

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

MICROFILMED
DEC 21 1979

CERTIFICATE OF AMENDMENT

7807-602 03

To Whom These Presents Come, Greeting:

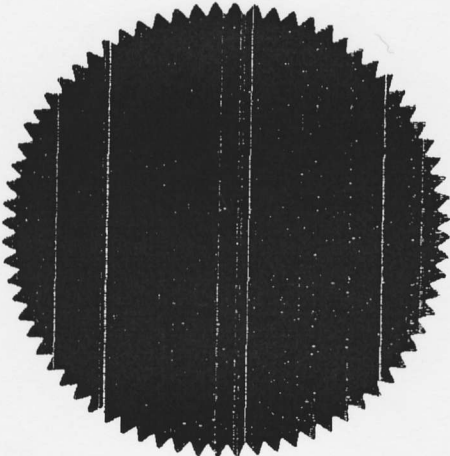
I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that

WOODLANDS HOMEOWNERS ASSOCIATION, INCORPORATED

a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, Articles of Amendment showing an amendment to the articles of incorporation of said company, in accordance with the Indiana General Not-For-Profit Corporation Act (approved March 7, 1935) / The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1).

WHEREAS, upon due examination, I find that they conform to law:

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State, hereby certify that I have this day endorsed my approval upon all copies of Articles so presented, and, having received the fees required by law, have filed one copy of the Articles in this office and returned the remaining copies bearing the endorsement of my approval to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis

this 28th day of
November 79, 19

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

AMENDED ARTICLES OF INCORPORATION
OF
WOODLANDS HOMEOWNERS ASSOCIATION, INCORPORATED

The above-named corporation was organized under The Indiana Not-For-Profit Corporation Act of 1971, hereinafter referred to as the "N.P.", on July 25, 1978.

The undersigned officers of WOODLANDS HOMEOWNERS ASSOCIATION, INCORPORATED, (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating amendment of its Articles of Incorporation by the adoption of new Amended Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation, certify the following facts:

ARTICLE I

Manner of Adoption and Vote

Section 1. Action by Directors

The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on September 12, 1979, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the members of the Corporation entitled to vote in respect of the Amended Articles that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in the Amended Articles, and called a meeting of such members to be held November 14, 1979, to adopt or reject the Amended Articles, unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Members

The Members of the Corporation entitled to vote in respect of the Amended Articles, at a meeting thereof, duly called, constituted and held on November 14, 1979, at which Two Hundred Forty (240) members were present in person or by proxy, adopted the Amended Articles.

The following classes of members were entitled to vote as a class in respect of the Amended Articles:

Class A.

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The number of members entitled to vote in respect of the Amended Articles, the number of members voted in favor of the adoption of the Amendments, and the number of members voted against such adoption are as follows:

	Total
Members entitled to vote:	371
Members voted in favor:	220
Members voted against:	20

Section 3. Compliance with Legal Requirements The manner of the adoption of the Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, the By-Laws of the Corporation, and the "Declaration", hereinafter defined.

ARTICLE II

Text of the Amended Articles

The exact text of the entire Articles of Incorporation of the Corporation, as amended (herein referred to as the "Amended Articles"), now is as follows:

ARTICLE I

Name

The name of the Corporation is "WOODLANDS HOMEOWNERS ASSOCIATION, INCORPORATED".

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

Section 1. To act according to, and pursuant to, those terms, conditions, provisions, restrictions and declarations as set forth in a document entitled "Declaration of Covenants and Restrictions", dated September 27, 1972, which is now incorporated herein by reference hereto, recorded September 27, 1972 in Deed Record 261, pages 87 through 120 (inclusive), as Instrument No. 8516, in the Office of the Recorder of Hamilton County, Indiana (hereinafter called the "Declaration") as "The Corporation" described and defined in the Declaration. Capitalized or quoted terms and words contained herein but which are not otherwise defined herein shall be defined and have the same meaning, as said terms and words are defined in the Declaration.

Section 2. To provide, as a "homeowners association" and "residential real estate management association" as defined under Section 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws), for the acquisition, construction, management, maintenance and care of "association property" [as defined in said Section 528 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws)] of the Corporation.

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Section 3. To exercise all of the rights, privileges, powers and authority, and to perform all of the duties and obligations, of the "Corporation" as defined in the Declaration.

Section 4. To fix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and By-Laws to be enacted, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

Section 5. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

Section 6. To borrow money and pledge, mortgage, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

Section 7. To transact any and all lawful business for which corporations may be incorporated under the Act.

Section 8. To hold a general election each year for the purpose of electing those officers and board members whose terms have expired.

Section 9. To conduct such other activities as may be in keeping with its principal objectives.

Section 10. To make, adopt, and establish by-laws for the guidance of the officers and agents of the Corporation, and to amend the same in the manner provided in the by-laws, and to make any and all rules and regulations deemed proper, necessary and expedient for the management of its affairs.

Section 11. All the income and property of this Corporation shall be applied solely to carry out the foregoing purposes. The Corporation may accumulate and invest its surplus funds which it may use in its discretion for the creation, protection, preservation and/or enlargement of any of its facilities for carrying out its objects and purposes.

Section 12. To have the capacity to act possessed by natural persons, but to have authority to perform only those acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

Section 13. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or any foreign country, to the extent such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country.

Section 14. To have, possess, exercise and enjoy any and all of the rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 15. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities nor exercise any powers that would affect its ability, as a not-for-profit corporation, to qualify, act and operate as, and be subject to taxation as, a "homeowners association" and "residential real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 16. Provided, however, that the Corporation is and shall at all times be a not-for-profit corporation, and its activities shall be conducted for the foregoing purposes in such a manner that no part of its activities shall result in pecuniary remuneration to its members as such (except for reasonable compensation to members for services actually rendered) and no part of its net earnings shall inure to the benefit of any private member (other than by acquiring, constructing or providing management, maintenance and care of "association property" and other than by rebate of excess membership dues, fees, charges and assessments).

Section 17. Powers The foregoing clauses shall be construed to constitute powers as well as purposes of the Corporation, and the enumeration of particular powers or purposes shall not be deemed a limitation upon or exclusion of other powers not particularly expressed or stated, which other powers are properly within the general scope of the purposes of the Corporation, or incidental thereto, or are convenient or appropriate for the accomplishment of such purposes.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent The name and address of the Corporation's Resident Agent for service of process is Rollin E. Thompson, Nine North Illinois Street, Suite 805, Indianapolis, Indiana 46204

Section 2. Principal Office The post office address of the principal office of the Corporation is 10700 Lakeshore Drive, East, Carmel, Indiana 46032.

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 The Corporation shall have three (3) classes of members, Class A, Class B, and Class C.

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

a. Class A. Class A members shall be all Owners except Class B members and Class C members. Each Class A member shall be entitled to one (1) vote for each Lot of which such member is the Owner with respect to each matter submitted to a vote of members;

Class B. Class B members shall be Declarant as defined 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 at the principal office of the Corporation. Each Class B member shall be entitled to four (4) votes for each Lot of which it is the Owner and four (4) votes for each one-half (1/2) acre or part thereof of the Original Real Estate and the Additional Real Estate of which it is the Owner which is not within the area included within a recorded subdivision plat, on all matters requiring a vote of members of the Corporation;

Class C. Class C members shall be all persons who are owners of parcels of real estate lying within the Supplemental Real Estate who have paid the initial fee of \$100 to either Declarant or Corporation, but not both, and the annual fee for the then current year provided for in Section 2 of Article III of the Declaration. Class C members shall have no vote upon any matter except as specifically provided in the Declaration.

b. Definitions of all terms, words and phrases used to describe the above Classes may be found in the Declaration, which has been incorporated herein by reference.

Section 3. Voting Rights of Classes With regard to elections, voting shall be by ballot, of those members eligible to vote who are in good standing, who are present. Votes may also be cast by written proxy, if sealed and submitted to a member of the Board of Directors, prior to the annual meeting. The candidates receiving the majority of votes cast shall be elected. No member shall be deemed to be "in good standing" unless all fees and assessments required to be paid by such member to the Corporation have been paid.

ARTICLE VI

Directors

Section 1. Number of Directors The Board of Directors is composed of nine (9) members. If the exact number of Directors is not stated, the minimum number shall be five (5) and the maximum number shall be twelve (12). 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 Address of the Board of Directors are:

Name	Number and Street	City	State	Zip Code
Jean Deeds	3614 Brunswick Dr.	Carmel	Indiana	46032
Jan & William Bennett	11012 Braewick Dr.	Carmel	Indiana	46032
Sharon Gorman	121 Brunswick Ct.	Carmel	Indiana	46032
Linda Pullen	10207 Lakeshore Dr, E.	Carmel	Indiana	46032
Louis C. Schmitt	10919 Braewick Dr.	Carmel	Indiana	46032
David & Susan Smith (1)	10592 Lakeshore Dr, E.	Carmel	Indiana	46032
Victor Pufahl	3517 Brunswick Dr.	Carmel	Indiana	46032
Marsha Arthur	10141 Partridge Place	Carmel	Indiana	46032

ARTICLE VII

Officers

Section 1. Names and Post Office Addresses of the officers of the Corporation are as follows:

Name	Number and Street	City	State	Zip Code
Jean Deeds, President	3614 Brunswick Dr.	Carmel	IN	46032
Marsha Arthur, Secretary	10141 Partridge Pl.	Carmel	IN	46032
Louis C. Schmitt, Treasurer	10919 Braewick Dr.	Carmel	IN	46032
Jan Bennett, Vice-President	11012 Braewick Dr.	Carmel	IN	46032
Linda Pullen, Vice-President	10207 Lakeshore Dr. E.	Carmel	IN	46032
Sharon Gorman, Vice President	121 Brunswick Ct.	Carmel	IN	46032

ARTICLE VIII

Statement of Property (if any)

A statement of the property, and an estimate of the value thereof, to be taken over by the Corporation at the time of approval of the Amended Articles of Incorporation, is 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 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. Stock The Corporation shall have no capital stock and there shall be no shares of stock, and no part of the net earnings of the Corporation, if any, shall inure to the benefit of any private member or individual.

Section 2. Receipt of money or property The Corporation may receive by gift, devise, bequest or otherwise, any money or property, absolutely or in trust, to be used, either the principal or the income therefrom for the furtherance of any of the purposes mentioned and described but subject to the conditions expressed in these Amended Articles.

Section 3. General Rights Subject to any limitations or restrictions imposed by Law, the Corporation shall have all of the general rights, privileges and powers conferred upon corporations organized thereunder by law providing for the incorporation, organization and re-incorporation of non-profit corporations, and by any amendments or supplements thereto.

Section 4. Interest of Directors or Officers in Transactions Any contract or transaction between the Corporation and one or more of its directors or officers, or between this Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are interested, or between this Corporation and any other corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by the approving vote of all of the directors present. The interested director or directors may be counted in determining the presence of a quorum at such meeting. This Section 4 of Article IX shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common, equitable, or statutory law applicable thereto.

Section 5. Meeting of Members Meetings of the members of the Corporation shall be held at such place within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

Section 6. Meetings of Directors Meetings of the directors of the Corporation shall be held at such place within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board of Directors, or of such Committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board of Committee.

Section 7. By-Laws The power to make, amend, add to, and repeal By-Laws of the Corporation, when enacted, is hereby vested in the directors, which power shall be exercised in accordance with the requirements of the Declaration.

Section 8. General Powers of Directors In addition to the powers and authority expressly conferred by these Amended Articles, the Board of Directors is hereby authorized to exercise such powers and to do all such acts as may be exercised or done by a corporation organized and existing under the provisions of the Act, and as may be exercised or done by virtue of any other law.

Section 9. Indemnification of Directors, Officers, Agents, Employees
and Others

a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director, employee or agent is liable for negligence or misconduct in the performance of his duties to the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person was liable for negligence or misconduct in the performance of his duties to the Corporation.

b. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) of this Section or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) reasonably incurred by him in connection therewith.

c. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

d. The indemnification provided by this Section (i) shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other Article or Section of these Amended Articles of Incorporation or any By-Law, resolution, authorization or agreement adopted, after notice, by a majority of all the voting members of the Corporation, and (ii) shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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e. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Section.

Section 10. Right to Amend Articles The Corporation reserves the right to amend, alter, change or repeal, in the manner now or hereafter prescribed by the Act, any provision contained in these Amended Articles, and all rights, powers and privileges hereby conferred on members, directors or officers of the Corporation are subject to this reserved power, provided, however, that there shall be no amendment, alteration, change or repeal of these Amended Articles which in any way contravenes the terms and provisions of the Declaration unless the Declaration is simultaneously amended, altered, changed or repealed accordingly in a manner permitted under the Declaration.

IN WITNESS WHEREOF, the undersigned officers execute these Amended Articles of Incorporation of the Corporation and certify to the truth of the facts herein stated, this 19 day of November, 1979.

Marsha K. Atkins
(Written Signature)

MARSHA K. HETHUNE
(Printed Signature)
Secretary

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Jean M. Deeds, the President and Masha K. Bethuz, the Secretary of the Corporation, the officers executing the foregoing Amended Articles of Incorporation, personally appeared before me, acknowledged the execution thereof; and swore or attested to the truth of the facts herein stated.

My Commission Expires:

Deborah L. Walls
(Written Signature)

My County of Residence:

Deborah L. Walls
(Printed Signature)
Notary Public

This instrument was prepared by Rollin E. Thompson, Attorney at Law,
Nine North Illinois Street, Suite 805, Indianapolis, Indiana 46204.