

ARTICLES OF INCORPORATION

OF

BAYBERRY VILLAGE HOMEOWNERS' ASSOCIATION, INC.

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The undersigned incorporator, desiring to form a corporation (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be "Bayberry Village Homeowners' Association, Inc."

ARTICLE II

Purposes and Powers

Section 1. Type of Corporation. The Corporation is a mutual benefit corporation, as such is described in the Act.

Section 2. Purposes. The Corporation is formed in connection with the development of Bayberry Village, a single-family residential community being developed in Marion County, Indiana, to be evidenced by a plat or plats thereof now or hereafter recorded in the Office of the Recorder of Marion County, Indiana (the "Development"), and, in furtherance of such general purpose, shall have the following specific purposes:

(a) To provide for the management, regulation and maintenance of certain improvements and common areas constructed or to be constructed within the Development, such purposes being more particularly specified in a certain declaration of covenants, conditions and restrictions of Development (the "Declaration"), as recorded or to be recorded in the office of the Recorder of Marion County, Indiana, the terms and conditions thereof and legal description contained therein being incorporated herein by reference.

(b) To exercise all powers and duties of the Board of Directors or Owners as a group referred to in the Declaration.

(c) To do all acts and things necessary, convenient or expedient to carry out the express purpose for which the Corporation is formed.

Section 3. Powers. Subject to any specific written limitations imposed by the Act, or otherwise by law or by these Articles of Incorporation, and in furtherance of the purposes set forth in Section 2 of this Article, the Corporation shall have all the statutory powers specified in the Act.

Section 4. Limitation Upon Purposes and Powers. The Corporation shall not, by implication or construction, possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such; provided, however, that nothing shall prohibit reasonable compensation to members for services actually rendered, upon approval by the Board of Directors, nor shall the Corporation be prohibited from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members. The Corporation shall issue no stock and shall pay no dividends at any time.

ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Office and Registered Agent

The post office address of the principal office of the Corporation is 301 East Carmel Drive, Suite E-300, Carmel, Indiana 46032-2892; and the name and post office address of its Registered Agent in charge of such office is Mark W. Boyce, 301 East Carmel Drive, Suite E- 300, Carmel, Indiana 46032-2892.

ARTICLE V

Membership and Voting Rights

Section 1. Membership. All lot owners in the Development, as well as the members of the first Board of Directors as designated in Article VI herein, or their successors as appointed by the Developer under the Declaration, shall be members; provided, however, if a Lot is owned by more than one person, entity or combination thereof, there shall be only one person with respect to any such lot entitled to a vote in accordance with the provisions of the Declaration and the By-Laws.

Section 2. Voting Rights. The membership of the Corporation shall consist of a single class of voting members with equal voting rights, with each Owner entitled to one (1) vote for each Lot, as defined in the Declaration, owned; provided, however, that during the Development Period, all actions of the Corporation shall require the prior written approval of the Developer, as such terms are defined in the Declaration. When more than one (1) person holds an interest in any Lot, all such persons shall be members of the Corporation; provided, however, that no more than one (1) vote shall be cast with respect to any Lot.

Section 3. Meetings. All members shall be entitled to attend meetings of the members of the Corporation when and if they are held or called.

Section 4. Dues and Assessments. The amounts, method of payment, and sanctions for non-payment of membership dues and assessments shall be specified by the By-Laws of the Corporation and the Declaration.

ARTICLE VI

Data Respecting Directors

Section 1. Number. The number of the Directors of the Corporation shall be not less than three (3) nor more than nine (9), the exact number to be specified by the By-Laws of the Corporation. If the By-Laws do not otherwise provide, the number of Directors shall be three (3).

Section 2. Term of Office. Except as otherwise provided in the By-Laws, all of the Directors shall be elected by the members entitled to vote at each annual meeting and shall hold office for a term of one year or until their successors have been duly elected and qualified. All Directors must be members. A Director may be removed at any time, with or without cause, by a two-thirds (2/3's) vote of the Board of Directors.

Section 3. Names and Post Office Addresses. The names and post office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City/State</u>
Mark W. Boyce	301 East Carmel Drive Suite E-300	Carmel, Indiana 46032-2892
Jay L. Collins	301 East Carmel Drive Suite E-300	Carmel, Indiana 46032-2892
Paul Claire	301 East Carmel Drive Suite E-300	Carmel, Indiana 46032-2892

ARTICLE VII

Incorporator

The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City/State</u>
Lewis E. Willis, Jr.	50 S. Meridian Street, Suite 700	Indianapolis, Indiana 46204

ARTICLE VIII

Indemnification of Officers, Directors and Other Persons

Section 1. Extent of Indemnification. (a) To the extent not prohibited by Indiana law, every person (and the heirs and personal representatives of such person) who is or was a Director, officer, trustee, member of a committee appointed by the Board of Directors, employee or agent of the Corporation or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, 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 non-criminal claim, action, suit or proceeding in the following instances:

(i) if such Director, officer, trustee, committee member, employee or agent is determined, as provided in Section 3 of this Article VIII, to have acted in good faith; and

(ii) the individual reasonably believed; (A) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and (B) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests.

(b) With respect to any criminal action or proceeding, every person described in subsection 1(a) of this Article shall be indemnified to the extent provided in subsection 1(a) of this Article if the individual either:

(i) had reasonable cause to believe his or her conduct was lawful; or

(ii) had no reasonable cause to believe that his or her conduct was unlawful.

(c) 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, trustee, committee member, employee or agent did not meet the standards of conduct set forth in subsections 1(a) or 1(b) of this Article.

Section 2. Definitions. (a) The terms "claim, action, suit or proceeding", whether used individually or together, shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer, trustee, committee member, employee or agent 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, trustee, committee member, employee or agent of this Corporation or of any other corporation where he served as such at the request of this Corporation, or

(ii) by reason of his acting or having acted in any capacity in a partnership, joint venture, association, trust, or other organization or entity where he served as such at the request of this 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 expense shall have been incurred.

(b) 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, trustee, committee member, employee or agent.

(c) The term "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

Section 3. Procedure for Claiming Indemnification. The Corporation shall not indemnify a person hereunder unless authorized in the specific case after a determination has been made that indemnification of such person is permissible in the circumstance because he or she has met the standards of conduct set forth in Section 1 of this Article VIII. Such determination shall be made by one (1) of the following procedures:

(a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

(b) If a quorum cannot be obtained under Section 3(a) of this Article VIII, by majority vote of a committee designated by the Board of Directors consisting solely of at least two (2) directors not at the time parties to the proceeding. Directors who are parties may participate in the designation.

(c) By special legal counsel:

(i) Selected by the Board of Directors or a committee thereof in the manner prescribed in Section 3(a) or 3(b) of this Article VIII; or

(ii) If a quorum of the Board of Directors cannot be obtained under Section 3(a) of this Article VIII and a committee cannot be designated under Section 3(b) of this Article VIII, selected by a majority vote of the full Board of Directors. Directors who are parties may participate in the selection.

(d) By the members. However, membership voted under the control of Directors who are at the time parties to the proceedings may not be voted on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible. However, if the determination is made by special legal counsel, authorization of indemnification and evaluation as

to the reasonableness of expenses shall be made by those entitled under Section 3(c) of this Article VIII to select counsel.

Section 4. No Limit to Other Rights. The rights of indemnification provided in this Article VIII shall be in addition to any rights to which any such Director, officer, trustee, committee member, employee or agent may otherwise be entitled under the Corporation's By-Laws, a resolution of the Board of Directors or of the members, or any other authorization whenever adopted after notice, by a majority vote of all voting members of the Corporation. Irrespective of the provisions of this Article VIII, the Board of Directors may, at any time and from time to time:

- (a) approve indemnification of Directors, officers, trustees, committee members, employees, agents or other persons to the full extent permitted by the provisions of the Act, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, trustee, committee member, employee or agent of the Corporation, or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, against any liability asserted against him or 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 such liability.

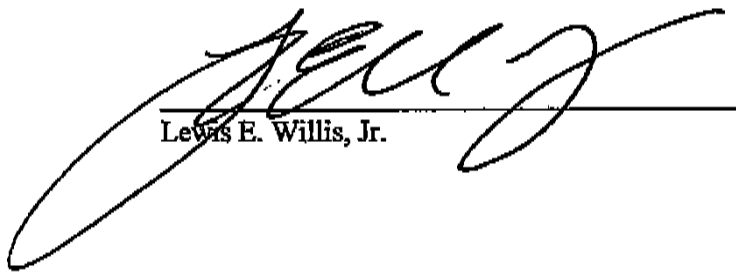
Section 5. Advancement of Expenses. (a) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced to an individual by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

- (i) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that such individual has met the standard of conduct described in Section 1 of this Article VIII;
- (ii) the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet the standard of conduct; and
- (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VIII or under the Act.

(b) The undertaking required by subsection 5(a)(ii) of this Article VIII must be an unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 3 of this Article VIII.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article VII, executes these Articles of Incorporation of the Corporation and hereby verifies subject to the penalties of perjury that the facts herein are true and correct to the best of his knowledge and belief, this 18th day of October, 2000.

A large, stylized handwritten signature in black ink, appearing to read 'Lewis E. Willis, Jr.', is written over a horizontal line.

Lewis E. Willis, Jr.

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