

**ARTICLES OF INCORPORATION
OF
SHADOW POINTE NEIGHBORHOOD ASSOCIATION, INC.**

The undersigned incorporator, desiring to form an Indiana nonprofit mutual benefit corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as now or hereafter amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

**ARTICLE I
Corporate Name**

The name of the Corporation is SHADOW POINTE NEIGHBORHOOD ASSOCIATION, INC.

**ARTICLE II
Type of Corporation**

This Corporation is a mutual benefit corporation.

**ARTICLE III
Duration**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
Purposes and Powers**

Section 1. Purposes

The Corporation is organized and shall be operated exclusively for the following purposes:

- A. To enforce the Plat Dedication and Restrictions of Shadow Pointe recorded in the Office of the Marion County Recorder on December 9, 1988, as Instrument No. 88-125167 (the "Plat") by the Developer, Land Innovators, Co. ("Developer"); to be an Association of homeowners of Shadow Pointe;
- B. To exercise all rights and powers conferred by the laws of the State of Indiana upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and
- C. To do such other things as are incidental to the purposes of the Corporation.

**ARTICLE V
Limitation**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, directors, or officers, but 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 Article IV hereof.

ARTICLE VI

Members

The Corporation shall have Voting Members ("Homeowners") who shall be selected as provided in the Bylaws and shall have all the rights and privileges of Members of the Corporation. The Developer shall transfer control of the Association to the Homeowners not later than sixty (60) days after the Developer has sold the last homesite to its final retail purchaser. Each Homeowner shall thereafter be a Voting Member of the Association, and voting privileges cannot thereafter be suspended or removed as long as he remains a Homeowner.

ARTICLE VII

Registered Office and Registered Agent

The street address of the registered office of the Corporation is 9100 Keystone at the Crossing, Suite 440, Indianapolis, Indiana 46240-2159, and the name of the registered agent at that address is Robert M. Koeller.

ARTICLE VIII

Initial Board of Directors

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is twelve (12). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four. Directors will serve staggered terms. The Members shall elect one-half of the total Board of Directors at each annual meeting of Members. The Bylaws may provide for ex-officio and honorary directors, and their rights and privileges. The name and address of each initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Vip Agrawal	4736 Rocky Knob Ln., Indianapolis, IN
Curtis Bond	4055 Pittman Pl., Indianapolis, IN
Mark Catt	4115 Shadow Pointe Ln., Indianapolis, IN
Jean Catt	4115 Shadow Pointe Ln., Indianapolis, IN
Charlie Erlandson	4843 Rocky Knob Ln., Indianapolis, IN
Doug Harsanyi	4106 Shadow Pointe Ln., Indianapolis, IN
Dee Hart	4029 Shadow Pointe Ln., Indianapolis, IN
Roland Jelly	3922 Shadow Pointe Ln., Indianapolis, IN
Bob McLeaish	4645 Rocky Knob Ln., Indianapolis, IN
Linda McLeaish	4645 Rocky Knob Ln., Indianapolis, IN
Jon Shope	4031 Pittman Pl., Indianapolis, IN

ARTICLE IX

Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name and Address</u>
President	Jon Shope 4031 Pittman Pl., Indianapolis, IN
Vice President	Bob McLeaish 4645 Rocky Knob Ln., Indianapolis, IN
Secretary	Dee Hart 4029 Shadow Pointe Ln., Indianapolis, IN
Treasurer	Mark Catt 4115 Shadow Pointe Ln., Indianapolis, IN

ARTICLE X **Incorporator**

The name and post office address of the incorporator of the Corporation is:

Jon Shope
4031 Pittman Place
Indianapolis, IN 46254

ARTICLE XI **Bylaws**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII **Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, directors and officers are subject to this reservation.

ARTICLE XIII **Provisions for Regulation and Conduct** **Of the Affairs of the Corporation**

Section 1. Interest of Directors, Officers or Members in Transactions

Any contract or transaction between the Corporation and one or more of its directors, officers or Members, or between this Corporation and any firm of which one or more of its directors, officers or Members are members or employees, or association of which one or more of its directors, officers or Members 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 all of the directors present. The interested director or directors may be counted to invalidate any contract or other transaction which would otherwise be valid under the common, equitable, or statutory law applicable thereto.

Section 2. Meetings of Directors

Meeting of the Board of Directors shall be held at such place within the State of Indiana as may be specified in the respective notices or waivers of notice thereof, or in the Code of Bylaws of the Corporation.

Section 3. General Powers of Directors

In addition to the powers and authority expressly conferred by these Articles of Incorporation, the Board of Directors is hereby authorized to exercise such powers and to do all such acts as may be exercised or done by a corporation organized and existing under the provisions of the Act, and as may be exercised or done by virtue of any other applicable law.

Section 4. Indemnification of Directors, Officers, Agents, Members and Others

The Corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or Member of the Corporation against all liability and reasonable expense incurred or suffered by such person in connection therewith, if:

- the individual's conduct was in good faith; and
- the individual reasonably believed:
 - in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
 - in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- in the case of any criminal proceeding, the individual either:
 - had reasonable cause to believe the individual's conduct was lawful; or
 - had no reasonable cause to believe the individual's conduct was unlawful.

Nothing contained in this Article XIII shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee or member as provided in the Act.

IN WITNESS WHEREOF, the undersigned, being the incorporator, execute these Articles of Incorporation and certified to the truth of the facts herein stated, this 27th day of July, 1993.

Jon Shope
Incorporator

This instrument was prepared by Robert M. Koeller, Attorney at Law, 9100 Keystone at the Crossing, Suite 440, Indianapolis, Indiana 46240-2159, (317) 574-2040.

Copies or the original, signed Articles of Incorporation may be obtained from Meridian Management at PO Box 44127, Indianapolis, IN 46244 or by calling 262-4989.