

ASSOCIATION
FILE

ARTICLES OF INCORPORATION
OF
WATERSTONE HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE 1

Name

Section 1.01. Name. The name of this Corporation is WATERSTONE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 2

Purposes and Powers

Section 2.01. Type of Corporation. This Corporation is a mutual benefit corporation.

Section 2.02. Primary Purposes. The purposes for which this Corporation is formed are to own, manage, maintain, reserve, repair and reconstruct the Community Area, provide architectural control of the Lots at Waterstone and exercise all of the power and privileges, and perform all of the duties and obligations, of the Corporation as set forth in the Declaration.

Section 2.03. Additional Purposes. In addition, the Corporation is formed for the promotion of the health, safety and welfare of the residents of Waterstone and other non-profitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation under the provisions of Section 528 of the Code.

Section 2.04. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by the Declaration or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Section 2.02 and 2.03 of these Articles, the Corporation shall have the following specific powers:

Clause (a). To Manage, etc. To manage, maintain, repair and replace the Property for the benefit and use of the members of the Corporation subject to such restraints or suspensions of use and voting rights of members as are provided herein, in the By-Laws, and in the Declaration.

Clause (b). To Make Assessments. To fix, levy, and collect Assessments and to enforce payment thereof by all lawful means.

Clause (c). To Promulgate Rules. To promulgate such rules and regulations and perform such deeds as are deemed necessary to achieve the aforesaid purposes.

Clause (d). To Insure. To secure from insurers licensed and approved in the State of Indiana appropriate fire-property damage coverage, comprehensive general liability coverage and such other forms of insurance as may be deemed necessary or appropriate.

Clause (e). To Secure Services. To secure professional managerial services by employing a professional manager, contracting with a professional management service or entity, or otherwise, which services may include administrative, managerial, bookkeeping, legal, architectural, engineering, maintenance, repair, construction and other services.

Clause (f). To Acquire and Dispose of Property. To acquire by gift, purchase or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of the Corporation subject to the provisions of the Declaration.

Clause (g). To Borrow. To borrow money and, subject to the provisions of the Declaration, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Corporation, or a pledge of monies to be received pursuant to the provisions of the Declaration, and to assign and pledge its right to make Assessments and its rights to claim a lien therefor.

Clause (h). To Appoint a Fiscal Agent. To appoint any Person as its fiscal agent to collect all Assessments and charges levied by the Corporation and to enforce the Corporation's liens for unpaid Assessments and charges or any other lien held by the Corporation.

Clause (i). To Make Contracts. To enter into, perform, cancel and rescind all kinds of contractual obligations, including the guarantee of the obligations and performance of others.

Clause (j). To Act With Others. To perform any act which the Corporation acting alone has the power and

capacity to perform by acting as a partner or otherwise in association with any Person or Persons, whether legally constituted or informally organized.

Clause (k). To Pay. To pay all Operating Expenses, including all licenses, taxes or governmental charges levied or imposed against the Property to the extent the same is separately assessed against the Property.

Clause (l). To Merge. To participate in mergers and consolidations with other not-for-profit corporations organized for the same purpose.

Clause (m). To Otherwise Act. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

Section 2.05. Limitations Upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 528 of the Code and the Applicable Regulations or the corresponding provisions of any subsequent federal tax laws if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for Prof it unless the purposes of the Corporation set forth in Section 2.02 of these Articles cannot otherwise be achieved.

ARTICLE 3

Registered Office and Registered Agent

Section 3.01. Registered Office. The street address of the registered office of the Corporation is Suite 2, 9502 Angola Court, Indianapolis, Indiana 46268.

Section 3.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is George P. Sweet.

ARTICLE 4

Membership

Section 4.01. Classes of Membership. The Corporation shall have a single class of members. Every Person who is an Owner shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from the ownership of a Lot.

Section 4.02. Voting Rights. Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in person or proxy pursuant to the voting procedures established in the By-Laws.

Section 4.03. Termination of Membership. Membership in the Corporation shall lapse and terminate when a Member ceases to be an Owner.

Section 4.04. Suspension of Membership Rights. No Member may be expelled from membership in the Corporation for any reason. The Board of Directors shall have the right to suspend the voting rights of a Member for a period during which any Assessment or charge owed by the Member remains unpaid in excess of thirty (30) days.

Section 4.05. Meetings of Members. All meetings of the Members shall be held at such place within the State of Indiana as may be designated by the Board of Directors pursuant to the provisions of the By-Laws.

Section 4.06. No Other Preferences, etc. There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the Members.

ARTICLE 5

Directors

Section 5.01. Number of Directors. The initial Board of Directors of the Corporation shall consist of three (3) members. The number of Directors of the Corporation shall be specified from time to time in the By-Laws, but the minimum number shall be three (3) and the maximum number shall be fifteen (15) and, if the By-Laws fails to specify the number, then the number shall be three (3).

Section 7.04. Approval by Developer. Prior to the Applicable Date, each amendment to these Articles and to the Code of By-Laws must be approved in writing by Developer.

ARTICLE 8

Dissolution

Section 8.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the City of Carmel, Indiana to be used for purposes similar to those for which this Corporation was organized. If such transfer is refused, then such assets shall be transferred by the Board of Directors to the State of Indiana, or any instrumentality or subdivision thereof, exclusively for public purposes, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as one or more of the purposes of the Corporation set forth in Section 2.02 hereof and which, at the time of transfer, is exempt from Federal income taxation under Sections 501(c)(3), 501(c)(4) or 528 of the Code or the corresponding provisions of any subsequent federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of Hamilton County, Indiana exclusively for such charitable purposes or to such charitable organization as the Court shall determine. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE 9

Definitions

Section 9.01. Terms. The following terms, as used in these Articles, and in the By-Laws, unless the context clearly requires otherwise, shall mean the following:

"Act" means The Indiana Nonprofit Corporation Act of 1991, as amended from time to time.

"Applicable Date" means the earlier of (i) the date when all Lots in the Development Area have been improved by the construction thereon of Residences or (ii) December 31, 2003.

"Applicable Regulations" means the regulations issued with respect to referenced provisions of the Code by the Internal Revenue Service as the same may be amended from time to time.

"Articles" means the Articles of Incorporation of the Corporation, as amended from time to time.

"Assessment" means all sums lawfully assessed against the Members by the Corporation or as declared by the Declaration, the Articles or the By-Laws.

"Board of Directors" means the governing body of the Corporation.

"By-Laws" means the Code of By-Laws of the Corporation, as amended from time to time.

"Code" means the Internal Revenue Code of 1986, as amended.

"Community Area" has the meaning specified in the Declaration.

"Corporation" means Waterstone Homeowners Association, Inc., an Indiana not-for-profit corporation.

"Declaration" means the Declaration of Covenants, Conditions and Restrictions for Waterstone which has been or will be recorded in the office of the Recorder of Hamilton County, Indiana, as the same may be amended from time to time.

"Development Area" means the real estate described in Exhibit A to the Declaration.

"Developer" means Waterstone Land Company, L. P., its successors and assigns to its interest in the Tract other than Owners purchasing Lots by deed from Developer (unless the conveyance indicates an intent that the grantee assume the rights and obligations of Developer).

"Lot" means a platted lot as shown on a final secondary plat of any part of the Tract.

"Member" means a Member of the Corporation.

"Operating Expenses" means expenses of administration of the Corporation and expenses for the upkeep, maintenance, repair and replacement of the Community Area and other Property.

"Owner" means a Person, including Developer, who at the time has or is acquiring any interest in a Lot except a Person who has or is acquiring such an interest merely as security for the performance of an obligation.

"Person" means an individual, firm, corporation, partnership, association, joint venture, trust or other legal entity, or any combination thereof.

"Property" means the Community Area and appurtenant easements, improvements and other property of every kind and nature whatsoever, real, personal or mixed, located upon the Community Area or used or held for use in connection with the business or operation of the Corporation.

"Regulations" means the regulations issued pursuant to the Code as the same may be amended from time to time.

"Tract" means that part of the Development Area, the use and development of which is subject to the terms and provisions of the Declaration.

Section 8.02. Other Terms. Any undefined term used herein or in the By-Laws shall, unless the context requires otherwise, have the meaning set forth in Paragraph 1 of the Declaration.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 6, executes these Articles of Incorporation this 21st day of December, 1992.


Tom Charles Huston