

RECEIVED
ARTICLES OF INCORPORATION

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03 JUN 17 08:48 OF

CHAPEL CREEK HOMEOWNERS ASSOCIATION, INC.

[Signature]
STATE OF IND.

INDIANA
The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Chapel Creek Homeowners Association, Inc.

ARTICLE II

Purposes And Powers

Section 1. Type of Corporation. This is a mutual benefit corporation.

Section 2. Purposes. The Corporation is organized for the specific purpose of carrying on one or more of the exempt functions of a homeowners association effecting the enforcement of the restrictions and protective covenants of all sections of Chapel Creek Development located in Floyd County, Indiana, and to promote and provide the maintenance and care of said development. It is intended that this Corporation qualify as an exempt organization under Section 528 of the Internal Revenue Code.

Section 3. Powers. The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act; but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in Section 1 of this Article and as are in furtherance of activities permitted to be carried on by a corporation exempt from Federal income tax under Section 528 of the Internal Revenue Code.

Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, or any amendment hereto, the Corporation shall have the following general rights, privileges and powers:

(a) Sue, be sued, complain, and defend in the Corporation's corporate name.

(b) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.

(c) Make and amend by-laws not inconsistent with the Corporation's Articles of Incorporation or with Indiana law for managing the affairs of the Corporation.

(d) Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.

(e) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Corporation's property.

(f) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.

(g) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

(h) Lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under IC 23-17-13-3.

(i) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

(j) Conduct the Corporation's activities, locate offices, and exercise the powers granted by this Article inside or outside Indiana.

(k) Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees and agents.

(l) Impose dues, assessments, admission, and transfer fees upon the Corporation's members.

(m) Establish conditions for admission of members, admit members, and issue memberships.

(n) Carry on a business.

(o) Have and exercise powers of a trustee as permitted by law, including those set forth in IC 30-4-3-3.

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

(i) is or was a director, an officer, an employee, or an agent of the Corporation; or

(ii) is or was serving at the request of the Corporation 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 Corporation would have power to indemnify the individual against the same liability under this Article.

(q) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

(r) To cease its activities and to dissolve and surrender its corporate franchise; and

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

ARTICLE III

Period Of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Agent And Registered Office

Section 1. Registered Agent. The name and address of the resident Agent in charge of the Corporation's principal office is:

Mark T. Zahler
3211 Grant Line Road, Suite 37
New Albany, Indiana 47150.

Section 2. Registered Office. The post office address of the principal office of the Corporation is P. O. Box 762, New Albany, Indiana 47151-0762.

ARTICLE V

Membership

Section 1. Members. Every owner of a lot in each section of Chapel Creek shall have the right to become a member of the Corporation as set forth in the Restrictions and Protective Covenants For Chapel Creek, Section One through Eight, as recorded in the records of the Recorder of Floyd County, Indiana. Any person interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the Corporation.

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable except to a subsequent purchaser of a lot in Chapel Creek.

Section 5. Meetings of Members. Meetings of members may be held at any place, inside or outside the State of Indiana, which shall be designated by the Board of Directors of the Corporation, or as the By-Laws may designate. A member may participate in any membership meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

ARTICLE VI

Directors

Section 1. Number of Directors. The initial Board of Directors is composed of seven (7) members. The control and management of the affairs of the Corporation shall be vested in a board of not less than three (3) nor more than seven (7) Directors. The exact number of Directors, within the above limits, shall be as prescribed from time to time in the By-Laws of the Corporation. In the event the number of directors is increased by the By-Laws of the Corporation, the election of the additional Director or Directors shall be by a vote of the members of the Corporation.

Section 2. Names and Post Office Addresses of Initial Directors. The names and post office addresses of the initial Board of Directors are:

NAME	ADDRESS
Mark T. Zahler	1527 Quail Ridge Trail New Albany, IN 47150
Wes Martin	1613 Reidinger Ridge New Albany, IN 47150
Janice Rydzewski	1400 Pheasant Run New Albany, IN 47150
Tori Emmett	1518 Quail Ridge Trail New Albany, IN 47150
Karen Goodwell	1527 Pheasant Run Court New Albany, IN 47150
Bob Spiller	1414 Vixen Court New Albany, IN 47150
Susan Lawrence	1027 Chapel Creek Trail New Albany, IN 47150

Section 3. Election of Directors. The Board of Directors shall be elected by ballot at a regular annual meeting of the members and each Director shall hold office for a term of one (1) year or until his/her successor shall have been elected and qualified.

Section 4. Qualifications of Directors. Directors of the Corporation must be members of the Corporation.

Section 5. Vacancies in the Board of Directors. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Section 6. Loans to Directors and Officers. The Corporation shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any Director or Officer of the Corporation.

Section 7. The Board of Directors may designate a person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE VII

Incorporator

Section 1. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

Mark T. Zahler
P. O. Box 762
New Albany, IN 47151

ARTICLE VIII

Provisions For Regulation And
Conduct Of The Affairs Of The Corporation

Section 1. Prohibition of Distribution to Private Persons.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

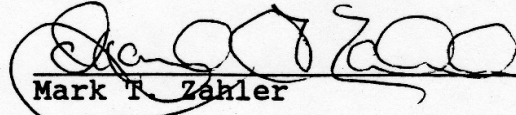
Section 2. Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation. Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for homeowner association functions as shall at the time qualify as an exempt organization or organizations under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Floyd County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organization is organized and operated exclusively for such purposes.

Section 3. Code of By-Laws. The Board of Directors of the Corporation shall have the power, without the assent or vote of the members, to make, alter, amend or repeal a Code of By-Laws providing for the internal regulation and conduct of the affairs of the Corporation, provided that a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action vote affirmatively for such action, and provided further that any By-Laws providing for action inconsistent with the purposes and powers of the Corporation enumerated in Article II shall not be binding upon any Officer, Director or member of the Corporation and shall not affect the continued validity of the remaining By-Laws.

The undersigned, being one or more persons, does hereby adopt these Articles of Incorporation, representing beforehand to whom it may concern that a membership list or lists of the above named Corporation for which Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the

law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 11th day of June, 1993.


Mark F. Zähler

This Instrument Was Prepared By:
Robert W. Lanum
Stites & Harbison
323 East Court Avenue
P. O. Box 946
Jeffersonville, Indiana 47131
(812) 282-7566

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

CHAPEL CREEK HOMEOWNERS ASSOCIATION, INC.

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such

Articles conform to law; all as prescribed by the provisions of the

Indiana Nonprofit Corporation Act of 1991,

as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin June 17, 1993.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Seventeenth day of June, 1993.

Joseph H. Hogsett

JOSEPH H. HOGSETT, Secretary of State

BY Rosalie H. Buelner

Deputy

