

"Not-for-Profit" as applied to corporations means, "... any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

Rough draft summary of Articles of Incorporation and By-Laws with amendments of dates following:

- November 20, 1977
- February 4, 1979
- September 28, 1980
- June 21, 1982

Tom Burke, Secretary

APPROVED
AND
FILED
AUG 1 1976
[Signature]
SECRETARY OF
STATE OF INDIANA

ARTICLES OF INCORPORATION
OF
SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC. --.

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 SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC.
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II
Purposes

The purposes for which the Corporation is formed are: to foster the general improvement of the area known as SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC. an addition to the City of Fishers, Hamilton County, Indiana, and to do everything necessary, proper and advisable for the accomplishment of such purpose, including, but not limited to: striving for the improvement of the health, safety and welfare of the residents of the addition; striving for the improvement of public facilities and services; encouraging a civic spirit among the residents of the addition; cooperating with county, township and city officials and with other civic and public organizations for the general welfare of the entire community; and making the addition an outstanding and beautiful area in which to live.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is . . . perpetual . . .
(will either be "Perpetual", or, if to be limited, some definite period of time.)

ARTICLE IV
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's

principal office is Mimi Tescher
(Name)
106 Heady Court Noblesville INDIANA 46060
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is

106 Heady Court Noblesville INDIANA 46060
(Number and Street or Building) (City) (State) (Zip Code)

ARTICLE V
Membership

(A minimum of three (3) persons shall have signed the membership list. Directors or Trustees or Incorporators may be included in the Membership.)

Section 1. Classes. (If any) There shall be no classes of membership.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.

All members shall have equal rights, preferences, limitations and restrictions.

Section 3. Voting Rights of Classes.

All members shall have equal voting rights.

ARTICLE VI
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of four (4) members. If the exact number of Directors is not stated, the minimum number shall be , and the maximum number shall be 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. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
Mimi Tescher	106 Heady Court	Noblesville	Indiana	46060
Phil Brown	108 Heady Lane	Noblesville	Indiana	46060
Terri Wilgus	118 Goldenrod Lane	Noblesville	Indiana	46060
Ann Leamer	122 Northwood Drive	Noblesville	Indiana	46060

ARTICLE VII
Incorporator(s)

Section 1. Names and Post Office Addresses. The names and post office address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	State	Zip Code
Mimi Tescher	106 Heady Court	Noblesville	Indiana	46060
Phil Brown	108 Heady Lane	Noblesville	Indiana	46060
Terri Wilgus	118 Goldenrod Lane	Noblesville	Indiana	46060
Ann Leamer	122 Northwood Drive	Noblesville	Indiana	46060

ARTICLE VIII
Statement of Property (If any)

A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation are as follows: **None**

ARTICLE IX
Provisions for Regulation and Conduct
Of the Affairs of Corporation
(Can be the "By Laws")

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows: **By Laws (Attached)**

BYLAWS OF SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC.

ARTICLE I

Name and Objectives

Section 1

The name of this Corporation is SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC.

Section 2

The objectives of this Corporation shall be to foster the general improvement of the area known as Sun Blest Farms, Unit 1-E, an addition to the City of Fishers, Hamilton County, Indiana, and to do everything necessary, proper and advisable for the accomplishment of such purpose, including, but not limited to: striving for the improvement of the health, safety and welfare of the residents of the addition; striving for the improvement of public facilities and services; encouraging a civic spirit among the residents of the addition; cooperating with county, township and city officials and with other civic and public organizations for the general welfare of the entire community; and making the addition an outstanding and beautiful area in which to live.

ARTICLE II

Officers and Directors

Section 1

The Officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected from the membership by the membership in accordance with Article IX. Any member may hold two Offices at the same time, except the Offices of President and Secretary. Such Officers shall hold office until their respective successors shall have been elected and qualified. The membership may, by a majority vote, remove any Officer or Director for cause.

Vacancies in offices as well as vacancies on the Board of Directors, however occurring, except by expiration of a term, may be filled by a majority vote of the membership attending a meeting duly called for that purpose.

Section 2

All Officers shall serve a term of one year and shall be eligible to succeed themselves.

Section 3

The Board of Directors by resolution duly adopted, may create such assistants to the Officers as may be deemed desirable and may define the duties and powers thereof.

Section 4

There shall be four (4) Directors of the Corporation consisting of the four (4) Officers of the Corporation until such time as the number of Directors, their term of service, and the manner of their selection shall be amended by a majority vote of the membership.

Section 5

The Board of Directors shall meet at least once annually at some convenient place within the month of March of each year upon ten (10) days notice. Special meetings of the Board of Directors may be held at any time at some convenient place upon at least five (5) days notice. Notice for a meeting of the Board of Directors may be waived by unanimous consent of the Directors. A majority of the Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote upon any and all questions properly coming before any meeting of the Board.

Section 6

Officers and Directors must be members of the Corporation. If any Officer or Director ceases, for any reason, to be a member of the Corporation, his office shall be automatically declared vacant without any action of the membership.

Section 7

All Officers and Directors of the Corporation shall serve without compensation and the Corporation shall make no loans of money or

ARTICLE III

Duties of the Officers and Directors

Section 1

The President shall exercise all the powers and perform all the duties usual to such Office, and the Vice-President shall, in the absence or incapacity of the President, perform the duties of the President. The President shall appoint committees to serve with him or her for the term of his or her Office. Such committees may be created for any purpose as set forth in Article I, Section 2.

Section 2

The Secretary shall be the custodian of the papers, books and records of the Corporation and of its corporate seal. The Secretary shall provide or have provided notice of meetings of the Board of Directors to the Directors and notice of meetings of the membership to the members as set forth in Article II, Section 5 and Article VIII, Sections 1 and 2, respectively.

Section 3

The Treasurer shall perform all the duties customary to that Office and shall have the care and custody of funds and securities owned by the Corporation or in its custody. The Treasurer shall keep such books and records as may be required to show the financial condition of the Corporation.

Section 4

The Board of Directors shall be responsible for the general supervision and control of all activities of the Corporation to the extent authorized by these bylaws or by actions duly taken at duly constituted meetings of the membership.

An outgoing Board of Directors shall prepare a preliminary budget for the following fiscal year and submit such preliminary budget to the incoming Board of Directors within five (5) days of the election of such incoming Board of Directors. The incoming Board of Directors shall consider the preliminary budget and incorporate any modifications and additions they consider necessary to the preliminary budget and submit a proposed budget to the membership for approval during the regular scheduled meeting for the month of July or during a special meeting held for that purpose no later than August 15. After due consideration of the proposed

budget by the membership, the budget shall be approved by the membership by a majority vote of a quorum of the membership present. Until the proposed budget is approved, the budget for the preceding fiscal year shall serve as the budget for the present fiscal year on a pro rata basis. The budget shall be binding on the Officers, Directors and Members of the Corporation. Any modifications or addition to the approved budget by the membership shall be by a majority vote of a quorum of the membership during a regularly scheduled meeting of the membership or a special meeting of the membership.

ARTICLE IV

Membership

Section 1

All persons who are resident property owners in Sun Blest Farms, Unit 1-E, and his or her spouse shall be eligible for membership.

Section 2

Any person eligible for membership may become a member for the following fiscal year, as defined in Article VI, Section 1, upon the payment of the membership admission fee and payment of the annual membership dues as set forth in Article V, Sections 1 and 3.

ARTICLE V

Dues

Section 1

A non-refundable fee in the amount of five dollars (\$5.00) shall be charged for admission to the membership in the first year of membership only. Annual membership dues shall be in the amount of fifteen dollars (\$15.00) a year. Said membership admission fees and annual membership dues shall cover the membership of each of the property holders when the property is held jointly and also shall cover membership of the spouse, if any, of the property owner when the property is not held jointly. Said dues shall be payable on or before the first day of July of each calendar year.

Section 2

Failure to pay membership dues as set forth in Article V, Section 1 on or before the first day of September of each calendar year shall automatically terminate the membership of such resident property owner, and his or her spouse, if any. However, reinstatement shall occur automatically upon the payment of the delinquent dues.

Section 3

The membership admission fee and annual membership dues for a resident property owner and his or her spouse, if any, which have become eligible for membership after the beginning of a fiscal year shall be due within 30 days of eligibility. The dues shall be an amount proportionate to the portion of the fiscal year, as defined in Article VI, remaining. The membership admission fee shall be five dollars (\$5.00) without consideration to the portion of the fiscal year remaining.

Section 4

Failure to pay the membership admission fee and the annual membership dues as set forth in Article V, Section 3, within 60 days, inclusive of the stated due date, shall automatically terminate the membership of such resident property owner, and his or her spouse, if any. However, reinstatement shall occur automatically upon the payment of the delinquent membership admission fee and annual membership dues./

ARTICLE VI

Fiscal Year

Section 1

The fiscal year of this Corporation shall be from the first day of July to the 30th day of June.

ARTICLE VII

Notices

Section 1

Each member shall furnish the Secretary an address to which all notices and documents may be sent, and the same shall be held to have been sent or duly served upon a member when posted, mailed, or delivered to him at the address so furnished.

ARTICLE VIII

Meetings

Section 1

Regular meetings of the membership shall be held every 4 months

designated by the President upon at least ten (10) days notice to the members. Special meetings of the membership may be called by the President, or by a majority of the Board of Directors upon at least five (5) days notice to the members.

Section 2

Each member shall be entitled to one vote upon any and all questions properly coming before any duly called meeting. Questions, other than the election of Officers and Directors and questions concerning the bylaws, shall be decided by a majority vote of a quorum of the membership.

Section 3

Twenty (20) members other than the Officers and their spouses shall constitute a quorum at any duly called meeting of the membership.

Section 4

The meeting of the membership during the month of May of each year shall constitute the annual meeting of the membership.

ARTICLE IX

Election of Officers

Section 1

The annual election of Officers from amongst members selected by a Nominating and Election Committee shall be held at the annual meeting of the membership to be held in the month of May in accordance with Article VIII, Section 4.

Section 2

All members whose dues for the current fiscal year are paid shall be entitled to one vote for each officer by casting either an absentee ballot or a ballot in person at the annual meeting.

Section 3

A majority vote of all members voting shall be necessary for election to any office.

Section 4

The Nominating and Election Committee shall consist of four (4) members, none of which shall be Officers or Directors. The members thereof shall be appointed by the President not later than the first Wednesday of March of each year. The names of the members of said Nominating and Election Committee shall be published for the benefit of the membership not later than the third Wednesday of March of each year.

Section 5

The Nominating and Election Committee shall formulate the rules concerning the conduct of the election and shall nominate from the membership, not later than the first Wednesday of April of each year, a minimum of one member for each office to be filled. They shall report said names to the membership forthwith. Additional nominations may be made in writing by petition signed by at least ten members and duly lodged with the Secretary of the Corporation no less than two weeks prior to the annual election. Nomination may be made only in the foregoing manner. Members nominated by petition shall be subject to the same requirements and qualifications as members nominated by the Committee and such Committee shall be the final authority with respect to such requirements and qualifications.

Section 6

No member shall be nominated for any office unless he shall have first expressed to the Committee or petitioners his/her willingness to serve if elected.

Section 7

The first annual election of Officers shall constitute a vote amongst the resident property owners and their spouses existing on May 16, 1976. The first Nominating and Election Committee shall be chosen from the resident property owners existing on May 16, 1976. The first election of Officers shall be held on June 12, 1976. During the first election of Officers, voting by written communication shall be permitted.

ARTICLE X

Rules

Section 1

The rules contained in "Roberts Rules of Order" shall govern this Corporation in all cases in which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of this Corporation. Special rules of order of the Corporation may be duly announced by the President at a meeting of the membership.

ARTICLE XI

Corporate Seal

Section 1

The corporate seal of this Corporation shall be in the form of a disk with the words SUN BLEST, UNITS I AND II, CIVIC ASSOCIATION, INC. on the periphery thereof and the word SEAL in the center thereof.

ARTICLE XII

The Indiana General Not for Profit Corporation Act

Section 1

The provisions of the Indiana General Not For Profit Corporation Act of 1971, as amended, applicable to any of the matters covered by these bylaws, are hereby, by reference, incorporated and made a part of these bylaws.

ARTICLE XIII

Amendments

Section 1

These by-laws may be amended, altered, changed, added to or repealed in either of the following manners:

- a. By the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice

b. By vote of the board of directors and notice to and approval by the membership as follows:

- i. The proposed amendment, alteration, change, addition or repeal shall be recommended by the board.
- ii. Notice of the recommended change shall be given to the membership together with notice of the date, time and place of the next board meeting.
- iii. The recommended change shall then be voted on and approved by a majority of the board members at that following board meeting and shall become effective on that date.
- iv. Thereafter, within 60 days, the alteration, change, addition or repeal must be approved by the affirmative vote of a majority of the members present at a regular or special meeting of the members, or the change will lapse at the end of the 60 day period."

ARTICLE XIV

Bylaws

Section 1

These bylaws shall be binding upon the Corporation, Officers, Directors and membership upon a majority vote of the membership.