

## ARTICLE I

The name of the Corporation is HIDDEN VALLEY LAKE PROPERTY OWNERS ASSOCIATION, INC.

## ARTICLE II

The purposes for which the Corporation is formed are:

A. To exercise the powers and functions granted to it in or pursuant to the restrictions and covenants set forth in the contracts and/or deeds wherein Hidden Valley Lake, Inc., was the vendor or grantor of certain lots in the Hidden Valley Lake Subdivision located in Dearborn County, Indiana.

B. In accordance with the restrictions as set forth in the aforesaid contracts and/or deeds, to promulgate rules and regulations for the use of all streets, rights-of-way, common lands, parks, recreational facilities, swimming pools, etc., which said rules and regulations shall be binding upon all shareholders of this Corporation, their families, guests and invitees.

C. To provide for the collection and payment of all taxes and/or assessments, if any, that may be levied by a political subdivision upon any of the assets of the Corporation, real or personal, owned by the Corporation.

D. To establish, enforce and collect such charges as may be assessed by the Corporation against members for the purpose of raising funds to pay the expenses of the Corporation, whether the same be for the maintenance of property or for the welfare of the residents in Hidden Valley Lake Subdivision.

E. To provide for the maintenance of parks, recreational facilities and other community enterprises or improvements that may be conveyed to the Corporation or acquired by the Corporation in any manner.

F. To enter into such contracts with Hidden Valley Lake, Inc., its successor and/or assigns, for the acquisition of land on which streets, the parks or any other recreational facility or lakes are situated with reference to the cost of maintenance and the operation of the same.

G. To accept titles from Hidden Valley Lake, Inc., or any other person(s) for such lands on which said streets, parks, recreational facilities, lakes, or any other improvements for the general benefit of the Corporation.

H. To promulgate rules and regulations controlling the construction of improvements on lots within Hidden Valley Lake Subdivision, as the same now, or hereafter exists.

I. To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all the rights, powers, privileges and immunities granted, and not expressly denied, by The Indiana General Not For Profit Corporation Act of 1971, 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, but subject to any limitation or restriction imposed by The Indiana General Not For Profit Corporation Act of 1971, by any other law or by these Articles of Incorporation.

J. Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not, except to an

EXHIBIT "A"

insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation.

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 Resident Agent in charge of the Corporation's principal office is Robert J. Ewbank, 114 West High Street, Lawrenceburg, IN 47025.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 19325 Schmarr Drive, Lawrenceburg, IN 47025.

ARTICLE V  
MEMBERSHIP

Section 1. Classes. There shall be three classes of membership.

Class A. Lot Owner's. Each person, firm or corporation shall be entitled to one membership for each lot in Hidden Valley Lake Subdivision standing in his, hers, or its name in the records of Hidden Valley Lake Property Owners Association, Inc. For purpose of determining membership in this Corporation, the person first named as purchaser and/or grantee on the instrument under which he claims interest shall be considered the owner. There shall be no fractional memberships.

Class B. Associate Membership. Each person, firm or corporation specifically granted membership and limited to rights as set forth in the By-Laws of this Corporation or a Resolution of the Board of Directors granting membership to such person or groups of persons.

Class C. Honorary Membership. Each person, firm or corporation specifically granted membership and limited to rights as set forth in the Resolution of The Board of Directors granting membership to such person.

Section 2. Voting Rights of Classes.

Voting rights on all matters to come before any regular or special meeting of the Property Owners Association shall be in the hands of the Class A Lot Owners membership.

Each Class A member shall be eligible to vote in the affairs of the Corporation, provided however that at the time of said meeting all financial obligations of the member to the Corporation have been met in full and the member is not then under suspension by action of the Board of Directors.

Each eligible Class A member shall be entitled to one vote for the first lot standing in his, her or its name in the records of the Hidden Valley Lake Property Owners Association, Inc., and to one additional vote for each subsequent lot standing in his, her or its name, on which membership dues for the twelve month period immediately preceding the meeting have been paid.

ARTICLE VI  
DIRECTORS

Section 1. Number of Directors. The initial Board of Directors is composed of five (5) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be nine (9). 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 Board of Directors are:

Jack Matthews, 2344 Matterhorn, Lawrenceburg, Indiana 47025  
William W. Mountsier, 2275 Matterhorn, Lawrenceburg, Indiana 47025  
Robert Kelly, 2391 Golf View Court, Lawrenceburg, Indiana 47025  
Sammy A. Gutzwiller, 145 Fairway, Lawrenceburg, Indiana 47025  
James McCullough, 1887 Aqua Vista, Lawrenceburg, Indiana 47025

Such members of the first Board of Directors shall serve until the next annual meeting of the members, at which time, and at each annual meeting thereafter, members of the Board of Directors shall be elected by the vote of the members entitled to cast votes according to the provisions of Article V above, said Directors to serve until the next annual meeting of members and until their successors are elected and qualified.

ARTICLE VII  
PRESIDENT AND SECRETARY

Section 1. Names and Post Office Addresses. The name and post office address(es) of the President and Secretary of the Corporation is (are) as follows:

Jack Matthews, President, 2341 Matterhorn, Lawrenceburg, IN 47025  
Robert Kelly, Secretary, 2391 Golf View Ct., Lawrenceburg, IN

ARTICLE VIII  
STATEMENT OF PROPERTY

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: is more than \$1,000.00.

ARTICLE IX  
PROVISIONS FOR REGULATION AND CONDUCT  
OF THE AFFAIRS OF CORPORATION

Section 1. 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 or the members shall be as from time to time set forth in the By-Laws of this Corporation, SUBJECT HOWEVER:

A. To any limitations or restrictions imposed by law or by these Articles of Incorporation or by the by-laws of this Corporation, the Board of Directors of the Corporation is hereby

authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without prior authorization or subsequent approval by the members of the Corporation:

B. To the power to make, alter, amend or repeal the By-Laws and rules and regulations for the conduct of the affairs of the Corporation, including the power to establish officers of the Corporation and to elect such officers for such terms, in such manner and to perform such duties as it may determine in its sole discretion, shall be vested in the Board of Directors of the Corporation; Provided However that no act of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation or any provision of law;

C. All meetings of members and Directors may be held at any place within a radius of fifty (50) miles from the main entrance of the Hidden Valley Lake Subdivision whether said place be within or without the State of Indiana, provided only that such place shall be stated in the notice of such meeting.

D. No member of the Corporation shall receive any earnings, compensation or payment from the Corporation, except reasonable compensation for services actually performed in furtherance of the purposes of the Corporation as an officer, Director or employee and except also payment to a member of principal and interest thereon on moneys loaned or advanced to the Corporation to the extent permitted by Law.

E. No gift or other contribution to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named Corporation for which a 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.