

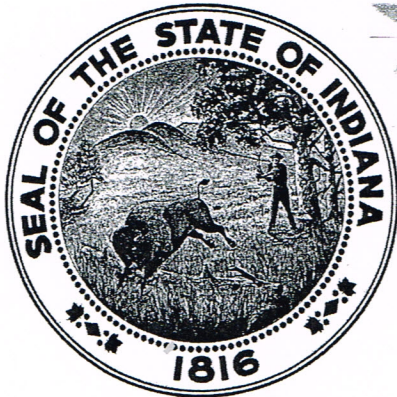
State of Indiana
Office of the Secretary of State

Certificate of Amended and Restated Articles
of

SUNSET COVE HOMEOWNERS ASSOCIATION INC

I, CONNIE LAWSON, Secretary of State, hereby certify that Amended and Restated Articles of the above Domestic Nonprofit 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 Thursday, February 09, 2017.



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 13, 2017

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

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To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUNSET COVE HOMEOWNERS ASSOCIATION, INC.

The undersigned officer of Sunset Cove Homeowners Association, Inc., a corporation originally established pursuant to the Indiana Not-For-Profit Corporation Act of 1971, and incorporated under the terms and conditions of the Sunset Cove Declaration of Covenants, Conditions and Restrictions, said Declaration being recorded in the Marion County Recorder's Office on April 8, 1985, as **Instrument No. 850025682**, said Declaration and all amendments thereto hereafter referred to as "Declaration", and being currently governed by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), gives notice of the amendment of and executes the following Amended and Restated Articles of Incorporation, which were approved by more than seventy-five percent (75%) of the owners in Sunset Cove. The Declaration and all amendments thereto are incorporated herein by reference. All of the covenants, rights, restrictions, and liabilities contained in the Declaration shall apply to and govern the interpretation of these Amended and Restated Articles of Incorporation and the Code of By-Laws. The definitions and terms, as defined and used in the Declaration, shall have the same meaning in these Amended and Restated Articles of Incorporation and the Code of By-Laws, and reference is specifically made to Article I of the Declaration containing definitions for terms.

ARTICLE I

Name

The name of the Corporation is Sunset Cove Homeowners Association, Inc.

ARTICLE II

Adoption

These Articles of Incorporation creating Sunset Cove Homeowners Association, Inc. and the Code of By-Laws corresponding thereto, are adopted in accordance with the Act.

INDIANA SECRETARY OF STATE
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ARTICLE III

Purposes

The purpose of the Corporation shall be to provide for and promote the health, safety and welfare of the Members with respect to the Real Estate described in and in accordance with these Articles, corresponding By-Laws and a recorded Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration"), and all amendments thereto recorded, by providing (1) for the maintenance of lawns and building exteriors, (2) for snow removal from certain private areas and dedicated public streets and (3) for the performance of such other functions as may be designated to it by the Declarant and to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in these Articles, corresponding By-Laws and the Declaration as amended from time to time.

(b) Establish, levy, collect and enforce payment of any charges, dues, assessments or membership fees made against Members or others pursuant to the terms of these Articles, the By-Laws and the Declaration; to pay all expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation, including any license fees, taxes or other 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 pledge, deed in trust, mortgage or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(e) Merge and consolidate with other non-profit corporations organized for the same purposes.

(f) Have and exercise any and all powers, rights and privileges which a corporation

organized under the Not-For-Profit Corporation Act of the State of Indiana by law may now or hereafter have or exercise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Section 1. Membership and Voting Rights in the Corporation.

(a) Membership. Every person or entity who is a record Owner of a fee simple title in any Lot which is part of the Real Estate and which is subject by covenants of record to assessment by this Corporation shall be a member of the Corporation, provider] that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

(b) Voting Rights. The Corporation shall have one class of membership, of which all Members shall be a part. Each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for memberships by this Article V with respect to each matter submitted to a vote of Members upon which the Members are entitled to vote. When more than one (1) person constitutes the Owner of a particular Lot or Dwelling Unit, all such persons shall be Members of the Corporation, but all of such persons shall have only one (1) vote for such Lot or Dwelling Unit, which vote shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

Section 2. Rights, Preferences, Limitations and Restrictions of Classes. All Members 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 By-Laws, and the rules and regulations adopted by the Board of Directors.

ARTICLE VI

Directors

Section 1. Number of Directors. The number of Directors of the Corporation shall be fixed by the Code of By-Laws of the Corporation, but in no event shall the Code of By-Laws fix the number of Directors at less than three (3) nor more than nine (9).

ARTICLE VII

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

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, shall be vested in the Board of Directors of the Corporation; 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. Dissolution and Mergers. The Corporation may be dissolved or merged only with the written consent of not less than sixty-seven percent (67%) of the Members.

Section 4. Amendment of Articles of Incorporation. Amendment to the Articles of Incorporation shall require the consent of at least seventy-five percent (75%) of the entire membership.

Section 5. 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 6. Distribution of Earnings and Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to the

agency or corporation who shall take over the functions of the Corporation or shall be used to improve or add to the Common Properties owned by the Corporation prior to such dissolution. No assets of the Corporation shall be distributed upon dissolution or otherwise to any incorporator, member, donor, officer or employee.

Section 7. Non-Liability of Directors. The Directors shall not be liable to the Members or the Corporation for any error or mistake 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 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 8. 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 attorneys' 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 or of 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 or 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 9. 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 receipts 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, I, the undersigned, do hereby execute these Articles of Amended and Restated Articles of Incorporation and certify the truth of the facts herein stated, this 26 day of January, 2017.

SUNSET COVE HOMEOWNERS ASS'N, INC.,

by: 
Signature

LARRY LONGMAN
Printed

PRESIDENT
Title

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

Signature 

This instrument prepared by, and should be returned to, Gregory A. Chandler, Attorney at Law, Eads Murray & Pugh, P.C., 9515 E. 59th Street, Suite B, Indianapolis, IN 46216. (317) 536-2565