

**ARTICLES of AMENDMENT to the ARTICLES of INCORPORATION  
WINSTON ISLAND WOODS OWNER'S ASSOCIATION  
November 15, 1995**

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NOTE:

This Table of Contents is not part of the original Articles of Amendment to the Articles of Incorporation, November 15, 1995, but was attached for reference only on, July 30, 2003



# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7 / 8-91) Corporate Form No. 364-2 (May 1988)

Articles of Amendment (Amending Individual Articles Only) Nonprofit

Prescribed by Joseph H. Hogsett Secretary of State of Indiana

Approved by State Board of Accounts 1991

APPROVED

AND

FILED

AND SECRETARY OF STATE

INSTRUCTIONS: Present 2 originally executed copies to:

FILING FEE IS \$30.00

SECRETARY OF STATE  
302 W WASHINGTON ST RM E018  
INDIANAPOLIS IN 46204

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

WINSTON ISLAND WOODS OWNERS ASSOCIATION, INC.

The undersigned officers of:

WINSTON ISLAND WOODS OWNERS ASSOCIATION, INC.

This Corporation exists pursuant to: (check appropriate box)

☒ The Indiana Not-For-Profit Corporation  
Act of 1971 (IC 23-7-1.1), as amended

☐ Indiana General Not-For-Profit Corporation Act  
(approved March 7, 1935)

☐ Indiana Nonprofit Corporation Act of 1991  
(IC 23-17-1), as amended

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

### ARTICLE I - Amendment(s)

SECTION 1: The date of incorporation of the Corporation is:

SECTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:

SAME

SECTION 3

The exact text of Article(s) SEE ATTACHED of the Articles of Incorporation is now as follows.

SEE ATTACHED

RECEIVED  
CORPORATIONS DIV  
95 DEC 21 PM 12:00  
SUE ANNE GILROY

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WINSTON ISLAND WOODS OWNERS ASSOCIATION, INC.

RECEIVED  
CORPORATIONS DIV.  
95 DEC 21 PM 12:00  
SUE ANNE GILROY

The undersigned officer of Winston Island Woods Owners 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 a certain Condominium Declaration of the Winston Island Woods Condominium, said Declaration being recorded in the Marion County Recorder's Office on the 11th day of July, 1989, as Instrument No. 89-66026, said Declaration and all amendments and supplements 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. The Declaration is 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 Section 10.8 of the Declaration containing definitions for terms.

## ARTICLE I

### NAME

The name of the corporation is Winston Island Woods Owners Association, Inc. (hereafter referred to as "Association").

## ARTICLE II

### TYPE OF CORPORATION

This is a mutual benefit corporation.

## ARTICLE III

### PURPOSES AND POWERS

#### Section 3.1. Purposes.

The purposes for which the Association is formed are to provide for the maintenance, repair, upkeep, replacement, administration, operation and management of the Common Areas as designated in the Declaration, to pay any other necessary expenses and costs in connection with the same in accordance with the Declaration and to perform such other functions as may be designated to it.

Section 3.2. Powers. Subject to any limitation or restriction imposed by the Act, the Indiana Horizontal Property Act, any other law, the Declaration, or any other provision of these Articles of Incorporation, the Association shall have the power:

(a) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration and By-Laws, as the same may be amended from time to time;

(b) To establish, levy, collect and enforce payment by any lawful means of any charges or assessments made against Members or others pursuant to the terms of 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 Association including any license fees, taxes or other governmental charges levied or imposed against the property of the Association;

(c) To borrow money, mortgage, pledge, deed in trust or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(d) To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business;

(e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property which is held in title by this Association in connection with the affairs of the Association in accordance with the terms of the Declaration;

(f) To dedicate, grant easements, sell or transfer any part of the Common Area to any public agency, authority, utility or private person for such purposes and subject to such conditions as may be determined to be in the best interests of the Members.

(g) Sue, be sued, complain, and defend in the Association's corporate name;

(h) Make and amend By-Laws not inconsistent with the Association's Articles of Incorporation, the Act, the Declaration or with Indiana law for managing the affairs of the Association;

(i) Elect directors, elect and appoint officers, and appoint employees and agents of the Association, and define the duties and fix the compensation of directors, officers, employees and agents;

(j) Purchase and maintain insurance on behalf of any individual who:

(1) is or was a director, an officer, an employee, or an agent of the Association; or

(2) is or was serving at the request of the Association as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Association would have power to indemnify the individual against the same liability under this article;

(k) To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove and hereinbelow, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Act as now or hereafter amended and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove and hereinbelow, but subject to any limitation or restriction imposed

by the Act, by any other law, by these Articles of Incorporation, or by the Declaration; provided further, however, that if there is any conflict between the powers established in these Articles of Incorporation and the terms and provisions of the Declaration, the terms and provisions of the Declaration shall govern;

(l) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation or the Declaration;

(m) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Association is formed.

**Section 3.3. Limitation of Activities.** The Association shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to Members for services actually rendered; nor shall it prohibit the Association from charging a fee for services rendered; nor shall it prohibit the Association from charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised do not inure to the profit of its Members.



## ARTICLE IV

### REGISTERED AGENT and REGISTERED OFFICE

**Section 4.1 Registered Agent and Registered Office.** The name and street address of the Association's registered agent for service of process is The Larman Company, 3500 DePauw Blvd., Suite 2110, Indianapolis, Indiana 46268. The address of the Association's registered office for service of process is 3500 DePauw Blvd., Suite 2110, Indianapolis, IN 46268.

## ARTICLE V

### MEMBERSHIP

**Section 5.1. Members.** Every person or entity who owns one or more Units in the Winston Island Woods Horizontal Property Regime, including contract sellers, shall automatically upon becoming an Owner of a Unit be and become a Member of the Association; provided, however, that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

**Section 5.2. 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, the rules and regulations adopted by the Board of Directors, the Indiana Horizontal

Property Act, and all covenants, restrictions and other provisions contained in the Declaration.

**Section 5.3. Classes of Members and Number of Votes.** The Association shall have one class of membership, of which all Members shall be a part. Since all Owners have equal percentage interests, each Member shall be entitled to one (1) vote for each Unit of which such Member is the Owner 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 Unit, all such persons shall be Members of the Association, but all of such persons shall have only one (1) vote for such 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 Unit.

**Section 5.4. Voting Rights of Members.** Each Member in good standing shall be entitled to voting rights as follows:

(a) **Number of Votes.** To avoid fractional votes and to facilitate the orderly conduct of the meeting, each Member shall be entitled to cast one (1) vote for each Unit owned on each matter coming before the meeting. The total number of votes for or against any matter shall then be divided either by the number of Units then in Winston Island Woods to determine the respective proportions of members who support or oppose such matter, or by the number of Units the Owners of which are present or represented at such meeting to determine the respective

proportions of Members present or represented at such meeting who support or oppose such matter.

(b) Voting by Association or Trust. Where a corporation or trust is an Owner or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the board of directors of such corporation shall cast the vote to which the corporation is entitled.

(c) Proxy. A Member may vote either in person or by his duly authorized and designated attorney-in-fact. Where voting is by proxy, the Member shall duly designate his attorney-in-fact in writing, delivered to the Association prior to the commencement of the meeting.

(d) Quorum. Except where otherwise expressly provided in the Declaration, these Articles, the By-Laws, the Indiana Horizontal Property Act, or the Act, the presence of Members or their duly authorized representatives owning twenty percent (20%) of the total number of Units shall constitute a quorum at all meetings. As used elsewhere in these Articles and in the Code of By-Laws, the term "Majority of the Members" shall mean, unless otherwise expressly indicated, more than fifty percent (50%) of the total number of Units as determined by the applicable provisions set forth in the Declaration, and the term "Majority of the Vote" shall mean a majority of the Owners or votes present or represented at such meeting at which a quorum is present.

(e) Definition of "Owner". The term "Owner" means a person, firm, corporation, partnership, association, trust or other legal entity, or any combination thereof, who owns the fee simple title to a Unit. Persons or entities owning a single Unit as tenants in common, joint tenants, or tenants by the entireties shall be deemed one Owner.

**Section 5.5. Rights, Preferences, Limitations and Restrictions of Members.** Any Member who fails to comply with the requirements of these Articles, the Declaration, the By-Laws or the rules and regulations made pursuant thereto, including the payment of assessments, shall, if a majority of the Board of Directors by an affirmative vote at a Board of Directors' meeting so determine, during the time period of such failure, suspend his or its membership rights and interest to use the amenities and to vote on any matter coming before the Members. However, a Member may not be so suspended and a membership may not be suspended except under a procedure adopted by resolution of a majority of the Board of Directors that is fair, reasonable and carried out in good faith. Such a procedure shall fully comply with the Act, as amended.

**Section 5.6. Meetings of Members.** Meetings of Members may be held on the Condominium Property or at any place inside Marion County, Indiana, which shall be designated by the Board of Directors of the Association, or as the By-Laws may designate.

## ARTICLE VI

### TERM OF EXISTENCE

The period during which the Association shall continue as a corporation is perpetual.

## ARTICLE VII

### DIRECTORS

**Section 7.1. Number of Directors.** The number of the Directors of this Association shall be not less than three (3) nor more than nine (9) as prescribed from time to time in the By-Laws of the Association; but in no event shall the minimum number of Directors be less than three (3). Whenever the By-Laws do not specify the exact number, the number of Directors shall be five (5). The qualification of Directors and the election of Directors shall be as prescribed from time to time in the By-Laws of the Association.

**Section 7.2. Election of Directors.** The Board of Directors shall be elected by ballot at the annual meeting of the Members and each Director shall hold office for a term of three (3) years or until his or her successor shall have been elected and qualified.

**Section 7.3. Vacancies in the Board of Directors.** Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, other than a vacancy created by removal or an increase in the number of Directors, shall be filled until the next annual meeting of the Members through a vote of a majority of the remaining members of the Board, unless specified

otherwise in the By-Laws. At the first annual meeting following any such vacancy, a Director shall be elected by the Owners to serve for the balance of the term of the Director in respect to whom there has been a vacancy.

**Section 7.4. Removal of Directors.** A Director or Directors, elected by the Owners or elected by the Directors to fill a vacancy, may be removed by the Owners with or without cause if the number of votes cast to remove would be sufficient to elect the Director(s) at a meeting to elect Directors. A Director or Directors elected by the Owners may be removed by the Owners only at a meeting called for the purpose of removing the Director(s). The meeting notice must state that the purpose of the meeting is for voting upon the removal of the Director(s). In such case, his or their successor(s) shall be elected by the Owners at the same meeting from eligible Owners nominated at the meeting to serve for the remainder of the term(s) of the removed Director or Directors.

#### **ARTICLE VIII**

##### **INCORPORATORS**

The incorporators of the Association are as specified in the original Articles of Incorporation of the Association.

#### **ARTICLE IX**

##### **STATEMENT OF PROPERTY**

All assets and liabilities, real, personal, and otherwise are in no way changed by these Amended and Restated Articles of

Incorporation and they stand for and constitute all of the assets and liabilities of the Association.

## ARTICLE X

### PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF THE ASSOCIATION

Section 10.1. Powers Exercised by Board. Subject to any limitations or restrictions imposed by law, by these amended Articles of Incorporation or by the Declaration, the Board of Directors of the Association is hereby authorized to exercise, in furtherance of the purposes of the Association, all the powers of the Association without prior authorization or subsequent approval of the Members of the Association or of any other person or entities.

Section 10.2. Liability of Members. Neither the individual Members of the Association nor their individual property shall be subject to any liability for any debts of the Association.

Section 10.3. Dissolution. The Association may be dissolved only with the written consent of all Members, or at any time the Condominium Property is removed from the Indiana Horizontal Property Act.

Section 10.4. Distribution of Property On the Voluntary or Involuntary Dissolution of the Association. Upon the voluntary or involuntary dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of the assets of the Association by dedicating the same to an appropriate public agency to be used for purposes similar to

those for which this Association 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.

**Section 10.5. Amendment of Articles of Incorporation.** Amendment to the Articles of Incorporation shall require the consent of a majority of all Members.

**Section 10.6. No Private Benefit.** No money or property received or held by the Association shall ever inure, directly or indirectly, to the private benefit of any Member, Director or Officer of the Association or to any other person whomsoever except for reasonable compensation for services actually rendered to the Association.

**Section 10.7. Indemnification.** The Board of Directors of this Association may, at its discretion, indemnify any or all directors, officers, employees, or agents or former directors, officers, employees or agents of the Association, as shall be prescribed from time to time in the By-Laws of the Association. Whenever the By-Laws of the Association shall not specify any indemnification provisions for the benefit of such above-named persons, all such above-named persons shall have all rights of indemnification as are proscribed in the Act.


**Section 10.8. Compensation of Employees.** In order to carry out the purposes and activities of the Association, such individuals as are deemed necessary may be employed, and each such employee



may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Association.

Section 10.9. By-Laws. The By-Laws of the Association may be amended as set forth in the By-Laws. Said By-Laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Association.

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 15 day of NOVEMBER, 1995.

  
Signature

CHARLES D. REEDER  
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.

