

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

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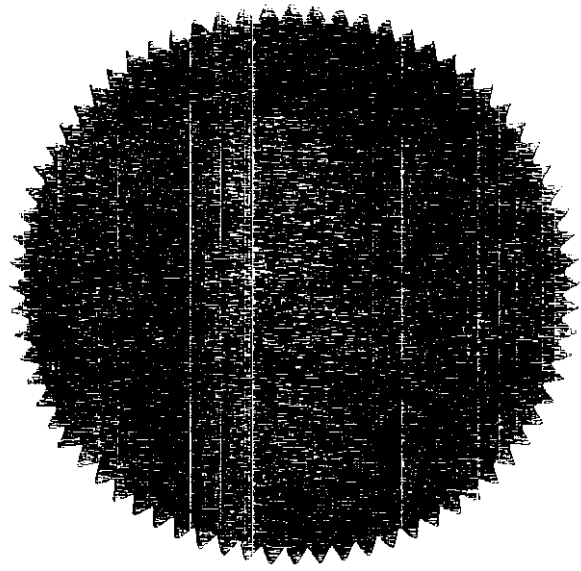
To Whom These Presents Come, Greeting:

CERTIFICATE OF INCORPORATION

NORTH WILLOW PARK CO-OWNERS ASSOCIATION, INC.

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

24th

day of

February

19 81

EDWIN J. SIMCOX, Secretary of State

By

Deputy

INSTRUCTIONS.

Use 8½ x 11 Inch Paper for Inserts
Present 2 Executed Copies to Secretary of State, Room 155, State House, Indianapolis, Indiana 46204
The recording of a third executed copy with the County Recorder is no longer statutorily required.
FILING FEE is \$26.00

Corporate Form No. 364-1 (Sept. 1977)
Page One

**ARTICLES OF INCORPORATION
(Not for Profit)**

Prescribed by Edwin J. Simcox,
Secretary of State of Indiana

**APPROVED
AND
FILED
FEB 24 1981**

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

**ARTICLES OF INCORPORATION
OF**

NORTH WILLOW PARK CO-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"), execute the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is NORTH WILLOW PARK CO-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:

Section 1. To provide the maintenance, preservation and architectural control of the units and Common Area within that certain tract of property described as Declaration of Horizontal Property Ownership, North Willow Park, Horizontal Property Regime, and to promote the health, safety and welfare of the residents within the above-described property;

NOTE: "Not-for-Profit" as applied to corporations means, "... any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

- Section 2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Horizontal Property Ownership, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded in the office of the Recorder of Marion County, 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;
- Section 3. To 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 incidental 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;
- Section 4. 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 in connection with the affairs of the Association which is held in title by this Corporation;
- Section 5. To borrow money, and with the assent of two-thirds (2/3) of the members, pledge, deed in trust, or hypothecate any or all of its real or personal property for money borrowed or debts incurred;
- Section 6. To 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer; and
- Section 7. To 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.....
(either "Perpetual", or, if limited, some definite period of time.)

**ARTICLE IV
Resident Agent and Principal Office**

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process isJoseph F. Quill.....
(Name)

613 Union Federal Building, Indianapolis, INDIANA 46204
(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

9000 Township Line Road, Indianapolis, INDIANA 46260
(Number and Street or Building) (City) (State) (Zip Code)

**ARTICLE V
Membership**

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

Section 1. Classes (if any): One class only of voting membership. Each person who is the record owner of a fee as same is defined in the Declaration of Horizontal Property Ownership, North Willow Park, Horizontal Property Regime, is entitled to membership.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes: One class only.

Section 3. Voting Rights of Classes: Rights are noted per the formula for owners as enumerated in the Declaration of Horizontal Property ownership based on the proportionate amount of square footage of each dwelling unit.

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 or she is a member of the Corporation.

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 ~~nine (9)~~..... 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 initial Board of Directors are:

| Name | Number and Street or Building | City | State | Zip Code |
|------------------|-------------------------------|------------------------------|-------|----------|
| Paul B. Milhous | 15354 Stafford | City of Industry, California | | 91744 |
| Roy Cordray | 3848 Avon Road | Plainfield, Indiana | | 46168 |
| Talbott W. Denny | 925 Tilson Drive | Zionsville, Indiana | | 46077 |

ARTICLE VII
Incorporator(s)

Section 1. 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 |
|-----------------|-------------------------------|------------------------------|-------|----------|
| Paul B. Milhous | 15354 Stafford | City of Industry, California | | 91744 |

ARTICLE VIII
Statement of Property (If any)

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:

Upon its incorporation, the Corporation is assuming control of real property designated as North Willow Park Horizontal Property Regime, valued at more than \$1,000.00.

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 the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the directors or the members of any class or classes of members are as follows:

The affairs of the Corporation shall be managed initially by a board of three (3) directors set forth in Article VI, Section 2, above, who shall serve until the 31st day of December, 1986, or the date the entire condominium regime is turned over to the Association whichever date first occurs, at which time the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect a director, for a term of three years to replace the outgoing director. All additional directors shall serve in the same manner.

Amendment of these Articles shall require the assent of sixty-six and two-thirds percent (66-2/3%) of the entire membership.

For those actions which, by the provisions of preceding Articles require a vote of the members, there must be a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of Owners representing a majority of the total number of votes entitled to be present and vote shall constitute a quorum at all meetings.

ARTICLE IX, CONT...

The term majority of Owners or Majority of Vote, as used in these Articles, shall mean the Owners entitled to not less than fifty-one percent (51%) of the votes in accordance with the applicable provisions set forth in the Declaration.

