

**ARTICLES OF INCORPORATION
OF
BRITTON RIDGE
HOMEOWNERS ASSOCIATION, INC.**

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

ARTICLE I

Name

Section 1.01. Name and Type. The name of this Corporation shall be Britton Ridge HOMEOWNERS ASSOCIATION, INC. This Corporation is a mutual benefit corporation.

ARTICLE II

Purposes and Powers

Section 2.01. Primary Purposes. The purposes for which this Corporation is formed are to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration and all Supplemental Declarations.

Section 2.02. Additional Purposes. In addition, the Corporation is formed for the promotion of the health, safety and welfare of the residents of Britton Ridge and other non-profitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation under the provisions of Section 528 of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code") and the Regulations issued pursuant thereto, as amended.

Section 2.03. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by the Declaration or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 and 2.02 of these Articles, the Corporation shall have the following specific powers:

(a) To Manage, etc. To manage, maintain, repair and replace the Common Area, and appurtenant easements, improvements and other property of every kind and nature whatsoever, real, personal or mixed, located upon the Common Area or used or

held for use in connection with the business or operation of the Corporation for the benefit and use of the members of the Corporation subject to such restraints or suspensions of use and voting rights of members as are provided herein, in the By-laws and in the Declaration.

(b) To Make Assessments. To fix, levy and collect Assessments and to enforce payment thereof by all lawful means.

(c) To Promulgate Rules. To promulgate such rules and regulations and perform such deeds as are deemed necessary to achieve the aforesaid purposes.

(d) To Insure. To secure from insurers licensed and approved in the State of Indiana, appropriate fire/property damage coverage, comprehensive general liability coverage and such other forms of insurance as may be deemed necessary or appropriate.

(e) To Secure Services. To secure professional managerial services by employing a professional manager, contracting with a professional management service or entity, or otherwise, which services may include administrative, managerial, bookkeeping, legal, architectural, engineering, maintenance, repair, construction and other services.

(f) To Acquire and Disclose of Property. To acquire by give, purchase or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of the Corporation subject to the provisions of the Declaration.

(g) To Borrow. To borrow money and, subject to the provisions of the Declaration, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Corporation, or a pledge of monies to be received pursuant to the provisions of the Declaration or any Supplemental Declaration, and to assign and pledge its right to make Assessments and its rights to claim a lien therefor.

(h) To Appoint a Fiscal Agent. To appoint any Person as its fiscal agent to collect all Assessments and charges levied by the Corporation and to enforce the Corporation's liens for unpaid Assessments and charges or any other lien held by the Corporation.

(i) To Make Contracts. To enter into, perform, cancel and rescind all kinds of contractual obligations, including the guarantee of the obligations and performance of others.

(j) To Act With Others. To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in

association with any Person or Persons, whether legally constituted or informally organized.

(k) To Pay. To pay all Operating Expenses, including all licenses, taxes or governmental charges levied or imposed against the property.

(l) To Merge. To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional real estate as provided in the Declaration.

(m) To Otherwise Act. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

Section 2.04. Limitations Upon Powers.

(a) Earnings. No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an employee of the Corporation, in which event he may receive fair and reasonable compensation for his services as an employee; and a member may also receive payments of principal and interest at a rate not exceeding that from time to time permitted by the Act on funds loaned or advanced by him to the Corporation.

(b) Loans to Directors. The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.

(c) Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation, including advances and loans of members of the Corporation, and, if so authorized by the Board of Directors, distribution to members of the Corporation of such amounts as may be authorized by the Act, shall be dedicated by the Board of Directors to an appropriate public agency to be used for purposes similar to those for which this corporation was organized. In the event such dedication is refused acceptance, such assets shall be transferred by the Board of Directors to the State of Indiana or any instrumentality or subdivision thereof exclusively for public purposes, or to any nonprofit corporation whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Sections 501(c)(3), 501(c)(4) or 528 of the Code of the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so dedicated or transferred by the Board of Directors shall be disposed of in accordance with the Act. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation, except as otherwise provided in these Articles or in the Act.

(d) Prohibited Activities.

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any private individual;

(ii) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prospective provisions of the Code;

(iii) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

(iv) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal taxation under Section 528 of the Code and Regulations issued pursuant thereto, as amended, or the corresponding provisions of any future United States internal revenue law, if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for profit unless the purposes of the Corporation set forth in Section 2.01 of these Articles cannot otherwise be achieved.

ARTICLE III

Period of Existence

Section 3.01. Period of Existence. The period during which the corporation shall continue is perpetual.

ARTICLE IV

Registered Agent and Registered Office

Section 4.01. Registered Agent. The name and address of the Registered Agent in charge of the Corporation's principal office is Trimark Development, Inc., 9202 North Meridian Street, Suite 300, Indianapolis, Indiana 46260.

Section 4.02. Registered Office. The post office address of the registered office of the Corporation is 9202 North Meridian Street, Suite 300, Indianapolis, Indiana 46260.

ARTICLE V

Membership

Section 5.01. Classes of Membership. The Corporation shall have two (2) classes of members as follows:

(a) Class A. Every Person who is an Owner shall be a Class A member of the Corporation. Class A membership shall be appurtenant to and may not be separated from the ownership of a Lot.

(b) Class B. The Declarant shall be a Class B member. No other Person, except a successor to substantially all of the interest of the Declarant in the Development Area, shall hold a Class B membership in the Corporation.

Section 5.02. Voting Rights.

(a) Class A Members. Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in Person or proxy pursuant to the voting procedures established in the By-Laws.

(b) Class B Members. The Class B member, if present, in Person or by proxy, shall be entitled to three (3) votes for each Lot owned by the Class B member.

(c) Casting of Votes. Members who are not natural persons shall designate by written notice to the Secretary of the Corporation the name of an individual who is authorized to exercise the right of such Member to vote. The name of such individual shall be kept on the records of the Corporation and may be changed only by written notice to the Secretary.

(d) Tabulation of Votes. In any matter upon which a vote of the Members is required or allowed, the votes of Class A members and the Class B member shall be totaled and considered as though there were a single class of membership.

Section 5.03. Termination of Membership.

(a) Class A Members. Membership in the Corporation shall lapse and terminate when a Class A member ceases to be an Owner.

(b) Class B Member. 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: (i) when the total number of votes outstanding in the Class A membership is equal to the total number of votes outstanding in the Class B membership; or, (ii) December 31, 1998.

Section 5.04. Suspension of Membership Rights. No Class A or Class B member may be expelled from membership in the Corporation for any reason. The Board of Directors shall have the right to suspend the voting rights of a Class A member for a period during which any Assessment or charge owed by the Member remains unpaid in excess of thirty (30) days.

Section 5.05. Meetings of Members. All meetings of the Members shall be held at such place within the State of Indiana as may be designated by the Board of Directors pursuant to the provisions of the By-Laws. Notice of meetings need not be given to Associate Members if notice thereof is given to the Members appointing such Associate Members.

Section 5.06. No Preferences, etc. There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the Members.

ARTICLE VI

Directors

Section 6.01. Number of Directors. The initial Board of Directors of the Corporation shall consist of three (3) members. The number of Directors of the Corporation shall be specified from time to time in the By-Laws, but the minimum number shall be three (3) and the maximum number shall be five (5) and, if the By-Laws fail to specify the number, then the number shall be three (3).

Section 6.02. Names and Post Office Addresses. The names and post office addresses of the initial members of the Board of Directors are as follows:

Richard H. Crosser
9202 N. Meridian St., Suite 300
Indianapolis, IN 46260

John B. Scheumann
9202 N. Meridian St., Suite 300
Indianapolis, IN 46260

Charles Scheumann
9202 N. Meridian St., Suite 300
Indianapolis, IN 46260

ARTICLE VII

Incorporator

Section 7.01. Name and Address of Incorporator. The name and post office address of the incorporator is Crossman Communities Partnership, 9202 N. Meridian St., Suite 300, Indianapolis; IN 46260.

ARTICLE VIII

Statement with Respect to Property

Section 8.01. Property of Corporation. The Corporation, upon its incorporation, has no property of value.

ARTICLE IX

Provision for Regulation and Conduct of the Affairs of the Corporation

Section 9.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

Section 9.02. Code of By-Laws. The Board of Directors of the Corporation shall have the power, without the assent of the Members, to make, alter, amend, or repeal the By-Laws.

Section 9.03. Officers. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the By-Laws or prescribed by resolution of the Board of Directors in the manner specified in the By-Laws. The offices of President and Secretary shall not be occupied by the same Person.

Section 9.04. Initial Board. The initial Board of Directors, named in Section 6.02 hereof, shall serve as the Board of Directors of the Corporation until the Applicable Date and in the event of any vacancy or vacancies occurring in the Initial Board for any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by an individual appointed by Declarant. Any such individual appointed by Declarant shall thereafter be deemed a member of the Initial Board.

Section 9.05. Term of Office of Directors and Officers. Each officer and director shall hold his office for the term specified in the By-Laws, but no term shall end until a successor is elected and qualified for the office to be vacated.

Section 9.06. Removal of Member of the Board of Directors. After the Applicable Date, any member of the Board of Directors may be removed or replaced, with or without cause, at a meeting of the Members called for such purpose by the affirmative vote of two-thirds (2/3) of all the votes allocated to Members. Prior to the Applicable Date, any Director may be removed by Declarant.

Section 9.07. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; but such power of amendment does not authorize any amendment that would permit any part of the net earnings of the Corporation to inure to the benefit of any private individual, that would modify the provisions of Section 2.04 if such modification would have the effect of disqualifying this Corporation as an

organization exempt from Federal income taxation under the provisions of Section 528 of the Code, as amended, or such equivalent provision as may hereafter exist from time to time, or that would be in conflict with the provisions of the Declaration or any Supplemental Declaration.

Section 9.08. Non-Liability. No member or Director of the Corporation shall be liable for any of its obligations.

Section 9.09. Consent Resolutions. Any action required or permitted to be taken at any meeting of the members or of the Board of Directors may be taken without a meeting if, prior to such action a written consent to such action is signed by all members or all Directors, as the case may be, and such written consent is filed with the minutes of the proceedings of the members or of the Board.

Section 9.10. Indemnifications. The Corporation shall, and hereby does, indemnify each Director, officer, former Director, and former officer of the Corporation, and each person who may serve or may have served at its request as a director or officer of any other corporation, against expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit or proceeding in which he is made or threatened to be made party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance or duty to the Corporation.

Section 9.11. Conflicting Provisions. Any further provisions consistent with the Articles of Incorporation and 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 this Corporation, of the Directors or of the members, may from time to time prescribed by the By-Laws of the Corporation. If there is any conflict between these Articles and the Declaration the Declaration shall control. If there is any conflict between these Articles and the By-Laws these Articles shall control.

ARTICLE X

Distribution of Assets on Dissolution or Final Liquidation

The Corporation may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of each class of members. Upon dissolution or liquidation of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance such assets shall be granted, conveyed and assigned to any non-profit corporation, Corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

Definitions

Section 11.01. Terms. The following terms, as used in these Articles, and in the By-Laws, unless the context clearly requires otherwise, shall mean the following:

(a) "Act" means The Indiana General Nonprofit Corporation Act of 1991, as amended from time to time.

(b) "Applicable Date" means the date the Class B membership terminates as specified in Section 5.03(b) of these Articles.

(c) "Articles" means the Articles of Incorporation of the Corporation, as amended from time to time.

(d) "Assessment" means all sums lawfully assessed against the Members by the Corporation or as declared by the Declaration, any Supplementary Declaration, the Articles or the By-Laws.

(e) "Board of Directors" means the governing body of the Corporation.

(f) "By-Laws" means the Code of By-Laws of the Corporation, as amended from time to time.

(g) "Corporation" means Britton Ridge Homeowners Corporation, Inc., an Indiana nonprofit corporation.

(h) "Declaration" means the Declaration of Covenants, Conditions and Restrictions of Britton Ridge, which was recorded in the office of the Recorder of Hamilton County, Indiana, on January 24, 1994 as Instrument Number " 9403741.

(i) "Development Area" means the real estate described in Exhibit A to the Declaration.

(j) "Declarant" means Crossman Communities partnership, an Indiana general partnership, its successors and assigns to its interest in the Development Area other than Owners purchasing Lots or Residences by deed from Declarant (unless the conveyance indicates an intent that the grantee assume the rights and obligations of Declarant).

(k) "Initial Board" means those individuals appointed by Declarant as Directors pursuant to the power granted to Declarant in Section 9.04 of these Articles.

(1) "Lot" means a platted lot as shown on a Plat.

(m) "Member" means a Class A or Class B member of the Corporation and "Members" means Class A and Class B members of the Corporation.

(n) "Operating Expenses" means expenses of administration of the Corporation and expenses for the upkeep, maintenance, repair and replacement of the Community Area and other Property.

(o) "Owner" means a Person, including Declarant, who at the time has or is acquiring any interest in a Lot except a Person who has or is acquiring such an interest merely as security for the performance of an obligation.

(p) "Person" means an individual, firm, corporation, partnership, association, joint venture, trust or other legal entity, or any combination thereof.

(q) "Plat" means a final secondary plat of a Part of the Development Area recorded in the Office of the Recorder of Hamilton County, Indiana.

(r) "Residence" means any structure intended exclusively for occupancy by a single family together with all appurtenances thereto, including private garage and outbuildings and recreational facilities usual and incidental to the use of a single family residential lot.

(s) "Supplemental Declaration" means any supplemental declaration of covenants, conditions or restrictions that may be recorded after the Declaration.

Section 11.02. Other Terms. Any undefined term used herein or in the By-Laws shall, unless the context required otherwise, have the meaning set forth in Article II of the Declaration.

The undersigned, being the sole Incorporator designated in Article 7, does hereby adopt these Articles of Incorporation, representing by his execution hereof to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list of the Corporation for which a Certificate of Incorporation is hereby applied for has heretofore been opened in accordance with the Act and that at least one (1) person has signed such membership list.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation and verifies, subject to penalties of perjury, that the facts contained herein are true this 12th day of July, 1994.

CROSSMAN COMMUNITIES PARTNERSHIP
an Indiana general partnership

BY: TRIMARK DEVELOPMENT, INC.
General partner

**By: Richard H. Crosser, Vice President
Trimark Development, Inc.**

Prepared by:

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