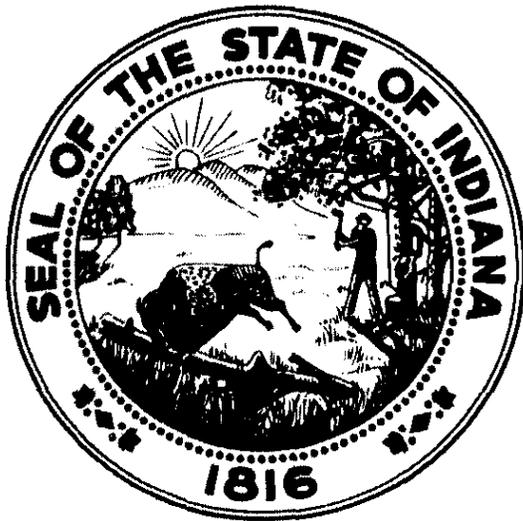


**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF INCORPORATION  
of  
BEAR CREEK COMMUNITY 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 Thursday, June 08, 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, June 8, 2000.

*Sue Anne Gilroy*

SUE ANNE GILROY,  
SECRETARY OF STATE

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APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
BEAR CREEK  
COMMUNITY ASSOCIATION, INC.**

RECEIVED  
MAY 25 11:12:05  
SUE ANN GILROY

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

**ARTICLE I**

**NAME**

The name of the Corporation is Bear 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 residential and recreational areas in the plat of all sections of Bear Creek, a subdivision located in Dekalb County, Indiana ("Subdivision").

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

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

2.6 Develop good citizenship.

2.7 Inquire into civic abuses and 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 Subdivision 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 Subdivision, and that will protect the property interests and environmental characteristics of the Subdivision.

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 bylaws 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 IC 23-17-13-3.

4.8 Be a promoter, a partner, a member, an associate, or a 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 IC 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 activities of the Corporation, and dissolve and surrender the Corporation's 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 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 the Corporation's 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 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 consist solely of amounts received as membership dues, fees, or assessments from the owners of lots in the Subdivision.

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

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 registered office of the Corporation is 6626 W. Hamilton Road, Fort Wayne, Indiana 46814.

Section 2. **Registered Agent.** The name of the initial registered agent at that registered office is Gregory C. Walbridge.

## ARTICLE V

### MEMBERSHIP

Section 1. **Definitions.** As used in the Articles, the terms "Developer", "Lot", and "Owner" have the same meanings ascribed to such terms in the Dedication, Protective Restrictions, Covenants, Limitations, Easements and Approvals of the Plats for all sections of the Subdivision as recorded in the Office of the Recorder of Allen County, Indiana ("Restrictions") and as the Restrictions may be amended from time to time.

Section 2. **Classes of Membership.** Every Owner automatically is a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Corporation shall have the following two classes of members:

2.1 **Class A.** Class A membership consists of all Owners, except Developer. When more than one person holds an interest in a Lot, all such persons shall be members.

2.2 **Class B.** Class B membership consists of Developer. Class B membership in each section of the Subdivision shall cease automatically upon the happening of either of the following events, whichever occurs first:

2.2.1 When fee simple title to all Lots in a section of the Subdivision have been conveyed by Developer; or

2.2.2 On the date stated in the applicable provision of the Restrictions.

Section 3. **Voting Rights of Members.** Each member shall have the following voting rights and such other rights as are given in the Restrictions and in the bylaws of the Corporation:

3.1 **Class A.** The Class A members shall be entitled to one vote for each Lot owned. 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.

3.2 **Class B.** The Class B member shall be entitled to the number of votes stated in the applicable provision of the Restrictions, less that number of votes which Class A members are entitled to exercise in a particular section of the Subdivision.

Section 4. *Rights, Preferences, Limitations and Restriction of Classes.* Each member shall have the rights and preferences as set forth in the Restrictions and in the bylaws of the Corporation.

Section 5. *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 who or which appointed the representative may appoint a successor by giving a written appointment to the Secretary of the Corporation.

Section 6. *Termination of Membership.* Membership in the Corporation shall terminate when a member ceases to be an Owner.

Section 7. *Suspension of Membership Rights.* No member may be expelled from membership in the Corporation for any reason, or have the member's rights suspended or impaired, except to the extent authorized by the Restrictions or by the bylaws of the Corporation.

## ARTICLE VI

### DIRECTORS

Section 1. *Number.* The board of directors initially is composed of one member. The number of directors shall be prescribed from time to time in the bylaws of the Corporation. However, under no circumstances shall the minimum number of directors be less than one, or the maximum number of directors be greater than nine.

Section 2. *Names and Addresses of Directors.* The names and addresses of each director of the Corporation are as follows:

NAME	ADDRESS
Gregory C. Walbridge	6626 W. Hamilton Road, Fort Wayne, IN 46814

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

### INCORPORATOR

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

NAME	ADDRESS
Gregory C. Walbridge	6626 W. Hamilton Road, Fort Wayne, IN 46814

## 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

### OTHER PROVISION FOR REGULATION OF BUSINESS

Section 1. *Bylaws.* 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 bylaws 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 subject to this reservation.

## ARTICLE X

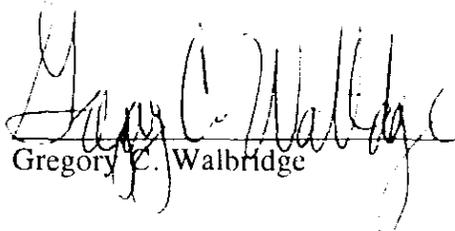
### PROVISIONS FOR REGULATION

## 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 bylaws 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 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, the incorporator has executed the Articles on this 2<sup>nd</sup> day of April, 2000, and affirms under penalties for perjury that the statements contained in them are true.

  
Gregory C. Walbridge

This instrument was prepared by: Brian M. Simpson, Attorney at Law, Beckman Lawson, LLP, 800 Standard Federal Plaza, P.O. Box 800, Fort Wayne, Indiana 46801-0800.

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