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BUSINESS SERVICES DIVISION  
CORPORATIONS CERTIFIED COPIES**

INDIANA SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
302 West Washington Street, Room E018  
Indianapolis, IN 46204

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October 06, 2009

Company Requested: BERKLEY PLACE TOWNHOMES HOMEOWNERS  
ASSOCIATION, INC.

Control Number: 2005030100409

Date	Transaction	# Pages
02/28/2005	Articles of Incorporation	10



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

**I hereby certify that this is a true and  
complete copy of this 10 page  
document filed in this office.**

**Dated: October 06, 2009  
Certification Number: 2009100642322**

**Secretary of State**

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

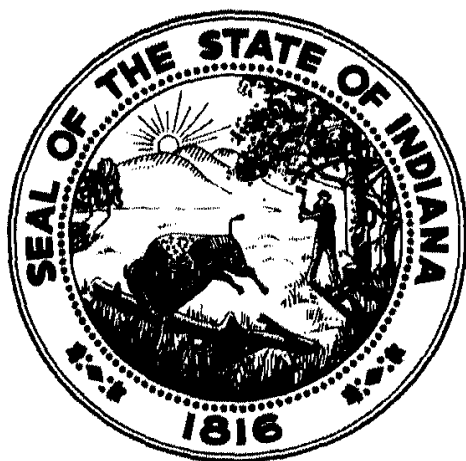
**CERTIFICATE OF INCORPORATION**

of

**BERKLEY PLACE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

I, TODD ROKITA, 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 Monday, February 28, 2005.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 28, 2005.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

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APPROVED  
AND  
FILED  
*[Signature]*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
BERKLEY PLACE TOWNHOMES  
HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (the "Act"), executes the following Articles of Incorporation:

**ARTICLE I**

**Name**

**Section 1.1.** The name of the Corporation is BERKLEY PLACE TOWNHOMES HOMEOWNERS ASSOCIATION, INC. (hereafter referred to as the "Corporation").

**ARTICLE II**

**Adoption and Purposes**

**Section 2.1. Adoption.** These Articles of Incorporation creating the Corporation are adopted as contemplated by, and in accordance with, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR BERKLEY PLACE TOWNHOMES (the "Declaration"). The Declaration was recorded in the office of the Recorder of Marion County, Indiana, as Instrument #2005-18691, on February 4, 2005. The Declaration is incorporated herein by reference, and all of the standards, rights, liabilities, covenants and restrictions and other terms and provisions contained in the Declaration and any amendments and supplements thereto shall apply to and govern the interpretation of these Articles and the Code of Bylaws of the Corporation.

**Section 2.2. Purposes.** The Corporation shall be a mutual benefit corporation. The purposes of the Corporation shall be to provide for the administration and enforcement of the standards, covenants and restrictions contained in the Declaration, to provide for the maintenance, repair, upkeep, replacement, administration, management and operation of the Property (as defined in the Declaration), and to perform such other functions relating to the operation and maintenance of the Property as determined by its Board of Directors to be advisable or appropriate, and to:

(a) Have and exercise all of the powers, rights and privileges and perform all of the duties and obligations of the Corporation as set forth herein and in the Declaration and the Code of Bylaws of the Corporation, as the same may be amended from time to time.

(b) Establish, levy, collect and enforce by any lawful means any and all Regular Assessments (as defined in the Declaration), Special Assessments (as defined in

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the Declaration), or any other charges, due or assessments against any Owner of any Dwelling Unit or others pursuant to the terms of the Declaration; to pay all expenses in connection with the Corporation's performance of its duties and obligations pursuant to the Declaration including, but not limited to, any fees, taxes or other governmental charges levied or imposed against any property of the Corporation.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in conducting the affairs of the Corporation.

(d) Have and exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

**Section 2.3. Definitions.** Capitalized terms used but not defined herein shall have the meanings attributed to such terms in the Declaration.

### **ARTICLE III**

#### **Period of Existence**

**Section 3.1. Period of Existence.** The period during which the Corporation shall continue is perpetual.

### **ARTICLE IV**

#### **Registered Agent and Registered Office**

**Section 4.1. Registered Agent and Registered Office.** The name of the Registered Agent is J. Brian Mann, and the address of the Registered Office at which the Registered Agent resides is 8653 Bash Street, Indianapolis, Indiana 46256.

### **ARTICLE V**

#### **Membership**

**Section 5.1. Members.** Every person or entity who owns one or more Lot(s) in the Development, including Owners and Declarant, shall automatically, upon becoming an owner of a Lot, be and become a Member of the Corporation. In addition, any original Member or any replacement Member of the Initial Board of Directors (as defined in Article VI herein) shall be deemed a Member of the Corporation and an Owner solely for the purpose of qualifying to act as a Member of the Board of Directors, but shall not be deemed an Owner or Member of the Corporation for any other purpose.

**Section 5.2. Rights, Preferences, Limitations, and Restrictions of Classes.** Except as set forth in Section 5.3, all Members of the Corporation shall have the same rights, privileges, duties, liabilities, limitations and restrictions as the other Members. All Members shall abide by the Articles of Incorporation, the Code of Bylaws, the rules and regulations adopted by the Board of Directors, and all covenants, restrictions and other provisions contained in the Declaration.

**Section 5.3. Voting Rights.** The Corporation shall have two (2) classes of membership with the following voting rights:

(a) **Class A.** The Class A Members shall be all Members with the exception of the Class B Member. Each Class A Member shall be entitled to one (1) vote for each Lot in which it holds the interest required for membership pursuant to Article II and Article III of the Declaration.

(b) **Class B.** The Class B Member shall be the Declarant, and all successors and assigns of Declarant designated by Declarant as the Class B Member in a written notice mailed or delivered to the Secretary of the Corporation. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership pursuant to Article II and Article III of the Declaration. The Class B membership shall be converted to and shall become a Class A membership interest with one (1) vote for each Lot in which it holds an interest at such time and in accordance with the provisions of Section 3.1 of the Declaration.

(c) **Multiple Ownership Interests.** If more than one (1) person or entity holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of the Lot among themselves determine and may be exercised by any one (1) of the people or entities holding such ownership interest, unless any objection or protest by any other holder of such ownership interest is made prior to the completion of a vote, in which case the vote for such membership interest shall not be counted, but the Member whose vote is in dispute shall be counted as present at the meeting for quorum purposes if the protest is lodged at such meeting. In no event shall more than one (1) vote by any Class A Member be cast with respect to any Lot.

(d) **Functions.** The Corporation has been formed for the purpose of administering compliance with the covenants, conditions and restrictions contained in the Declaration, determining the amount of and collecting assessments in the manner contemplated in the Declaration and providing for the maintenance, repair, upkeep, replacement, administration, operation and ownership of the Common Area, to pay taxes assessed against and payable with respect to the Common Area and to pay any other necessary expenses and costs in connection with the Common Area, and to perform such other functions as may be designated for it to perform under the Declaration.

**ARTICLE VI**

**Directors**

**Section 6.1. Number of Directors.** The initial board of directors (the "Initial Board of Directors") shall be composed of three (3) members, which number may be increased to as many as five (5) or to another number pursuant to the Corporation's Code of By-Laws.

**Section 6.2. Election of Directors.** All Directors (as defined herein) shall be elected by the Members.

**Section 6.3. Names and Post Office Addresses of the Directors.** The names and post office addresses of the Initial Board of Directors are:

<b>NAME</b>	<b>ADDRESS</b>
J. Brian Mann (President)	8653 Bash Street, Indianapolis, Indiana 46256
Mark H. Block (Treasurer)	8653 Bash Street, Indianapolis, Indiana 46256
Sally M. Lewis (Secretary)	8653 Bash Street, Indianapolis, Indiana 46256

**ARTICLE VII**

**Incorporator**

**Section 7.1. Name and Post Office Address.** The name and post office address of the incorporator of the Corporation is J. Brian Mann, 8653 Bash Street, Indianapolis, Indiana 46256.

**ARTICLE VIII**

**Provisions for the Regulation and  
Conduct of the Affairs of the Corporation**

**Section 8.1. Contributions and Liabilities of Members.** No Member of the Corporation nor any property of a Member shall be subject to any liability for any debts of the Corporation with the sole exception of the Member's Annual Assessment and Special Assessment which both (i) are specifically approved by a majority of Directors elected by the Members in accordance with these Articles of Incorporation and (ii) are the personal obligation of the Member, or a lien upon property of the Member, pursuant to the terms and provisions of the Declaration.

**Section 8.2. Code of By-Laws.** The power to make, alter, amend or repeal the Code of By-Laws and the rules and regulations for the conduct of the affairs of the Corporation, including the power to elect officers of the Corporation, shall be vested in the Board of Directors; provided, however, any amendment that would change any provision of the Code of By-Laws that are a part of the Declaration must be approved in accordance with the amendment provisions or requirements of such Code of By-Laws; provided, however, that no acts of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation or any applicable law. Provided, further, that so long as there is a Class B Member, HUD/VA shall have the right to veto any amendments to the Bylaws.

**Section 8.3. Dissolution.** The Corporation may be dissolved only with the written consent of not less than a majority of the votes of the Members. Upon dissolution of the Corporation, any assets remaining after payment of any known debts and obligations shall be transferred or distributed ratably to the Members consistent with the provisions of I.C. 23-17-22-5(a)(7).

**Section 8.4. Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended with the consent of two-thirds (2/3) of the votes of the Members, but no amendment may modify or change any provision of the Declaration, unless such change is approved in accordance with the provision of the Declaration for amendment to the Declaration.

**Section 8.5. Non-Liability of Directors.** The individual members of the Board of Directors for the Corporation (the "Directors") shall not be liable to the Members of the Corporation or any other person for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors or officers or as members of the Architectural Review Board (as defined in the Declaration), except for their own individual willful misconduct or gross negligence. The Corporation shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith. The Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation, and in all matters the Board shall act for and on behalf of the Corporation and as its agent.

**Section 8.6. Additional Indemnity of Directors, Officers and Employees.** Except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in any such civil action, suit, or proceeding that such person is liable for gross negligence or willful misconduct in the performance of his duties or to which it shall be adjudged in any criminal action, suit, or proceeding that such person had reasonable cause to believe that person's conduct was lawful or that person had no reasonable cause to believe the individual's conduct was unlawful, the Corporation shall indemnify, hold harmless and defend any person, or that person's heirs, assigns, and/or legal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation or member of the Architectural Review Board, against (1) all liability, including without limitation, the reasonable cost of settlement of, or the amount of any judgment, fine or penalty rendered or



assessed in any such claim, action, suit, or proceeding; and (2) all costs and expenses, including attorneys' fees, actually and reasonably incurred or suffered by such person in connection with the defense of such claim, action, suit or proceeding, or in connection with any appeal therein. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director or officer, no Director or officer shall be considered or deemed to be guilty of willful misconduct or gross negligence in the performance of his duties where, acting in good faith, such Director or officer relied upon the books and records of the Corporation (or such other entity) or statements or advice made or prepared by any managing agent or any other officer or employee of the Corporation (or such other entity) or any accountant, attorney, or other person, firm or corporation employed by the Corporation (or such other entity) to render advice or service unless such Director or officer had actual knowledge of the falsity or incorrectness thereof; nor shall a Director or officer be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

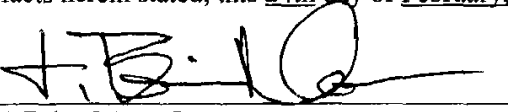
The terms used in this section shall have the same meaning as set forth in I.C. 23-17-16. Nothing contained in this section shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any Director, officer, employee or agent.

The Corporation may pay in advance of the final disposition of any such claim, action, suit or proceeding the expenses incurred in defending the same pursuant to the restrictions of I.C. 23-17-16-10.

The rights of indemnification, reimbursement and advance payments set forth above shall not be deemed exclusive of any other rights to which such person may be entitled apart from the provisions of this section, and shall inure to the benefit of the heirs and legal representatives of such person.

**Section 8.7. Reliance by Directors on Books of Account, etc.** Each Director of the Corporation shall be fully protected in relying in good faith upon (a) the books of account of the Corporation, (b) statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of such items, or (c) statements or advice made by or prepared by any officer or employee of the Corporation or any accountant, attorney, other person or firm employed by the Corporation to render advice or service.

**IN WITNESS WHEREOF**, the undersigned does hereby execute these Articles of Incorporation and certifies to the truth of the facts herein stated, this 24th day of February, 2005.

  
\_\_\_\_\_  
J. Brian Mann, Incorporator

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Prepared by: Charles D. Frankenberger, NELSON & FRANKENBERGER, 3105 East 98th Street, Suite 170, Indianapolis, Indiana 46280, telephone (317) 844-0106.

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