

(See amendment to the articles of incorporation)

ARTICLES OF INCORPORATION
OF
MERIDIAN WOODS PARK COUNTRY CLUB, INC.

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which certificate of incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws," approved March 7, 1935, and all acts amendatory thereof and supplemental thereto.

1. The name of this corporation shall be **MERIDIAN WOODS PARK COUNTRY CLUB, INC.**
(Name must include the word "Corporation" or "Incorporated" or one of the abbreviations thereof.)
2. The purpose or purposes for which it is formed are as follows:

The corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which the corporation is formed are:

To promote the health, safety and welfare of the members and residents of Meridian Woods Park and various additions thereof located in Perry Township, Marion County, Indiana, and presently contained within the legal description marked Exhibit "A", attached to the last page of these Articles, and by this reference incorporated herein, together with such other additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Article IV hereof, all of such properties being referred to as "The Properties", and for this purpose to:

- a Acquire, own, build, operate and maintain recreation parks, playgrounds, swimming pools, green belt areas, streets, walkways and sidewalks, including buildings, structures and personal properties incident thereto, hereinafter

- referred to as “The Common Properties and Facilities”;
- b To provide fire and police protection;
 - c Maintain unkempt lands, shrubs and trees;
 - d Supplement municipal services;
 - e Fix assessments (or charges) to be levied against the properties;
 - f Enforce any and all covenants, restrictions, and agreements applicable to the Properties;
 - g Pay taxes, if any, on the Common Properties and Facilities; and
 - h Insofar as permitted by law, to do all other things that, in the opinion of the Board of Directors shall promote the common benefit and enjoyment of the members and residents of The Properties.

Further, to have, possess and exercise any and all of the rights, privileges and powers now or hereafter confirmed by the laws of the State of Indiana upon corporations organized under the Indiana General Not-For-Profit Corporation Act (Acts 1935), Ch. 157, Sec. 1, p. 557), and Acts mandatory thereof or supplemental thereto or otherwise applicable to such corporations.

The foregoing shall be construed to constitute powers, as well as purposes of the corporation, and the enumeration of particular powers shall no be deemed a limitation upon or exclusion of other powers not particularly expressed or stated, which other powers are specifically provided by statute or otherwise properly within the general scope of the purposes of this corporation, or incidental thereto, or are convenient or appropriate to the accomplishment of such purposes.

III

Membership

Every person or entity who is the record owner of a fee simple interest in any lot which is a part of The Properties and all persons owing an equitable interest in any such lot, purchased on contract, shall be a member of the corporation, ***provided that*** any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Such membership shall be evidenced by a certificate of membership issued by the corporation concurrently with the conveyance and transfer of fee simple title to any lot in Meridian Woods Park or with the execution of a contract of purchase of any such lot.

IV

Classes of Membership and Voting Rights

The membership of the corporation shall be divided into three (3) classes with relative rights and voting privileges as follows:

Class A Membership: Class A membership shall be constituted of those persons owning a fee simple interest in any lot which is a part of the Properties, as defined in Article III hereof, with the exception of R. J. Realty, INC. Class A members shall be entitled to one (1) vote for each lot in which they hold the interests specified for membership by Article III, provided that when more than one person holds such interest or interests in any lot or lots, all such persons shall be members, and the vote for such lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast by the owners of any such lot.

Class B Membership: The Class B membership shall be constituted entirely by R. J. Realty, INC. The Class B member shall be entitled to one (1) vote for each lot in The Properties in which it holds the fee simple interest required for membership by Article III, provided, however, that the Class B membership shall be cancelled and cease to exist upon conveyance of the fee simple title to ninety per cent (90%) of the lots in The Properties from R. J. Realty, INC. to Class A members of the corporation.

Class C Membership: The Class C membership shall be constituted of those members acquiring an equitable interest in a lot or lots in The Properties through purchase on conditional sales contract, with the exception of building contractors purchasing any such lot for the construction of a dwelling thereon. Class C members shall not be entitled to vote upon the business of the corporation but shall enjoy all other rights and privileges given Class A members and shall be subject to the same responsibilities for maintenance and assessments as the Class A membership.

V

Board of Directors

Selection and Term of Office: The business and affairs of the corporation shall be managed initially by a board of three (3) directors designated in Article XIX of these Articles of Incorporation who shall serve for a term of three (3) years from the date of incorporation, provided, however, that the number of directors may be increased from time to time to a total of six (6) by a majority vote of the Class

A and Class B members of the corporation, as follows:

- a Upon conveyance by R. J. Realty, INC. of the fee simple title to thirty per cent (30%) of the lots comprising The Properties to Class A members of the corporation or as soon thereafter as is reasonably possible, one (1) director chosen from among the Class A membership shall be elected to serve a term of three (3) years;
- b Upon conveyance by R. J. Realty, INC. of the fee simple title to sixty percent (60%) of the lots comprising The Properties to Class A members of the corporation or as soon thereafter as is reasonably possible, a second director chosen from among the Class A membership shall be elected to serve a term of three (3) years;
- c Upon conveyance by R. J. Realty INC. of the fee simple title to ninety per cent (90%) of the lots comprising The Properties to Class A members of the corporation or as soon thereafter as is reasonably possible, a third director chosen from among the Class A membership shall be elected to serve a term of three (3) years;
- d A total of six (6) directors, constituted entirely of Class A members, shall thereafter govern the affairs of the corporation, elected annually for terms of equal duration.
- e In all elections of directors every member shall have the right to multiply the number of votes he may be entitled to vote by the number of directors to be elected and the product shall represent the number of votes he may cast at such election and he may cast all such votes represented by such product for one candidate or distribute them among two (2) or more candidates.

VI

Additions to the Properties and Membership

The corporation may, at any time, annex additional residential properties and green belt areas to The Properties described in Article II of these Articles and so add to its membership under the provisions of Article III hereof, *provided, however*, that any such annexation shall be upon authorization of the Board of Directors as provided in the By-Laws of the corporation.

VII

Mergers and Consolidations

To the extent provided by law, the corporation may participate in mergers and

consolidations with other non-profit corporations, organized for similar purposes, provided, however, that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Class A and Class B members voting in person or by proxy at a meeting duly called for the purpose, written notice of which shall be given to all members at least thirty (30) days in advance and shall set forth the purpose of such meeting.

VIII **Mortgages**

The corporation shall have the power to mortgage its real estate for the purpose of maintaining or constructing improvements thereon, provided, however, that any such mortgages shall have the assent of two-thirds (2/3) of the Class A and Class B members voting in person or by proxy at a meeting duly called for the purpose, written notice of which shall be given to all members at least thirty (30) days in advance and shall set forth the purpose of such meeting.

IX **Dedication of Property For Public Use**

The corporation shall have the power to dedicate any of its property which is used for streets, paths or other vehicular purposes to an appropriate public authority for public use, provided, however, that any such dedication shall have the assent of two-thirds (2/3) of the Class A and Class B members voting in person or by proxy at a meeting duly called for the purpose, written notice of which shall be given to all members at least thirty (30) days in advance and shall set forth the purpose of such meeting.

X **Quorum for Membership Meetings**

The quorum required for any action governed by Articles VII, VIII, and IX of these Articles shall be as follows:

At the first meeting duly called as provided herein, the presence of members or of proxies entitled to cast sixty per cent (60%) of all the votes of the Class A and Class B membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirements set forth in these Articles, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided, however, that no such subsequent meeting shall be held more than sixty (60) days following such

preceding meeting.

XI
Duration

The corporation shall exist perpetually.

XII
Assets

At the time of incorporation, the corporation will have no assets other than capitalized organization expenses. Immediately following incorporation, however, Class A and Class members, being owners and contract purchasers of lots in "The Properties" will pay pro-rata assessments to the corporation. In addition, R. J. Realty, INC. execute a common area and recreational facility agreement with the corporation, and provide such additional sums as are immediately necessary, according to the terms of the said maintenance agreement.

XIII
Dissolution

The corporation may be dissolved with the assent given in writing and signed by a two-thirds (2/3) majority of each class of its membership. Written notice of a proposal and resolution of the Board of Directors to dissolve the corporation setting forth the reasons therefor and the proposed disposition to be made of the assets in accordance with Article XIII of these Articles, shall be given to every member at least sixty (60) days prior to any action upon such resolution.

XIV
Disposition of Assets Upon Dissolution

In the event the corporation shall dissolve or otherwise terminate its existence for any reason, then, and in that event, its assets of every description shall be distributed and transferred without consideration to one or more corporations, trusts, funds, or foundations selected by a majority vote of the Board of Directors, which are organized and operated exclusively for one or more of the purposes hereinabove set forth and for charitable, religious, scientific, literary or educational purposes and which are then exempt from taxation under the Internal Revenue Code of the United States or to any agency of Federal, State or local government, and no private individual shall be entitled to share in such distribution.

XV
Amendments

These Articles may be amended in accordance with the law, *provided that* the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and *provided, further*, that no amendment of Article IV (Classes of Membership and Voting Rights) shall be effective except as provided in the covenants and restrictions applicable to The Properties. The provisions of Article IV have been incorporated into the covenants and restrictions applicable to The Properties and are part of the property interests created thereby.

XVI
Principal Place of Business

The post office address of the corporation's principal place of business is 2217 Winchester Drive, Indianapolis, Indiana 46227.

XVII
Resident Agent

The name and post office address of the corporation's resident agent is as follows:

ROBERT J. WILSON
2217 Winchester Drive
Indianapolis, IN 46227

XVIII
Incorporators

The names and addresses of the incorporators are as follows:

ROBERT J. COOK	2217 Winchester Drive, Indianapolis Indiana 46227
ROBERT J. WILSON	2217 Winchester Drive, Indianapolis Indiana 46227
MICHAEL J. KIAS	3037 South Meridian St., Indianapolis, Indiana 46217

XIX
First Board of Directors

The names and addresses of the first Board of Directors are as follows:

ROBERT J. COOK	2217 Winchester Drive, Indianapolis Indiana 46227
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ROBERT J. WILSON	2217 Winchester Drive, Indianapolis Indiana 46227
MICHAEL J. KIAS	3037 South Meridian St., Indianapolis, Indiana 46217

Executed this 10th day of October 1968.

Robert J. Cook

Robert J. Wilson

Michael J. Kias

State of Indiana

County of Marion

Before me, Marilyn R. Hurt, a Notary Public in and for said County and State, personally appeared ROBERT J. COOK, ROBERT J. WILSON, and MICHAEL J. KIAS, and severally acknowledged the execution of the foregoing Articles of Incorporation.

Witness my hand and notarial seal this 10th day of October, 1968.

Marilyn K. Hurt, Notary Public

My commission expires:

May 10, 1969

THIS INSTRUMENT PREPARED BY:

MICHAEL J. KIAS
Attorney at Law
3037 South Meridian Street
Indianapolis, IN 46217

Exhibit "A"

PART OF THE SOUTHWEST QUARTER of Section 11, and Part of the Southeast Quarter of Section 10, Township 14 North, Range 3 East, Marion County, Indiana.

BEGINNING at the Northeast corner of the Southwest $\frac{1}{4}$ of said Section 11; running thence South 0 degrees 42' 15" West 2667.33 feet to the Southeast corner of said $\frac{1}{4}$ Section; thence South 89 degrees 30' 30" West 2685.90 feet to the Southwest corner of said $\frac{1}{4}$ Section; thence North 0 degrees 29' 30" West 690 feet; thence North 38 degrees 30" East 2293.02 feet; thence North 51 degrees 30' West 438.40 feet; thence North 46 degrees 13' East 365 feet; thence North 29 degrees 30' East 190 feet; thence North 26 degrees 45' West 190 feet; thence North 2 degrees 54' East 235 feet; thence North 46 degrees 39' East 295 feet; thence North 24 degrees 14' East 505 feet to the North line of the Southwest Quarter of said Section 11; thence North 89 degrees 40' East and along said North line 2180 feet to the point of beginning, containing 158.10 acres more or less.

