

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

THE LAKES AT WILLOW CREEK COMMUNITY ASSOCIATION, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin January 19, 1999.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Nineteenth day of January . 1999.


Deputy

1999 011 086

**ARTICLES OF INCORPORATION
OF
THE LAKES AT WILLOW CREEK COMMUNITY ASSOCIATION, INC.**

The undersigned incorporator(s), desiring to form a corporation ("Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (I.C. 23-17-1), as amended ("Act"), execute(s) the following Articles of Incorporation ("Articles").

ARTICLE I

NAME

The name of the Corporation is The Lakes At Willow Creek Community Association, Inc.

ARTICLE II

PURPOSES AND POWERS

Section 1. Type of Corporation. This is a mutual benefit corporation.

Section 2. Purposes. The Corporation is organized for the following purposes:

2.1 Engage in activities of an exclusively civic and charitable nature, within the meaning of § 528 of the Internal Revenue Code, as amended ("IRC").

2.2 Encourage interest of the public and individual resident homeowners in the Corporation, as a coordinating and advisory group.

2.3 Promote and foster civic interest programs and protective programs for the owners of residential real estate and lots located in Allen County, Indiana located within the plat of The Lakes At Willow Creek, Section I, recorded at Document No. 98-90059, as well as all other sections of Willow Creek hereafter platted ("Neighborhood"), including lots platted as a Villa Lot.

2.4 Exercise, promote and protect the privileges and environmental interests of the residents of the Neighborhood and members of the Corporation.

2.5 Foster a continuing and healthy interest of the Corporation's members in the community affairs of the Neighborhood.

2.6 Develop good citizenship.

2.7 Inquire into civic abuses, proposed property use changes and to seek protection or reformation of them when appropriate.

2.8 Maintain and repair property owned by the Corporation.

2.9 Promote social welfare, civic betterments and social improvements.

2.10 Receive and accept property or funds to be administered exclusively for recreational, civic or charitable purposes, primarily in and for the benefit of the Neighborhood and the surrounding vicinity. However, this service area may be expanded if, in the discretion of the Corporation's directors, it is in the best interest of the Corporation to do so, including such civic and charitable purposes that will foster the interests of the Neighborhood, and that will protect the property interests and environmental characteristics of the Neighborhood.

Section 3. Statutory Powers. The powers with which the Corporation is vested, subject to the restrictions which are set forth in Article II, Section 5 and in other provisions of the Articles, shall include all of those powers vested in the Corporation by the provisions of the Act. Such powers shall be exercised by the board of directors to implement the purposes and objectives of the Corporation that are set forth in the provisions of Article II, Section 2.

Section 4. Specific Powers. The powers with which the Corporation is vested, subject to the restrictions which are set forth in Article II, Section 5 and in other provisions of the Articles, shall include all of the following powers, rights and privileges:

4.1 Sue, be sued, complain and defend in the Corporation's corporate name.

4.2 Make and amend by-laws not inconsistent with the Articles or with Indiana law for managing the affairs of the Corporation.

4.3 Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.

4.4 Sell, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or any part of the Corporation's property.

4.5 Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of, any entity.

4.6 Make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, or other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

4.7 Lend money, invest and re-invest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under I.C. 23-17-13-3.

4.8 Be a promoter, a partner, a member and associate or manager of any partnership, joint venture, trust, or other entity.

4.9 Conduct the Corporation's activities, locate offices, and exercise the powers granted under Article II inside or outside of Indiana.

4.10 Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents.

4.11 Pay pensions and establish pension plans, pension trusts and other benefit and incentive plans for the Corporation's current or former directors, officers, employees and agents.

4.12 Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interests.

4.13 Impose dues, assessments, admissions and transfer fees upon the Corporation's members.

4.14 Establish conditions for the admission of members, admit members and issue memberships.

4.15 Carry on a business.

4.16 Purchase and maintain insurance on behalf of any individual who:

4.16.1 is or was a director, an officer, an employee, or an agent of the Corporation; or

4.16.2 is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under the Articles.

4.17 Have and exercise powers of a trustee as permitted by law, including those set forth in I.C. 30-4-3-3.

4.18 Do all things necessary or convenient, and not inconsistent with the law, to further the activities and affairs of the Corporation.

4.19 Cease its activities and dissolve and surrender its corporate franchise.

4.20 Employ and retain the services of such lawyers, auditors, accountants and other professional employees of the Corporation in such a manner and upon such terms and conditions as the board of directors may, in the exercise of its discretion, determine is necessary or desirable in the administration of the affairs of the Corporation.

Section 5. Restrictions Upon Purposes and Powers. The implementation by the Corporation of the purposes set forth in Article II, Section 2, and the exercise by the Corporation of the powers which are set forth in Article II, Sections 3 and 4, shall be subject to each of the following restrictions:

5.1 No part of the assets of the Corporation shall at any time be utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever for any purposes other than to provide for the acquisition, construction, management, maintenance and care of association property within the meaning of IRC, § 528.

5.2 No part of the assets or net earnings of the Corporation shall at any time be utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner in which all or any part of such assets or net earnings might inure to the benefit of any individual member or individual within the meaning of IRC, § 528.

5.3 No part of the assets or net earnings of the Corporation shall be at any time utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner for the purpose of supporting or promoting any political campaign on behalf of any candidate for public office.

5.4 No part of the assets or net earnings of the Corporation shall be at any time utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner which might tend to constitute a prohibited transaction within the meaning of IRC, § 503(b).

5.5 After obtaining an exempt status as an organization under the provisions of IRC, § 528, no part of the assets or net earnings of the Corporation shall at any time be utilized, distributed, retained, or accumulated, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might tend to jeopardize in any respect the status of the Corporation as an organization exempt from the federal income taxation under the provisions of IRC, § 528.

5.6 Property disposed of by the Corporation shall be distributed without regard to race, religious belief or other arbitrary or discriminatory requirements.

5.7 Sixty percent or more of the Corporation's gross income must solely consist of amounts received as membership dues, fees or assessments for the owners of lots in the Neighborhood.

5.8 Ninety percent or more of the Corporation's annual expenditures are to be used for the acquisition, construction, management, maintenance and care of the Corporation's property.

Section 6. Construction of Purposes and Powers. It is intended, by the provisions of the Articles, that the Corporation shall be an organization exempt from federal income taxation under the provisions of IRC, § 528, and the Articles shall be construed so as to effect such intention.

ARTICLE III

PERIOD OF EXISTENCE

APPROVED
AND
FILED
BY SECRETARY OF

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Registered Office. The street address of the initial register office of the Corporation is 111 East Wayne Street, Suite 555, Fort Wayne, Indiana 46802.

Section 2. Registered Agent. The name of the initial registered agent at that registered office is Gregory W. Buckel.

ARTICLE V

MEMBERSHIP

Section 1. Definitions. As used in the Articles, the following words and phrases shall have the meanings stated, unless the context clearly indicates that a different meaning is intended:

1.1 "Lot" or "Lots." Any of the platted lots located within The Lakes At Willow Creek, Section I, and any other sections of Willow Creek hereafter platted, including lots platted as a Villa Lot.

1.2 "Owner", and in the plural form "Owners". The record owner(s) (whether one or more persons or entities) of fee simple title to the Lots, including contract sellers, but excluding those having an interest in a Lot merely as security for the performance of an obligation.

Section 2. Membership and Voting Rights.

2.1 Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

2.2 Until Class B membership is terminated as provided hereinafter, the Association shall have the following two classes of voting memberships.

2.2.1 Class A. Class A membership consists of all Owners, except the Developer (as defined in the recorded Plat). Class A members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such lot shall be exercised as its Owners among themselves determine, but in no event shall more than one vote be cast with respect to a Lot.

2.2.2 Class B. Class B membership consists of the Developer. The Class B member shall be entitled to four (4) votes for each Lot owned. Class B membership shall cease upon the happening of either of the following events, whichever occurs first.

2.2.2.1 When fee simple title to all Lots have been conveyed by Developer; or

2.2.2.2 On December 31, 2007.

Section 3. Rights, Preferences, Limitations and Restriction of Classes. Each member shall have the rights and preferences given in the by-laws of the Corporation.

Section 4. Representatives of Members. Each member not a natural person may appoint a representative to act for the member by filing a written appointment with the Secretary of the Corporation. Upon the death, resignation, or expulsion of any such representative, the member which appointed the representative may appoint a successor by giving a written appointment to the Secretary of the Corporation.

Section 5. Termination of Membership. Membership in the Corporation automatically shall terminate when a member ceases to be an Owner, and upon the occurrence of such other events as are specified in the by-laws of the Corporation.

Section 6. Suspension of Membership Rights. No member may be expelled from membership in the Corporation for any reason, or have the members rights suspended or impaired, except to the extent authorized by the by-laws of the Corporation.

ARTICLE VI

DIRECTORS

Section 1. Number. The board of directors initially is composed of 3 members. The number of directors shall be prescribed from time to time in the by-laws of the Corporation. However, under no circumstances shall the minimum number of directors be less than 3, or the maximum number of directors be greater than 12.

Section 2. Names and Addresses of Directors. The name and address of each director of the Corporation are as follows:

NAME	ADDRESS
Michael S. Gouloff	111 East Wayne Street, Suite 555 Fort Wayne, Indiana 46802
Gregory W. Buckel	111 East Wayne Street, Suite 555 Fort Wayne, Indiana 46802
Dennis Knoblauch	111 East Wayne Street, Suite 555 Fort Wayne, Indiana 46802

Section 3. Direction of Purpose and Exercise of Powers. The board of directors subject to any specific limitation or restriction imposed by the Act or the Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation, without prior authorization or subsequent approval by members of the Corporation.

ARTICLE VII

INCORPORATORS

The name and address of each incorporator of the Corporation are as follows:

NAME	ADDRESS
Gregory W. Buckel	111 East Wayne Street, Suite 555 Fort Wayne, Indiana 46802

ARTICLE VIII

EFFECTIVE DATE OF CORPORATE EXISTENCE

The effective date of the Corporation is the date that the Articles are filed with, and approved by, the Indiana Secretary of State.

ARTICLE IX

INDEMNIFICATION

Section 1. Definitions. As used in Article IX, the following terms shall have the meanings stated in the Act, unless a contrary meaning is clearly intended: "director"; "expenses"; "liability"; "official capacity"; "party"; and "proceeding."

Section 2. Scope of Indemnification. The Corporation shall indemnify, in accordance with Article IX, every individual who is or was at any time a director, officer, employee, or agent of the Corporation, against liability (including, without limitation, all amounts paid by way of settlement of any asserted liability) and reasonable expenses, including attorney fees, incurred by such individual in connection with, or resulting from, any proceeding (whether actual or threatened, brought by or in the right of the Corporation, or otherwise, and including any related appeal) in which such individual may become involved as a party by reason of his being, or having been, or by reason of any action taken or not taken in such capacity, whether or not such individual continues to serve in such capacity at the time such liability or expense is incurred, provided the applicable requirements stated in Article IX are satisfied.

Section 3. Standard of Conduct for Indemnification.

3.1 Indemnification under Article II, Section 2, shall be required only if an individual is determined to have satisfied the applicable standard of conduct stated below:

3.1.1 In case of a proceeding other than a criminal proceeding:

3.1.1.1 the individual's conduct was in good faith; and

3.1.1.2 the individual, acting in his official capacity or otherwise, reasonably believed his conduct was not opposed to the Corporation's best interests.

3.1.2 In the case of a criminal proceeding, the individual either:

3.1.2.1 had reasonable cause to believe his conduct was lawful; or

3.1.2.2 had no reasonable cause to believe his conduct was unlawful.

3.2 The conduct of a director or officer with respect to any employee benefit plan administered or provided by the Corporation, for a purpose the director or officer reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirements of Section 3.1.1.2.

3.3 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, is not, of itself, determinative that an individual did not meet the standard of conduct described in Section 3.1.

Section 4. Authorization of Indemnification.

4.1 Except for mandatory indemnification under Section 5, the Corporation may not indemnify an individual under Article IX, unless authorized in each specific case after a determination has been made that indemnification is permissible because the individual has met the necessary standard of conduct specified in Section 3.

4.2 The determination shall be made by any one of the following procedures:

4.2.1 By the board of directors, by a majority of a quorum consisting of directors not at the time parties to the proceeding.

4.2.2 If a quorum cannot be obtained under subsection 4.2.1, by a majority vote of a committee duly designated by the board of directors (in which designation, directors who are parties may participate), consisting solely or two or more directors not at the time parties to the proceeding.

4.2.3 By special legal counsel either:

4.2.3.1 selected by the board of directors or its committee in the manner prescribed in Section 4.2; or

4.2.3.2 if a quorum of the board of directors cannot be obtained under Section 4.2.1, and a committee cannot be designated under Section 4.2.2, then selection by a majority vote of the entire board of directors (in which selection directors who are parties may participate).

4.2.4 By the members, but votes under the control of directors who are at the time parties to the proceeding, may not be voted on the determination.

4.3 Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except

that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Section 4.2.3 to select special legal counsel.

Section 5. Mandatory Indemnification.

5.1 The Corporation shall indemnify an individual who has been wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because the individual is or was a director or officer of the Corporation, against reasonable expenses incurred by such individual in connection with the proceeding.

5.2 The evaluation of the reasonableness of expenses shall be made in the same manner as the procedures specified in Section 4.2.

Section 6. Indemnification Provisions Not Exclusive. The provisions in Article IX regarding indemnification are not exclusive, and shall not limit in any way indemnification which is permitted by law.

ARTICLE X

OTHER PROVISIONS FOR REGULATION OF BUSINESS

Section 1. By-Laws. the board of directors of the Corporation shall have the power, without the assent or vote of the members, to make, alter, amend, or repeal the by-laws of the Corporation.

Section 2. Amendments of the Articles. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles, or to amend them in any manner permitted by the provisions of the Act or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon members in the Articles or any amendment to them are granted to this reservation.

ARTICLE XI

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

Section 1. The provisions for the regulation and conduct of the affairs of the Corporation shall be set forth in the by-laws of the Corporation.

Section 2. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets

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of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under IRC, § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

IN WITNESS WHEREOF, each incorporator has executed the Articles on this 7th day of January, 1999, and affirms under penalties for perjury that the statements contained in them are true.


GREGORY W. BUCKEL, Incorporator

501 (c)(3)

This instrument was prepared by: Vincent J. Heiny, Attorney at Law, Haller & Colvin, 444 East Main Street, Fort Wayne, Indiana 46802.