

ARTICLES OF INCORPORATION OF
SAND CREEK HOMEOWNERS ASSOCIATION, INC.

The Sand Creek Homeowners Association, Inc. (the "Corporation") existing pursuant to the Indiana Nonprofit Corporation Act of 1991 (the "Act") sets forth the following Articles of Incorporation (the "Articles of Incorporation"):

APPROVED
AND
FILED

ARTICLE I

Name and Classification

The name of the Corporation is "Sand Creek HOMEOWNERS ASSOCIATION, INC.". The Corporation is a mutual benefit corporation.

Joseph F. Hoge
STATE OF INDIANA

ARTICLE II

Purposes and Powers

Section 2.1. Purposes. The purpose for which the Corporation is formed are:

(a) For the acquisition, construction, management, maintenance and care of "association property", as defined in Section 528(c) of the Internal Revenue Code of 1954, as amended, ("Internal Revenue Code"), which association property includes, but is not limited to, the Common Area within that certain tract of property as described in Exhibit A attached hereto and made a part hereof, including any additions, pursuant to the Declaration of Covenants, Easements and Restrictions of Sand Creek for the various sections thereof, as recorded from time to time in the office of the Recorder of Porter County, Indiana, together with the Supplemental Declarations thereto referenced therein (herein collectively called the "Declaration").

11:11
61:16
2
10/11/11

(b) Solely in furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for not-for-profit purposes.

Section 2.2. Non-Profit Purposes.

(a) The Corporation is organized and operated exclusively for the purpose of being a non-profit "homeowners association", as defined in Section 528(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, 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 Section 2.1.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation which qualifies for the exemption from Federal income tax with respect to its exempt function income under Section 528(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) 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, 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) To fix, levy, collect and enforce payment of, 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property which is held in title by this Corporation in connection with the affairs of the Corporation.

(d) To borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property for money borrowed or debts incurred;

(e) To dedicate, sell or transfer any 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, except as otherwise provided in the Declaration; and

(f) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth any and all powers, rights and privileges granted to a corporation by the Not-For-Profit Corporation Law of the State of Indiana, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitations on Powers.

(a) The Corporation shall not issue capital stock.

(b) The Corporation must receive sixty percent (60%) or more of its gross income from membership dues, fees or assessments from the owners of residential units.

(c) The Corporation must make ninety percent (90%) or more of its expenditures for the acquisitions, construction, management, maintenance, and care of association property.

(d) Upon dissolution of the Corporation, no member, director, officer, or any private individual will be entitled to share in the distribution of the Corporation's assets. Upon dissolution, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Porter County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2.5. Definitions. All terms appearing as defined terms herein shall have the meanings assigned to such terms in the Declaration, unless otherwise specifically defined herein.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Resident Agent and Registered Office

Section 4.1. Resident Agent. The name and post office address of the resident agent of the Corporation are T. Clifford Fleming, 99 East 86th Avenue, Suite E, Merrillville, Indiana 46410.

Section 4.2. Registered Office. The post office address of the principal office of the Corporation is 99 East 86th Avenue, Suite E, Merrillville, Indiana 46410.

ARTICLE V

Membership

Section 5.1. Classes. The Corporation shall have one class of voting members and no classes of non-voting members. Subject to such additional qualifications and conditions as may be prescribed from time to time in the by-laws of the Corporation, membership is limited to those persons who are the record owners of a fee simple title to a "Lot", as the same is defined in the Declaration.

Section 5.1. Rights, Preferences, Limitations and Restrictions of Classes. No rights, preferences, limitations restrictions on the classes of membership shall exist other than those specified herein, in the by-laws of the Corporation or by law.

Section 5.3. Voting Rights of Members. Each member in good standing shall be entitled to voting rights as may be prescribed from time to time in the By-laws of the Corporation.

ARTICLE VI

Board of Directors

Section 6.1. Number. The initial board of directors shall consist of three (3) directors. The exact number of directors shall be specified in or fixed in accordance with the By-laws of the Corporation; provided that under no circumstances shall the number of directors be less than three (3).

Section 6.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the By-laws of the Corporation or required by law.

Section 6.3. Initial Board of Directors. The names and addresses of the initial board of directors, also known as board of managers, of the Corporation are:

<u>Name</u>	<u>Addresses</u>
James D. Combs	5500 East 81st Avenue Merrillville, Indiana 46410
T. Clifford Fleming	99 E. 86th Avenue, Suite E Merrillville, Indiana 46410
L.I. Combs, Jr.	5500 East 81st Avenue Merrillville, IN 46410

Section 6.4. Delegation of Authority. The Board of Directors may authorize a person, or the manner of designating a person, to exercise some or all of the powers that would otherwise be exercised by the Board of Directors. To the extent authorized by the Board of Directors: (i) a person has the duties and

responsibilities of the directors; and (ii) the directors are relieved to that extent from the duties and responsibilities.

ARTICLE VII

Name and Address of Incorporator

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

<u>Name</u>	<u>Address</u>
T. Clifford Fleming	99 E. 86th Avenue, Suite E Merrillville, Indiana 46410

ARTICLE VIII

Statement of Property

Upon its incorporation, the Corporation is assuming control of real property designated as Common Property in Sand Creek and certain cash and other assets in connection therewith, valued at more than \$1,000.00.

ARTICLE IX

Provisions for Regulation and Conduct Of The Affairs Of The Corporation

Section 9.1. Directors; Amendment of Articles. Other provisions, consistent with the laws of the State of Indiana, 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 as follows:

(a) The affairs of the Corporation shall be managed initially by a board of three (3) directors set forth in Article VI, Section 6.3, above, who shall serve until the date on which control of the

Association is turned over to the Owners, as provided in the Declaration, at which time the members shall elect the Board of Directors as prescribed from time to time in the By-laws of the Corporation.

(b) Amendment of these Articles shall require the assent of not less than sixty-six and two-thirds percent (66-2/3%) of all owners.

Section 9.2. Place of Meetings. Meetings of the members and of the board of directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the By-laws of the Corporation.

ARTICLE X

Indemnification

Section 10.1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

(i) a member of the Board of Directors of the Corporation,

(ii) an officer of the Corporation, or

(iii) while a director or officer of the Corporation, serving at the

Corporation's request as a director, an officer, a partner, a trustee, an employee,

or an agent of another foreign or domestic corporation, partnership, joint venture,

trust, employee benefit plan, or other enterprise, whether for profit or not,

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a person in connection with any such proceedings in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right a person who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 10.2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

Section 10.3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services

by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(c) The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

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

(f) The term "proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

ARTICLE XI

Provisions for the Regulation of the Affairs of the Corporation

Section 11.1. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the board of directors of the Corporation.

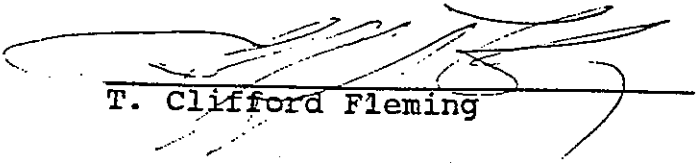
Section 11.2. By-laws. The By-laws of the Corporation may be amended as set forth in the By-laws. Said By-laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 11.3. Powers of the Board of Directors. Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the board of directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without authorization or approval of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above-named Corporation for which a Certificate of Incorporation is hereby applied have heretofore been opened in

accordance with the Act, and that at least one (1) person has signed such membership list.

Dated this 15th day of July, 1992.



T. Clifford Fleming

This instrument was prepared by:

T. Clifford Fleming
Attorney-at-Law
99 E. 86th Avenue, Suite E
Merrillville, IN 46410

EXHIBIT A

Planned Unit Development, Phase 1, as per plat thereof,
recorded in Plat File 18-E-1, in the Office of the Recorder
of Porter County, Indiana

Planned Unit Development, Phase II, as per plat thereof,
recorded in Plat File 18-E-1A, in the Office of the Recorder
of Porter County, Indiana