

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

CLEAR CREEK HOMEOWNERS' ASSOCIATION, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin September 03, 1997.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Third day of September, 1997.


Deputy



ARTICLES OF INCORPORATION
 State Form 4162 (R8 / 6-95) Corporate Form No. 364-1 (October 1984)
 Approved by State Board of Accounts 1995

199 7090177

SUE ANNE GILROY
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington St., Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
 Present original and two (2) copies to address in upper right
 corner of this form.
 Please TYPE or PRINT.
 Upon completion of filing the Secretary of State will issue a
 receipt.

APPROVED
 AND
 FILED

Indiana Code 23-17-3-2
 FILING FEE: \$30.00

* For tax exempt status, Nonprofit Corporations must qualify with both
 the Internal Revenue Service and the Indiana Department of Revenue.

ARTICLES OF INCORPORATION

The undersigned incorporator or incorporators, desiring to form a corporation (*hereinafter referred to as the "Corporation"*) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (*hereinafter referred to as the "Act"*), execute the following Articles of Incorporation.

ARTICLE I - Name and Principal Office			
Name of the Corporation: (<i>the name must include the word "Corporation", "Incorporated", "Limited", "Company" or one of the abbreviations thereof</i>):			
Clear Creek Homeowners' Association, Inc.			
Principal Office: The address of the principal office of the Corporation is:		8355 Rockville Road	
Post office address	City	Indiana	ZIP code
P. O. Box 34297	Indianapolis	Indiana	46234

ARTICLE II - Purpose (<i>optional</i>)
The purposes for which the Corporation is formed are:
See attached Article V.

RECEIVED
 CORPORATIONS DIV.
 97 SEP -3 PM 4:44
 SUE ANNE GILROY

ARTICLE III - Type of Corporation (<i>check only one</i>)
The Corporation is a:
<input type="checkbox"/> public benefit corporation, which is organized for a public or charitable purpose;
<input type="checkbox"/> religious corporation, which is organized primarily or exclusively for religious purposes; or
<input checked="" type="checkbox"/> mutual benefit corporation (<i>all others</i>).

ARTICLE IV - Registered Agent and Registered Office			
Registered Agent: The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:			
Name of Registered Agent			
Roy L. Prock			
Address of Registered Office (<i>street or building</i>)	City	Indiana	ZIP code
8355 Rockville Road	Indianapolis	Indiana	46234

ARTICLE V - Membership
Indicate if Corporation will have members:
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

(Continued on the reverse side)

ARTICLE VI - Incorporator(s)

Name(s) and address(es) of the incorporator(s) is/are as follows:

Name	Number and Street or Building	City	State	ZIP code
Roy L. Prock	8355 Rockville Road	Indianapolis	Indiana	46234

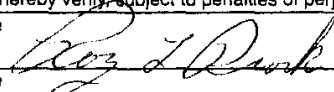
ARTICLE VII - Distribution of Assets on Dissolution or Final Liquidation

Refer to Indiana Code 23-17-22-5 for permitted activities following Dissolution.

The assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (we) hereby verify, subject to penalties of perjury, that the facts contained herein are true. *(Notarization not necessary)*

Signature 	Printed name Roy L. Prock
Signature	Printed name
Signature	Printed name

This instrument was prepared by: *(name)*

William T. Rees

Address 8355 Rockville Road	City Indianapolis	State Indiana	ZIP code 46234
--------------------------------	----------------------	------------------	-------------------

**ARTICLES OF INCORPORATION
OF
CLEAR CREEK HOMEOWNERS' ASSOCIATION, INC.**

The undersigned incorporator desiring to form a corporation (hereinafter referred to as "Corporation") pursuant to the provision of the Indiana Nonprofit Corporation Act of 1991, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is CLEAR CREEK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The principal office of the Corporation is located at 8355 Rockville Road, Indianapolis, Indiana 46234.

ARTICLE III

The Corporation is a Mutual Benefit corporation.

ARTICLE IV

Roy L. Prock, whose address is 8355 Rockville Road, Indianapolis, Indiana 46234, is hereby appointed the initial registered agent of this Corporation.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots, Common Areas and Easement

Areas within that certain tracts of property described as:

See Exhibit "A" Attached

hereinafter called the "Development" and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the CORPORATION AS SET FORTH IN THAT CERTAIN Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Recorder of Hendricks County, Indiana and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the 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 connection with the affairs of the Corporation;

(d) borrow money, and with the assent of sixty-seven percent (67%) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by sixty-seven percent (67%) of each class of members, agreeing to such dedication, sale or transfer.

(f) participate in mergers and consolidations with other nonprofit 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 sixty-seven percent (67%) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of 1991 of the State of Indiana (as amended) by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation ("Owner"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation

ARTICLE VII

VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

1. Class A: Class A members shall be all Owners with the exception of Cedar Run Limited, Inc., the "Declarant", and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in 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 Lot.
2. Class B: The Class B member(s) shall be the Declarant, who shall be entitled to three (3) votes for each Lot owned, and the members of the first Board of Directors during their respective terms, who shall have no voting rights. 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:
 - a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
 - b. On September 1, 2000.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by an initial Board of three (3) Directors, who need not be members of the Corporation. The control and management of the affairs of the Corporation shall be vested in a Board of not less than three (3) nor more than eight (8) Directors. The exact number of Directors within the above limits, shall be prescribed from time to time in the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of the initial board of directors until the

selection of their successors are:

<u>Name</u>	<u>Address</u>
Roy L. Prock	8355 Rockville Road, Indianapolis, IN 46234
Randy W. Prock	8355 Rockville Road, Indianapolis, IN 46234
Timmy J. Shrout	8355 Rockville Road, Indianapolis, IN 46234

Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

The Corporation shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any Director or Officer of the Corporation.

Members of the Board of Directors may only be removed for cause, as defined by the By-Laws of the Corporation, by a vote of majority of the members entitled to vote at an election of Directors at a meeting of the members called expressly for the purpose.

The Board of Directors may designate a person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE IX

INCORPORATOR

Name and Post Office address of the Incorporator of the Corporation is: Roy L. Prock, P. O. Box 34297, Indianapolis, IN 46234.

ARTICLE X

The Corporation shall be deeded the Common Area which is defined in the Declaration. The value of the Common Area is of a nominal amount.

ARTICLE XI

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than sixty-seven percent (67%) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The Corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these articles shall require the assent of sixty-seven percent (67%) of the entire membership.

ARTICLE XIV

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 or the members of any class or classes of members are as follows:

Section 1. Liability of Members. Neither the Individual Members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation.

Section 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 of the Corporation without the assent or vote of the members; provided, however, that no acts of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation, the Declaration, or any provision of law.

Section 3. No Private Benefit. No money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any Member, Director, or officer of the Corporation or any other person whomsoever except for reasonable compensation for services actually rendered to the Corporation.

Section 4. Non-Liability of Directors. The Directors shall not be liable to the Members of the Corporation for any error or mistakes of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith 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 or contrary to the provisions of the Articles of Incorporation or Code of By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board is acting for and on behalf of the Corporation

and as its agent. Every contract made by the Board or the Managing Agent on behalf of the Corporation shall provide that the Board of Directors and the Managing Agent, as the case may be, is acting as agent for the Corporation and shall have no personal liability thereunder.

Section 5. Additional Indemnity of Directors. The Corporation shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, officer or employee of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director is liable for gross negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, if it shall be found by a majority of the committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) in their judgment reasonably exercised that such Director, officer or employee was not guilty of gross negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, officer or employee, no Director, officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director, officer or employee relied on the books and records of the Corporation or statements or advice made by or prepared by the Managing Agent of the Corporation's property or any officer or employee

thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director had actual knowledge of the falsity of incorrectness thereof; nor shall a Director 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 rights of indemnification and reimbursement set forth above shall not be deemed exclusive of any other rights to which such officers, Directors or employees may be entitled apart from the provisions of this Article.

Section 6. 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, or (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 an officer or employee of the Corporation or any accountant, attorney, other person of firm, employed by the Corporation to render advice or service.

Section 7. Declaration Controls. In the event of any conflict between the provisions of these Articles and Declaration, the provisions of the Declaration shall govern.

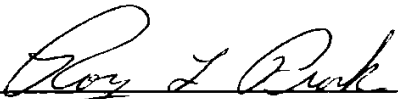
ARTICLE XV

FHA/VA APPROVAL

As long as Declarant controls the Corporation, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration or sixty-seven percent (67%) of the members: annexation of additional properties, mergers and consolidations, mortgage of Common Area, dedication of Common Area, dissolution

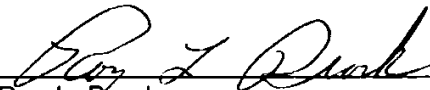
and amendment of these Articles.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 3rd day of September, 1997.



Roy L. Prock

I affirm under the penalties for perjury that the above and foregoing representations are true and correct to the best of my knowledge and belief.



Roy L. Prock

LEGAL DESCRIPTION
CLEAR CREEK - SECTION 1

Part of the Northeast Quarter of Section 8, Township 16 N, Range 1 West in Center Township, Hendricks County, Indiana, being more particularly described as follows:

Commencing at the Northeast Corner of said Northeast Quarter Section; thence South on and along the East line of said Section South 00 degrees 41 minutes 10 seconds East 426.20 feet to the POINT OF BEGINNING; thence continuing on and along said East line South 00 degrees 41 minutes 10 seconds East 1712.39 feet; thence North 75 degrees 20 minutes 50 seconds West 108.61 feet to a point on a non-tangent curve concave westerly having a central angle of 02 degrees 50 minutes 14 seconds and a radius of 276.00 feet; thence Northerly along said curve an arc distance of 14.34 feet (said arc being subtended by a chord bearing North 13 degrees 01 minutes 33 seconds East and having a length of 14.34 feet); thence North 70 degrees 20 minutes 04 seconds West 126.94 feet; thence North 11 degrees 34 minutes 38 seconds East 17.81 feet; thence North 73 degrees 20 minutes 03 seconds West 104.33 feet to a point on a non-tangent curve concave westerly having a central angle of 02 degrees 33 minutes 20 seconds and a radius of 276.00 feet; thence Northerly along said curve an arc distance of 12.26 feet (said arc being subtended by a chord bearing North 15 degrees 23 minutes 14 seconds East and having a length of 12.27 feet); thence North 75 degrees 53 minutes 30 seconds West 140.61 feet; thence North 23 degrees 34 minutes 36 seconds East 60.76 feet; thence North 00 degrees 41 minutes 10 seconds West parallel with the East line of said Quarter Section 144.00 feet; thence South 00 degrees 10 minutes 50 seconds West 122.04 feet; thence North 05 degrees 41 minutes 14 seconds West 70.00 feet to a point on a non-tangent curve concave westerly having a central angle of 02 degrees 41 minutes 40 seconds and a radius of 466.00 feet; thence Northerly along said curve an arc distance of 21.87 feet (said arc being subtended by a chord bearing North 02 degrees 07 minutes 50 seconds East and having a length of 21.87 feet); thence South 00 degrees 10 minutes 50 seconds West 60.93 feet; thence North 60 degrees 00 minutes 16 seconds West 255.98 feet; thence North 61 degrees 19 minutes 03 seconds West 42.55 feet; thence North 20 degrees 00 minutes 00 seconds East 176.02 feet; thence South 70 degrees 00 minutes 00 seconds East 8.09 feet; thence North 20 degrees 00 minutes 00 seconds East 174.89 feet; thence South 00 degrees 10 minutes 50 seconds West 16.88 feet; thence North 36 degrees 53 minutes 32 seconds West 179.93 feet to a point on a non-tangent curve concave Southeasterly having a central angle of 03 degrees 20 minutes 26 seconds and a radius of 400.00 feet; thence Southwesterly along said curve an arc distance of 24.26 feet (said arc being subtended by a chord bearing South 40 degrees 22 minutes 18 seconds West and having a length of 24.26 feet); thence North 42 degrees 21 minutes 57 seconds West 258.17 feet; thence North 50 degrees 26 minutes 01 seconds East 140.02 feet; thence North 57 degrees 00 minutes 00 seconds West 76.03 feet; thence North 16 degrees 46 minutes 09 seconds East 100.81 feet; thence North 07 degrees 40 minutes 02 seconds East 84.48 feet; thence North 06 degrees 21 minutes 50 seconds West 158.57 feet to a point on a non-tangent curve concave Northwesterly having a central angle of 13 degrees 29 minutes 45 seconds and a radius of 326.00 feet; thence Northwesterly along said curve an arc distance of 76.66 feet (said arc being subtended by a chord bearing North 74 degrees 03 minutes 00 seconds East and having a length of 76.30 feet); thence North 08 degrees 08 minutes 16 seconds East 136.04 feet; thence North 21 degrees 51 minutes 05 seconds West 80.00 feet to a point on a non-tangent curve concave Northwesterly having a central angle of 04 degrees 53 minutes 53 seconds and a radius of 16.00 feet; thence Northwesterly and Northerly along said curve an arc distance of 22.23 feet (said arc being subtended by a chord bearing North 25 degrees 41 minutes 10 seconds East and having a length of 20.25 feet) to the point of reverse curvature of a curve concave Easterly having a central angle of 17 degrees 00 minutes 13 seconds and a radius of 336.00 feet; thence Northerly along said curve an arc distance of 99.42 feet (said arc being subtended by a chord bearing North 00 degrees 15 minutes 31 seconds West and having a length of 99.05 feet); thence North 00 degrees 14 minutes 36 seconds East 182.43 feet to the North line of said Section; thence South 89 degrees 45 minutes 24 seconds East on and along said North line 76.00 feet; thence South 00 degrees 14 minutes 36 seconds West 176.65 feet to a tangent curve concave Easterly having a central angle of 28 degrees 14 minutes 36 seconds and a radius of 206.00 feet; thence Southerly and Southeasterly along said curve an arc distance of 130.03 feet (said arc being subtended by a chord bearing South 13 degrees 52 minutes 42 seconds East and having a length of 129.31 feet); thence South 28 degrees 00 minutes 00 seconds East 116.74 feet; thence North 34 degrees 05 minutes 21 seconds East 259.70 feet; thence South 04 degrees 22 minutes 33 seconds East 249.30 feet; thence South 06 degrees 07 minutes 18 seconds East 516.00 feet to the POINT OF BEGINNING; containing 42.27 acres, more or less; subject to all Restrictions, Easements, and Rights-of-Way of Record.

EXHIBIT 'A'