

ARTICLES OF INCORPORATION  
OF  
FAIRFIELD FARMS PROPERTY OWNERS ASSOCIATION, INC.

**APPROVED  
AND  
FILED**  
INDIAN SECRETARY OF STATE

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation)" pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I  
Name

The name of the Corporation is FAIRFIELD FARMS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II  
Purposes

Section 1. Purposes. The purposes for which the Corporation is formed are:

to promote and develop the health, safety, common good and social welfare of the Owners and residents of the residential community to be known as Fairfield Farms, which is proposed to be developed by Thompson Land Company, Inc., an Indiana Corporation (herein-after referred to as "Declarant"), or by its successors, on all or portions of the real estate in Hamilton County, Indiana more particularly described in Exhibit "A" attached hereto and incorporated herein by reference as the "Development".

Section 2. To provide, as a "homeowners association" and "residential real estate management association" [as defined under Section 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws)], for the acquisition, construction, management, maintenance and care of "association property" [as defined in said Section 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws)] of the Corporation.

Section 3. So long as the same are in furtherance of the purpose of the Corporation described in Section 2 of this Article II and are not contrary to any limitation or restriction imposed by the Act, the Declaration (hereinafter defined), or any other provisions of these Articles of Incorporation,

(i) to exercise all of the rights, privileges, powers and authority, and to perform all of the duties and obligations,

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of the "Association" (as defined in the Declaration) provided for in that certain Declaration of Restrictions (herein referred to as the "Declaration") applicable to all or portions of the Real Estate, which Declaration was recorded in the office of the Recorder of Hamilton County, Indiana, on August 2, 1989, as Instrument No. 8916195, and as the same may be supplemented or amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

(ii) to fix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and the Act; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(iii) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or to otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(iv) to borrow money and pledge, mortgage, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(v) to transact any and all lawful business for which corporations may be incorporated under the Act;

(vi) to have the capacity to act possessed by natural persons, but to have authority to perform only those acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law;

(vii) to carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or any foreign country, to the extent such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country;

(viii) to dedicate, sell or transfer all or 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. Except as otherwise provided or permitted by the Declaration, no such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of each Class of members, agreeing to such dedication, sale or transfer;

(ix) to participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of each Class of members; provided, however, that the assent of the members shall not be required for the annexation of any property lying within or constituting a part of the Real Estate as herein defined, as to which Declarant has reserved the unilateral right of annexation and expansion as provided in the Declaration; and

(x) to have, possess, exercise and enjoy any and all of the rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 4. Provided, however, that the Corporation is and shall at all times be a not-for-profit corporation, and its activities shall be conducted for the foregoing purposes in such a manner that no part of its activities shall result in pecuniary remuneration to its members as such (except for reasonable compensation to members for services actually rendered) and no part of its net earnings shall inure to the benefit of any private member (other than by acquiring, constructing or providing management, maintenance and care of "association property" and other than by rebate of excess membership dues, fees, charges and assessments).

The foregoing clauses shall be construed to constitute powers as well as purposes of the Corporation, and the enumeration of particular powers or purposes shall not be deemed a limitation upon or exclusion of other powers not particularly expressed or stated, which other powers are properly within the general scope of the purposes of the Corporation, or incidental thereto, or are convenient or appropriate for the accomplishment of such purpose.

### ARTICLE III Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service or process is Kenneth E. Thompson, 11911 Lakeside Drive, Fishers, IN 46038.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 11911 Lakeside Drive, Fishers, IN 46038.

ARTICLE V  
MEMBERSHIP

Section 1. Every Owner (as defined in the Declaration) of a Lot (as defined in the Declaration) subject to assessment pursuant to the Declaration, except as provided to the contrary in the Declaration, shall be entitled and required to be a member of the Corporation. If title to a Lot is held by more than one person, each of such persons shall be a member. As Owner of more than one Lot shall be entitle to, and there shall be required, one membership for each such Lot. Each such membership shall be appurtenant to the Lot upon which it is based and shall transfer automatically by voluntary or involuntary conveyance of the title of that Lot. Except as herein or in the Declaration otherwise expressly provided, no person or entity other than an Owner or Declarant may be a member of the Corporation, and a membership in the Corporation may not be transferred except in connection with the transfer of title to that Lot.

Section 2. Transfer. A membership in the Corporation shall not be transferred, pledged or alienated in any way, except upon the transfer of the record title of a Lot and then only to such transferee, by assignment, intestate succession, testamentary disposition, foreclosure of mortgage of record or other legal process. It shall be the responsibility of each Owner, upon becoming entitled to membership, to so notify the Corporation may continue to carry the name of the former Owner as a member, in its sole discretion. Any attempt to make a prohibited transfer is void and will not be reflected upon the books and records of the Corporation. In the event the Owner of any Lot should fail or refuse to transfer the membership registered in his name to the transferee of title of such Lot, the Corporation shall have the right to record the transfer upon the books of the Corporation and issue a new membership to the transferee, and thereupon the old membership outstanding in the name of the transferor shall be null and void as though the same had been surrendered.

Section 3. Voting. The Corporation shall have two (2) classes of voting membership, as follows:

A. Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant prior to termination of Class B membership, and shall be entitled to one (1) vote for each Lot owned with respect to each matter submitted to a vote of members upon which the Class A members are entitled to vote. When more than one person holds title to any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. There can be no split vote. Prior to or at the time of

any meeting at which a vote is to be taken, each co-Owner or other person entitled to a vote at such meeting shall file with the Secretary of the Corporation the name of the voting co-Owner or other person entitled to vote at such meeting, unless such co-Owner or other persons have filed a general voting authority with the Secretary applicable to all votes until rescinded.

B. Class B. Class B members shall be the Declarant and all successors and assigns of Declarant designated by Declarant as Class B members in a written notice mailed or delivered to the resident agent of the Corporation. Each Class B member shall be entitled, on all matters requiring a vote of the membership of the Corporation, to three (3) votes for each Lot owned by it and three (3) votes for each fifteen-one hundredths (15/100) of an acre or part thereof Real Estate which has been subjected to the Declaration as part of the Development (as defined in the Declaration) but not subdivided into Lots and other areas by the recording of a subdivision plat. The Class B membership shall cease and terminate upon the first to occur of (a) the date upon which the written resignation of the Class B members as such is delivered to the resident agent of the Corporation; (b) one hundred twenty (120) days after seventy-five percent (75%) of the Lots in the Property have been conveyed to Owners other than Declarant; provided, however, that for the purpose of making any determination under this subsection; it shall be assumed that there are 238 lots in the Development whether or not there are in fact such number of Lots in the Development at any time; (c) January 1, 1996.

Declarant shall be entitled to Class A memberships for all Lots of which it is the Owner on or after the termination of Class B membership.

Section 4. Suspension of Voting Rights. In the event any Owner shall be in arrears in the payment of any amount due under any of the provisions of the Declaration for a period of thirty (30) days, or shall be in default in the performance of any of the terms of the Declaration for a period of thirty (30) days, such Owner's right to vote as a member of the Corporation shall be suspended and shall remain suspended until all payments are brought current and all defaults remedied.

#### ARTICLE VI Directors

Section I. Number of Directors. The initial Board of Directors is composed of three (3) members. At any time, the number of members of the Board of Directors may be increased up to a maximum of fifteen (15) directors; provided, however, that the exact number of directors shall be prescribed from

time to time in the By-Laws of the Corporation; and, provided further, that under no circumstances shall the minimum number be less than three (3).

Section 2. Qualifications. Directors need not be members of the Corporation.

Section 3. Names and Post Office Address of the initial Board of Directors are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Kenneth E. Thompson	11911 Lakeside Dr.	Fishers	IN	46038
Corby D. Thompson	11911 Lakeside Dr.	Fishers	IN	46038
Larry Cowell	12011 Allisonville Rd	Fishers	IN	46038

ARTICLE VII  
Incorporator

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

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Corby D. Thompson	11911 Lakeside Dr.	Fishers	IN	46038

ARTICLE VIII  
Statement of Property

The Corporation will take over no property at or upon its incorporation.

ARTICLE IX  
Provisions for Regulation and Conduct  
Of the Affairs of Corporation

Section 1. Interest of Directors or Officers in Transactions. Any contract or transaction between the Corporation and one or more of its directors or officers, or between this Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are interested, or between this Corporation and any other corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or

directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by the approving vote of all of the directors present. The interested director or directors may be counted in determining the presence of a quorum at such meeting. This Section 1 of this Article IX shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common, equitable, or statutory law applicable thereto.

Section 2. Meetings of Members. Meetings of the members of the Corporation shall be held at such place within the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

Section 3. Meetings of Directors. Meetings of the directors of the Corporation shall be held at such place within the State of Indiana, as may be specified in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board of Directors, or of such Committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board or Committee.

Section 4. Powers Relative to By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by the Initial Board. The power to alter, amend, add to, and repeal the By-Laws of the Corporation is hereby vested in the Board of Directors; provided, however, that no alteration, amendment or addition to such initial Code of by-Laws shall be adopted by the Board of Directors which conflicts with the terms and provisions of the Declaration unless the same is adopted by and approved by the members of the Corporation and others as provided in, and in accordance with the requirements of, the Declaration; provided further, that there shall be no amendment, alteration, addition to or repeal of the By-Laws prior to the Applicable Date without the consent and approval of Declarant.

Section 5. General Powers of Directors. In addition to the powers and authority expressly conferred by these Articles of Incorporation, the Board of Directors, is hereby authorized to exercise such powers and to do all such acts as may be exercised or done by a corporation organized and existing under the provisions of the Act, and as may be exercised or done by virtue of any other law.

Section 6. Indemnification of Directors, Officers, Agents, Employees and Others. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suite or proceeding that such officer, director, employee or agent is liable for negligence or misconduct in the performance of his duties to the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person was liable for negligence or misconduct in the performance of his duties to the Corporation.

(b) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in subsection (a) of this Section or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) reasonably incurred by him in connection therewith.

(c) Expenses incurred in defending a civil or criminal action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such action, suite or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

(d) The indemnification provided by this Section (i) shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other Article or Section of these Articles of Incorporation or any By-Law, resolution, authorization or agreement adopted, after notice, by a majority of all the voting members of the Corporation, and (ii) shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

Section 7. Right to Amend Articles. The Corporation reserves the right to amend, alter, change or repeal, in the manner now or hereafter prescribed by the Act, any provision contained in these Articles, and all rights, powers and privileges hereby conferred on members, directors or officers of the Corporation are subject to this reserved power; provided, however, that there shall be no amendment, alteration, change or repeal of these Articles prior to the Applicable Date without the consent and approval of Declarant.

Section 8. Initial Board. The initial Board of Directors named in Article VI hereof shall serve as the Board of Directors of the Corporation until the Applicable Date and, in the event of any vacancy or vacancies occurring in the Initial Board of any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by a person appointed by Declarant. Any such person so appointed by Declarant shall thereafter be deemed a member of the Initial Board.

Section 9. Terms of Directors After the Applicable Date. After the Applicable Date, each member of the Board of Directors of the Corporation shall be elected for a term of three (3) years, except that at the first election after the Applicable Date approximately one-third (1/3rd) of the members of the Board shall be elected for a three (3) year term, approximately one-third (1/3rd) for a two (2) year term, and approximately one-third (1/3rd) for a one (1) year term so that the terms of approximately one third (1/3rd) of the Directors shall expire annually. Thereafter, one-third (1/3rd) of the members of the Board of Directors shall be elected at each annual meeting of the Corporation, to replace the members whose terms are then expiring.

Section 10. Dissolution. The Corporation may be dissolved in accordance with the Act with the assent given in writing and signed by not less than two thirds (2/3) of each Class of members, except as otherwise provided or permitted by the Declaration. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall, subject to the provisions of the Act, be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was


created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purpose.

Section 11. FHA/VA Approval. As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration.:

- (A) the annexation to the Property (as defined in the Declaration) of all or any Supplemental Real Estate (as defined in the Declaration); provided, however, that such approval is not and shall not be required for annexation to the Property of all or any portion of the Additional Real Estate (as defined in the Declaration);
- (B) mergers and consolidations of this Corporation with other corporations;
- (C) the mortgaging of Common Areas (as defined in the Declaration);
- (D) dedication to the public or to or for any public use or purpose of any part of the Common Areas; provided, however, that such approval is not and shall not be required for the granting of customary easements to utility companies, public or private, for the installation, maintenance, repair, replacement and servicing of equipment and facilities necessary to provide all utility services to the Real Estate; and
- (E) dissolution of the Corporation and amendment of these Articles.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, 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 for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I the undersigned, do hereby execute these Articles of Incorporation and certify to and verify and affirm under the penalties for perjury to the truth of the facts herein stated, this 25 day of June,

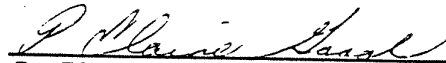
  
Corby D. Thompson

STATE OF INDIANA     )  
                              )    SS:  
COUNTY OF HAMILTON )

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, hereby certify that Corby D. Thompson, being the Incorporator referred to in ARTICLE VII of the foregoing Articles Of Incorporation, personally appeared before me, acknowledged the execution thereof and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 25th day of June, 1991.

My Commission Expires:  
October 1, 1994

  
P. Elaine Goad, Notary Public

My County of Residence:  
Marion

This Instrument was prepared by Corby D. Thompson.