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**ARTICLES OF INCORPORATION
OF**

APPROVED WELLINGTON ACRES HOMEOWNERS ASSOCIATION, INC.

AND

FILED

IND. SECRETARY OF STATE

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

ARTICLE I

Name

The name of the Association is "Wellington Acres Homeowners Association, Inc."

ARTICLE II

Purpose

This nonprofit corporation is a *mutual benefit* corporation for the property owners of the real estate commonly known as Wellington Acres Subdivision, being also that real estate described as per plat thereof, recorded in Plat File O, Page 60, in the Office of the Recorder of Vanderburgh County, Indiana (the "Subdivision"). The purposes for which the Association is formed are:

Section 1. Enforcement of Covenants. To enforce the Conditions, Restrictions, and Protective Covenants Affecting lots in the Wellington Acres Subdivision, which Conditions, Restrictions and Protective Covenants are recorded as Instrument Number 2000R00001086, in the office of the Recorder of Vanderburgh County, Indiana, as the same may be modified, amended or supplemented from time to time (the "Covenants"). In this regard, to take such action as may be necessary to enforce such Covenants, including, but not limited to, without limiting the generality of this authority, to cut grass or weeds, to maintain a lot, to keep it clean, to move illegal vehicles and signs, to incur expenses in doing such and assess and collect such expenses against the lot owner who violates such Covenants.

Section 2. Maintenance. To maintain the common areas, lakes, dams and spillways in the Subdivision, except to the extent such maintenance is the responsibility of the respective lot owners as set forth in the Covenants.

Section 3. Collection of Funds. Establish, levy, assess and collect from each of the owners in the Subdivision any charges or assessments made against members or others pursuant to the Covenants, or as otherwise required to carry out the purposes of the Association as stated in these Articles and the Code of By-Laws of the Association.

Section 4. Real and Personal Property. Acquire by gift, purchase or otherwise and own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public

use or otherwise dispose of real or personal property in connection with the affairs of the Association, including the commons areas.

Section 5. Preserve Residential Character. To engage in all reasonable efforts to protect, preserve, and enhance the residential character and value of the property owned by the members in the Subdivision and to engage in such other activities as may be to the mutual benefit of the members.

Section 6. Contracts. To enter into contracts for the performance of any of the purposes of the Association.

Section 7. Powers, Rights and Duties. To have and exercise any and all powers, rights, duties and privileges which are given to the Association in the Covenants, these Articles of Incorporation, and/or the Code of By-Laws of the Association.

Section 8. All Other Lawful Purposes. To exercise and enjoy any and all other powers, rights and privileges granted by the Indiana Nonprofit Corporation Act of 1991, and Acts amendatory, to corporations organized thereunder. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation which would prevent the Association from being considered a "homeowners association" under §528 of the Internal Revenue Code of 1986 (or the corresponding provision of any other United States Internal Revenue law).

ARTICLE III

Period of Existence

The period which the Association shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Association's Resident Agent for service of process is:

Delfred W. Shanks
15001 Old State Road
Evansville, Indiana 47711

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

15001 Old State Road
Evansville, Indiana 47711

ARTICLE V

Directors

Section 1. Number of Directors. The initial Board of Directors shall consist of three (3) members. The number of directors may be from time to time fixed by the By-Laws of the Association at any number; PROVIDED HOWEVER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER OF DIRECTORS BE LESS THAN THREE (3). Except for the Directors appointed to the first Board, Directors shall be elected at the regular annual meeting of the Association members by vote of the Owners. As long as the Developer holds title to any Lot, the Developer shall have the right, at its option, to appoint at least one (1) director to the Board.

In every election for Directors, voting shall be cumulative and every Owner shall have the right to vote, in person or by proxy. Those directors receiving the greatest number of votes shall be deemed elected. Every elected Director shall hold office for a term of one (1) year and thereafter until his successor shall be elected and qualified. The First Meeting may be held, subject to the provisions of the By-Laws, on any date, at the option of the first Board.

Section 2. Directors. The names and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>No. and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Delfred W. Shanks	15001 Old State Road	Evansville	Indiana	47711
Robert A. Jackson	14500 Honeysuckle Drive	McCutchanville	Indiana	47725
James M. Conkright	13 Hilltop Drive	Owensboro	Kentucky	42303

ARTICLE VI

Incorporator

The name and post office address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>No. and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Delfred W. Shanks	15001 Old State Road	Evansville	Indiana	47711

ARTICLE VII

Statement of Property and Value

A statement of the property and an estimate of the value thereof to be taken over by the Association at or upon its incorporation is as follows:

NONE

ARTICLE VIII
Membership Requirements

Section 1. Members. The Association is not-for-profit and shall have no capital stock. Except for Lots One (1) and Six (6) in the Subdivision, each owner of a lot in the Subdivision, including but not limited to the Developer, shall automatically be a member of the Association. Such membership shall terminate upon the sale or other disposition by such member of his or her lot, at which time the new owner of such lot shall automatically become a member of the Association. Any person or entity, including but not limited to the Developer, which owns more than one (1) lot shall have one (1) vote for each lot owned. No person or entity other than an owner of a lot in the Subdivision shall be a member of the Association. If more than one (1) person owns a lot, each such person shall be considered a member of the Association, but all of whom together shall have only one (1) vote per lot.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes. The members shall have the rights, preferences, limitations, and restrictions set forth in the Code of By-Laws and governing instruments of the Association.

ARTICLE IX
Provisions for Regulation and
Conduct of the Affairs of the Association

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Association, and creating, defining, limiting or regulating the powers of the Association, the directors or the members are as follows:

Section 3. Amendments to Articles. The Association reserves the right to alter, amend or repeal any provision contained in these Articles in any manner now or hereafter prescribed by the provisions of the Act, or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby on members, directors and officers of the Association are subject to such reserved right; provided, however, these Articles may not be altered, amended, or repealed, in whole or in part, without the affirmative vote of members possessing at least seventy-five percent (75%) of the votes entitled to be cast by all of the members of the Association; provided further, however, that no amendment shall be effective with respect to any right granted to the Developer, without the express written consent of the Subdivision Developer.

Section 4. Dissolution. Upon the dissolution of the Association, the Association's assets shall be distributed pro rata to the members of the Association, based upon the number of votes held by the members.

Section 5. Amendments to By-Laws. The directors shall be vested with the power to make, alter, amend or repeal the Code of By-Laws of the Association for the government and regulation of its affairs; provided, however, these By-Laws may not be altered, amended, or repealed, in whole or in part, without the affirmative vote of members possessing at least seventy-five percent (75%) of the votes entitled to be cast by all of the members of the Association;

provided further, however, that no amendment shall be effective with respect to any right granted to the Developer, without the express written consent of the Subdivision Developer.

Section 6. Meetings. Meetings of the members of the Association shall be held at such place within Vanderburgh County in the State of Indiana as may be specified in the respective notice or waivers of notice thereof. Meetings of the members may be held by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation by these means constitutes presence in person at such meeting.

The undersigned incorporator does hereby adopt these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator designated in Article VI, executes these Articles of Incorporation and certifies to the truth of the facts stated this 14th day of January, 2000.


Delfred W. Shanks, Incorporator

This instrument prepared by Kahn, Dees, Donovan and Kahn, LLP, Kent A. Brasseale II, Esq., 501 Main Street, Fifth•Main Financial Plaza, Suite 305, Post Office Box 3646, Evansville, Indiana 47735-3646.

Indiana Secretary of State
Packet: 2000011800145
Filing Date: 01/18/2000
Effective Date: 01/18/2000

State of Indiana
Office of the Secretary of State

ARTICLES OF INCORPORATION

of

WELLINGTON ACRES 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 Tuesday, January 18, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 18, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE