

State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPORATION

of

THE RESERVE AT RAINEYBROOK HOMEOWNERS ASSOCIATION, INC.

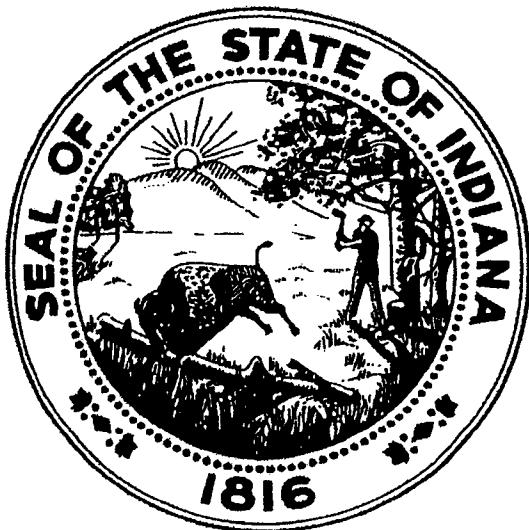
I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, February 08, 2001.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 8, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE



APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
THE RESERVE AT RAINEYBROOK
HOMEOWNERS ASSOCIATION, INC.

RECEIVED
CORPORATIONS DIV.
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SUE ANNE GILROY

Sue Anne Gilroy

IND. SECRETARY OF STATE
The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is: **The Reserve at Raineybrook Homeowners Association, Inc.** (hereinafter called the "Association").

ARTICLE II
Purpose

The purposes for which the Corporation is formed are:

- (a) 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 for The Reserve at Raineybrook Planned Development, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Recorder of Tippecanoe 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;
- (b) borrow money, and with the assent of two-thirds (2/3rds) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (c) have and to exercise any and all powers, rights and privileges which a corporation organized under the Indiana Nonprofit Corporation Act of 1991, and more particularly described in I.C. §23-17-4-2, as amended from time to time, by law may now or hereafter have or exercise.

ARTICLE III
Type of Corporation

The Corporation is a mutual benefit corporation.

ARTICLE IV
Resident Agent, Registered Office, Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent and Registered Office for service of process are:

Name of Registered Agent: **William R. Davis**

Address of Registered Agent: **745 Cardinal Drive**
Lafayette, IN 47909

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

745 Cardinal Drive, Lafayette, IN 47909

ARTICLE V
Period of Existence

The period during which the Corporation shall continue is: perpetual.

ARTICLE VI
Membership

The corporation will have members.

Section 1. Classes (if any):

The membership shall consist of two classes of voting membership and there shall be up to seventy-one (71) Class A members of the Association.

Class A Membership in the Association shall be limited strictly to the Owners of the seventy-one (71) lots in The Reserve at Raineybrook Planned Development. "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title of the seventy-one (71) lots which are a part of The Reserve at Raineybrook Planned Development, including contract purchasers, but excluding those having such interests merely as security for the performance of an obligation. Any purchaser of a tract in The Reserve at Raineybrook Planned Development shall immediately, by virtue of having become such a purchaser, be a member of the Association upon taking title to the lot so purchased.

Class B Membership in the Association shall be the Declarant, Suesro, Inc., its successors or assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 2. Voting Rights, Preferences, Limitations, and Restrictions of Classes:

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

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each lot owned. 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 December 31, 2010.

**ARTICLE VII
Directors**

Section 1. Number of Directors:

The initial Board of Directors is composed of three (3) members. 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:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Russell E. Clayton	1103 Wea Valley Drive	Lafayette	IN	47909
James A. Andrew	620 Central Avenue	Lafayette	IN	47905
William R. Davis	745 Cardinal Drive	Lafayette	IN	47909

**ARTICLE VIII
Incorporator(s)**

Name(s) and Post Office Address(es) of the Incorporator(s) of the Corporation is (are) as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Andrew S. Gutwein	415 Columbia St., #1000	Lafayette	IN	47901

**ARTICLE IX
Statement of Property and Value (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 is as follows:

None.

**ARTICLE X
Provisions for Regulation and Conduct
of the Affairs of Corporation**

Section 1. By-Laws. The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. Amendment or Repeal. Amendment of these Articles shall require the assent of 51% of the entire membership.

Section 3. No Private Benefit. Said corporation is organized exclusively for performing, contracting, paying and otherwise doing everything necessary to provide for the maintenance, preservation and architectural control of the residential lots within The Reserve at Raineybrook Planned Development, as described in Article II above, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. No Political Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation

shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Section 6.

(a) To the fullest extent now or hereafter provided by the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (i) if such director, officer or employee is wholly successful with respect thereof or (ii) if not wholly successful, then if such director, officer or employee is determined, as provided in paragraph (e) of this Section 6, to have acted in good faith, in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in this section.

(b) As used in this Section 6, the terms "claim, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer or employee of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

- (i) by reason of his being or having been a director, officer or employee of the Corporation or of any corporation which he served as such at the request of the Corporation, or
- (ii) by reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he served as such at the request of the Corporation, or
- (iii) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expenses shall have been incurred.

(c) As used in this Section 6, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of a director, officer or employee.

(d) As used in this Section 6, the term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (ii) approval by a court, with knowledge of indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of the same, without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons being hereinafter called the referee), shall deliver to the Corporation written finding that such director, officer or employee has met the standards of conduct set forth in the preceding paragraph (a) and (ii) of this Section 6 if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(f) The rights of indemnification provided in this Section 6 shall be in addition to any rights to which any such director, officer or employee may otherwise be entitled. Irrespective of the provisions of this Section 6, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the laws of the State of Indiana, whether on account of past or future transactions.

(g) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

ARTICLE XI

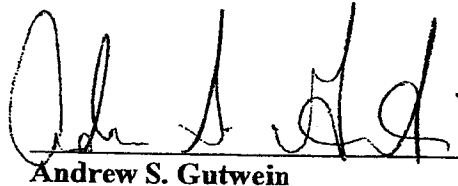
Distribution of Assets on Dissolution or Final Liquidation

The Association may be dissolved with the assent given in writing and signed by not less than 60% of each class of members. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation. Any and all real estate held by the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such real

estate shall be disposed in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any accumulated interest or income from the funds of the Association not so disposed of shall be transferred to Suesro, Inc., or its successor. Any and all funds of the Association then remaining on hand, which shall consist entirely of funds paid into the Association by its members, shall be refunded to its individual members pro-rata on a lot basis. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I (we) hereby verify subject to penalties of perjury that the facts contained herein are true.

INCORPORATOR:



Andrew S. Gutwein

This instrument was prepared by: **Andrew S. Gutwein**, of the Firm of **BENNETT, BOEHRING & CLARY**, Attorneys at Law, 415 Columbia Street, Suite #1000, Post Office Box #469, Lafayette, Indiana 47902 - Telephone: (765) 742-9066.

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number : 1079671
Payment Entry Number : 67819

RECEIVED

FEB - 9 2001

B B & C

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

BENNETT LAW FIRM
415 COLUMBIA ST
1000
LAFAYETTE, IN 47901

Receipt Date: 02/08/2001
Receipt Status: Closed

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

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
BENNETT LAW FIRM	Check/ MO	43462		\$30.00
Total Amount :				\$30.00

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
THE RESERVE AT RAINEYBROOK HOMEOWNERS ASSOCIATION, INC.	Non-Profit Domestic Corporation : Articles of Incorporation	\$30.00
Total Amount :		\$30.00