.

APPROVED  
AND  
FILED  
JAN 15 1981

*Edmund J. Conrad*  
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION  
OF

GEIST HARBOURS PROPERTY OWNERS ASSOCIATION, INC.

The undersigned incorporator or incorporators, 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, (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is GEIST HARBOURS PROPERTY OWNERS ASSOCIATION, INC. . . . .  
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

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 the security, maintenance, preservation and architectural control of the homes within that certain tract of property commonly known as Geist Harbours West and lying along the west and northwesterly boundary of Geist Reservoir, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association for this purpose to:

a) exercise all of the powers and priveleges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded

or to be recorded in the offices of the Recorder of Marion and Hamilton Counties, Indiana, 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 the public use or otherwise dispose of real or personal property in connection with the affairs of the Association which is held in title by this Corporation.

d) borrow money, and with the assent of two-thirds (2/3) of each class of members, 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 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 as prescribed in said Declaration.

f) have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Indiana by law may now or hereafter have or exercise.

**ARTICLE III**  
**Period of Existence**

The period during which the Corporation shall continue is perpetual . . . . .  
(will either be "Perpetual", or, if to be limited, some definite period of time.)

**ARTICLE IV**  
**Resident Agent and Principal Office**

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is . . . . . Hayes T. O'Brien . . . . .  
(Name)

100 Clarendon Drive . . . . . Noblesville . . . . . INDIANA 46060 . . . . .  
(Number and Street or Building) (City) (State) (Zip Code)

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

100 Clarendon Drive . . . . . Noblesville . . . . . INDIANA 46060 . . . . .  
(Number and Street or Building) (City) (State) (Zip Code)

**ARTICLE V**  
**Membership**

(A minimum of three (3) shall have signed the membership list. Directors or Trustees or Incorporators are included in the Membership.)

Section 1. Classes. (If any) (see pages following)

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes. (See pages following)

Section 3. Voting Rights of Classes. (See pages following)

*PLEASE NOTE: The Corporation shall confer upon every member a certificate signed by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he is a member of the Corporation.*

ARTICLE V

MEMBERSHIP

Every member or entity who is a record owner of a fee or undivided fee interest in any dwelling, as the same is defined in the Declaration of Covenants, Conditions and Restrictions, which is subject by covenants of record to assessments 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 dwelling which is subject to assessment by the Association.

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 dwelling owned. When more than one person holds an interest in any such dwelling, all such persons shall be members. The vote for such dwelling shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any dwelling.

Class B. The Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each platted lot as defined in the Declaration of Covenants, Conditions and Restrictions. 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 first day of January, 1995.

**ARTICLE VI**  
**Directors**

Section 1. Number of Directors. The initial Board of Directors is composed of three (3) members. If the exact number of Directors is not stated, the minimum number shall be three (3), and the maximum number shall be three (3). . . . Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation: **AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).**

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

| Name               | Number and Street or Building | City        | State   | Zip Code |
|--------------------|-------------------------------|-------------|---------|----------|
| Stanley E. Hunt    | 100 Clarendon Dr.             | Noblesville | Indiana | 46060    |
| Hayes T. O'Brien   | 100 Clarendon Dr.             | Noblesville | Indiana | 46060    |
| Phillip W. Klinger | 100 Clarendon Dr.             | Noblesville | Indiana | 46060    |

**ARTICLE VII**  
**Incorporator(s)**

Section 1. Names and Post Office Addresses. The names and post office address(es) of the incorporator(s) of the Corporation is (are) as follows:

| Name             | Number and Street or Building | City        | State   | Zip Code |
|------------------|-------------------------------|-------------|---------|----------|
| Hayes T. O'Brien | 100 Clarendon Dr.             | Noblesville | Indiana | 46060    |

**ARTICLE VIII**  
**Statement of Property (If any)**

A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation are as follows:

NONE

**ARTICLE IX**  
**Provisions for Regulation and Conduct**  
**Of the Affairs of Corporation**  
**(Can be the "By Laws")**

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

In accordance with the By-Laws of this Corporation.

The undersigned, being one or more persons, do hereby adopt 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 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 that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 8th day of January, 1981.

|                              |   |
|------------------------------|---|
| .....<br>(Written Signature) | .....<br><i>Hayes T. O'Brien</i><br>(Written Signature) |
| .....<br>(Printed Signature) | .....<br>Hayes T. O'Brien<br>(Printed Signature)        |
| .....<br>(Written Signature) | .....<br>(Written Signature)                            |
| .....<br>(Printed Signature) | .....<br>(Printed Signature)                            |

NOTARY ACKNOWLEDGEMENT  
(required)

State of Indiana  
SS:  
County of Marion .....

Before me, Judi A. LeMond, a Notary Public in and for said county and State, personally appeared the above incorporator(s) and (severally) acknowledged the execution of the foregoing Articles of Incorporation.

Notary Seal  
Required

.....  
(Written Signature)  
Judi A. LeMond, Notary Public  
(Printed Signature)

My commission expires: April 1, 1982

My residence is in Marion County, Indiana

WITNESS my hand and Notarial  
Seal this 8th day of January, 1981.

This instrument was prepared by William F. LeMond, Attorney at Law  
(Name)

600 Union Federal Building .. Indianapolis .. Indiana .. 46204 ..  
(Number and Street or Building) (City) (State) (Zip Code)