

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

CERTIFICATE OF INCORPORATION

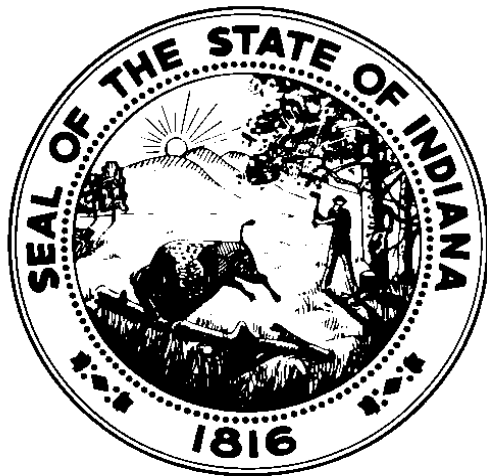
of

GREENBROOKE HOMEOWNERS' ASSOCIATION INC.

I, Connie Lawson, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation has 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 07, 2014.

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 07, 2014



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
1/7/2014 2:45 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I - NAME AND PRINCIPAL OFFICE

GREENBROOKE HOMEOWNERS' ASSOCIATION INC.

9210 N. MERIDIAN ST., INDIANAPOLIS, IN 46260

ARTICLE II - REGISTERED OFFICE AND AGENT

JOHN F. DONALDSON
828 E. 64TH ST., INDIANAPOLIS, IN 46220

ARTICLE III – INCORPORATORS

JOHN F. DONALDSON
828 E. 64TH ST., INDIANAPOLIS, IN 46220
Signature: JOHN F. DONALDSON

ARTICLE IV – GENERAL INFORMATION

Effective Date: 1/7/2014

Type of Corporation: Mutual Benefit Corporation (all others)

Does the corporation have members?: Yes

The purposes/nature of business

THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE TO SERVE AS A HOMEOWNERS' ASSOCIATION FOR GREENBROOKE, A RESIDENTIAL SUBDIVISION LOCATED IN PERRY TOWNSHIP, MARION COUNTY, INDIANA, AND TO FULFILL ALL PURPOSES OF THE ASSOCIATION REFERRED TO IN THAT CERTAIN DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF GREENBROOKE, RECORDED ON OCTOBER 17, 2013 IN THE OFFICE OF THE RECORDER OF MARION COUNTY, INDIANA, AS INSTRUMENT A201300127556 (THE "DECLARATION"), WHICH PURPOSES SHALL INCLUDE, BUT NOT BE LIMITED TO, THE MAINTENANCE, REPAIR, UPKEEP, REPLACEMENT, ADMINISTRATION, OPERATION AND MANAGEMENT OF THE COMMON AREAS, TO PAY ANY OTHER NECESSARY EXPENSES AND COSTS IN CONNECTION WITH THE SAME IN ACCORDANCE WITH THE DECLARATION, AND TO PERFORM SUCH OTHER FUNCTIONS AS MAY BE DESIGNATED TO THE CORPORATION FROM TIME TO TIME.

Distribution of assets on dissolution or final liquidation

IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, THE ASSETS OF THE CORPORATION SHALL BE TRANSFERRED TO ANY SUCCESSOR NONPROFIT ENTITY ASSUMING ALL OF THE DUTIES AND OBLIGATIONS OF THE CORPORATION UNDER THE DECLARATION OR, IF NO SUCH SUCCESSOR EXISTS, TO THE THEN MEMBERS OF THE CORPORATION.

ARTICLE V

POWERS. THE CORPORATION SHALL HAVE: (A) ALL POWERS NOW OR HEREAFTER AUTHORIZED OR VESTED IN CORPORATIONS PURSUANT TO THE PROVISIONS OF THE ACT; (B) ALL POWERS NOW OR HEREAFTER VESTED IN CORPORATIONS BY COMMON LAW OR ANY OTHER STATUTE OR ACT; AND (C) ALL POWERS AUTHORIZED BY OR VESTED IN THE CORPORATION BY THE PROVISIONS OF THESE ARTICLES OR BY THE PROVISIONS OF ITS BY-LAWS AS ARE FROM TIME TO TIME IN EFFECT.

ARTICLE VI

LIMITATION OF ACTIVITIES. THE CORPORATION SHALL NOT POSSESS THE POWER OF ENGAGING IN ANY ACTIVITIES FOR THE PURPOSE OF OR RESULTING IN THE PECUNIARY REMUNERATION TO ITS MEMBERS AS SUCH. THIS PROVISION SHALL NOT PROHIBIT FAIR AND REASONABLE COMPENSATION TO MEMBERS FOR SERVICES ACTUALLY RENDERED NOR PROHIBIT THE CORPORATION FROM CHARGING A FEE FOR SERVICES RENDERED.

ARTICLE VII

MEMBERS. EVERY PERSON OR ENTITY WHO OWNS ONE OR MORE LOTS SUBJECT TO ASSESSMENT IN GREENBROOKE, MARION COUNTY, INDIANA, INCLUDING CONTRACT SELLERS (HEREINAFTER "OWNERS"), SHALL AUTOMATICALLY AND MANDATORILY BE A MEMBER IN THE CORPORATION AND BE ENTITLED TO ALL OF THE PRIVILEGES AND SUBJECT TO ALL OF THE OBLIGATIONS THEREOF; PROVIDED, HOWEVER, THAT ANY SUCH PERSON OR ENTITY WHO HOLDS SUCH INTEREST MERELY AS SECURITY FOR THE PERFORMANCE OF AN OBLIGATION SHALL NOT BE A MEMBER.

ARTICLE VIII

CLASSES OF MEMBERS AND NUMBER OF VOTES. THE CORPORATION SHALL HAVE TWO (2) CLASSES OF MEMBERSHIPS, WITH THE FOLLOWING VOTING RIGHTS:

- (A) CLASS A. CLASS A MEMBERS SHALL BE ALL OWNERS WITH THE EXCEPTION OF THE DECLARANT. EACH CLASS A MEMBER SHALL BE ENTITLED TO ONE (1) VOTE FOR EACH LOT OWNED BY SUCH MEMBER 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 (1) PERSON CONSTITUTES THE OWNER OF A LOT, ALL SUCH PERSONS SHALL BE MEMBERS OF THE CORPORATION. THE VOTE FOR SUCH LOT SHALL BE EXERCISED AS MEMBERS HOLDING AN INTEREST IN SUCH LOT DETERMINE AMONG THEMSELVES, BUT IN NO EVENT SHALL MORE THAN ONE (1) VOTE BE CAST WITH RESPECT TO ANY SUCH LOT.
- (B) CLASS B. CLASS B MEMBERS SHALL BE THE DECLARANT, AS DESIGNATED IN THE DECLARATION, 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. THE CLASS B MEMBER SHALL BE ENTITLED TO THREE (3) VOTES FOR EACH OF THE LOTS OWNED IN GREENBROOKE ON ALL MATTERS REQUIRING A VOTE OF THE MEMBERS OF THE CORPORATION. FOR PURPOSES OF THIS CALCULATION, IT SHALL BE ASSUMED THAT DECLARANT

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OWNS ALL LOTS, WHICH NUMBER SHALL BE REDUCED AS LOTS ARE CONVEYED BY THE DECLARANT TO AN OWNER. THE CLASS B MEMBERSHIP SHALL CEASE AND BE CONVERTED TO CLASS A MEMBERSHIP ON THE HAPPENING OF EITHER OF THE FOLLOWING EVENTS, WHICHEVER OCCURS EARLIER: (I) DECEMBER 31, 2023; OR (II) WHEN THE TOTAL NUMBER OF VOTES OUTSTANDING IN THE CLASS A MEMBERSHIP IS EQUAL TO THE TOTAL NUMBER OF VOTES OUTSTANDING IN THE CLASS B MEMBERSHIP; PROVIDED, HOWEVER, THAT THE CLASS B MEMBERSHIP SHALL RECOMMENCE IN THE EVENT THE DECLARANT SUBSEQUENTLY RECORDS A PLAT OF PART OF OR ALL OF THE PROPERTY AND, BY VIRTUE THEREOF, THE TOTAL NUMBER OF VOTES OUTSTANDING IN THE CLASS A MEMBERSHIP IS NO LONGER EQUAL TO OR GREATER THAN THE TOTAL NUMBER OF VOTES OUTSTANDING IN THE CLASS B MEMBERSHIP.

ARTICLE IX

RIGHTS, PREFERENCES, LIMITATIONS AND RESTRICTIONS OF CLASSES. ALL MEMBERS SHALL HAVE THE SAME RIGHTS, PRIVILEGES, DUTIES, LIABILITIES AND RESTRICTIONS AS THE OTHER MEMBERS WITHIN EACH RESPECTIVE CLASS. ALL MEMBERS SHALL ABIDE BY THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THE CORPORATION, THE RULES AND REGULATIONS GOVERNING GREENBROOKE AS MAY BE ADOPTED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, AND ALL COVENANTS, RESTRICTIONS AND OTHER PROVISIONS CONTAINED IN THE DECLARATION.

ARTICLE X

VOTING RIGHTS OF MEMBERS. EACH MEMBER IN GOOD STANDING SHALL BE ENTITLED TO VOTING RIGHTS AS FOLLOWS:

- (A) NUMBER OF VOTES. AS DESCRIBED IN SECTION 5.2 ABOVE AND TO FACILITATE THE ORDERLY CONDUCT OF THE MEETING, EACH CLASS A MEMBER SHALL BE ENTITLED TO CAST ONE (1) VOTE FOR EACH LOT OWNED AND EACH CLASS B MEMBER SHALL BE ENTITLED TO CAST THREE (3) VOTES FOR EACH LOT OWNED ON EACH MATTER COMING BEFORE THE MEETING.
- (B) VOTING BY CORPORATION OR TRUST. WHERE A CORPORATION OR TRUST IS AN OWNER OR IS OTHERWISE ENTITLED TO VOTE, THE TRUSTEES MAY CAST THE VOTE ON BEHALF OF THE TRUST, AND THE AGENT OR OTHER REPRESENTATIVE OF THE CORPORATION DULY EMPOWERED BY THE BOARD OF DIRECTORS OF SUCH CORPORATION SHALL CAST THE VOTE TO WHICH THE CORPORATION IS ENTITLED.
- (C) PROXY. A MEMBER MAY VOTE EITHER IN PERSON OR BY HIS DULY AUTHORIZED AND DESIGNATED ATTORNEY-IN-FACT. WHERE VOTING IS BY PROXY, THE MEMBER SHALL DULY DESIGNATE HIS ATTORNEY-IN-FACT IN WRITING, DELIVERED TO THE CORPORATION PRIOR TO THE COMMENCEMENT OF THE MEETING.
- (D) QUORUM. EXCEPT WHERE OTHERWISE EXPRESSLY PROVIDED IN THE DECLARATION, THESE ARTICLES, THE BY-LAWS, OR THE ACT, THE PRESENCE OF MEMBERS OR THEIR DULY AUTHORIZED REPRESENTATIVES ENTITLED TO CAST SIXTY PERCENT (60%) OF THE TOTAL NUMBER OF VOTES SHALL CONSTITUTE A QUORUM AT ALL MEETINGS.
- (E) DEFINITION

OF "OWNER". THE TERM "OWNER" MEANS A PERSON, FIRM, CORPORATION, PARTNERSHIP, ASSOCIATION, TRUST OR OTHER LEGAL ENTITY, OR ANY COMBINATION THEREOF, WHO OWNS THE FEE SIMPLE TITLE TO A LOT. PERSONS OR ENTITIES OWNING A SINGLE LOT AS TENANTS IN COMMON, JOINT TENANTS, OR TENANTS BY THE ENTIRETIES SHALL BE DEEMED ONE OWNER.

ARTICLE XI

OTHER PROVISIONS, CONSISTENT WITH THE LAWS OF THIS STATE, FOR THE REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND CREATING, DEFINING, LIMITING OR REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS, THE MEMBERS OR ANY CLASS OR CLASSES OF MEMBERS, ARE AS FOLLOWS:

(A) THE CORPORATION SHALL NOT ENGAGE IN ANY PROHIBITED TRANSACTIONS, SELF-DEALING, POLITICAL ACTIVITY, OR OTHER ACTIVITY, WHICH MIGHT CAUSE ANY SUBSTANTIAL PART OF ITS INCOME TO BECOME TAXABLE.

(B) ALL OTHER PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION SHALL BE SET FORTH IN THE BY-LAWS OF THE CORPORATION OR IN THE DECLARATION.