

**State of Indiana  
Office of the Secretary of State**

**Certificate of Amendment  
of  
MEADOWLARK HOMEOWNERS ASSOCIATION, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Amendment 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, September 29, 2016.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 29, 2016

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

2001061100797 / 7407256

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

**PENDING APPROVAL**  
CONNIE LAWSON  
INDIANA SECRETARY OF STATE  
09/29/2016 02:15 PM

**ARTICLES OF AMENDMENT**

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

**BUSINESS ID** 2001061100797  
**BUSINESS TYPE** Domestic Nonprofit Corporation  
**BUSINESS NAME** MEADOWLARK HOMEOWNERS ASSOCIATION, INC.  
**PRINCIPAL OFFICE ADDRESS** 5702 KIRKPATRICK WAY, INDIANAPOLIS, IN, 46220, USA  
**DATE AMENDMENT WAS ADOPTED** 09/29/2016

**EFFECTIVE DATE**

**EFFECTIVE DATE** 09/29/2016

**SIGNATURE**

THE MANNER OF THE ADOPTION OF THE ARTICLES OF BUSINESS AMENDMENT AND THE VOTE BY WHICH THEY WERE ADOPTED CONSTITUTE FULL LEGAL COMPLIANCE WITH THE PROVISIONS OF THE ACT, THE ARTICLES OF INCORPORATION, AND THE BYLAWS OF THE CORPORATION.

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS AMENDMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **September 29, 2016**

**SIGNATURE** Jeffrey M. Bellamy  
**TITLE** Attorney

Business ID : 2001061100797  
Filing No. : 7407256

NOT FOR PROFIT

**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
OF  
MEADOWLARK HOMEOWNERS ASSOCIATION, INC.**

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The incorporator, designated in Article VII, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of Indiana Code 23-17-1-1, et seq. (hereinafter referred to as the "Act"), hereby executed the initial Articles of Incorporation on May 4, 2001.

## **ARTICLE I**

### **Name**

The name of the Corporation is Meadowlark Homeowners Association, Inc., (hereinafter referred to as "Association").

## **ARTICLE II**

### **Purpose**

This Corporation is a mutual benefit corporation. The purposes for which the Corporation is formed are:

**Section 2.1. Exercise Powers.** To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Meadowlark, containing therein covenants, conditions, restrictions and easements with respect to the real estate bound thereby (hereinafter called the "Declaration"), and recorded as Instrument No. 200100011245 in the Office of the Recorder of Hendricks County, Indiana, as the same may be amended from time to time.

**Section 2.2. Fix Assessments.** To fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

**Section 2.3. Acquire Property.** 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 in connection with the affairs of the Corporation any real or personal property which is held in title by this Corporation.

**Section 2.4. Borrow.** To borrow money, and with the assent of the members as provided for in the Declaration and By-Laws, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

**Section 2.5. Common Areas.** To dedicate, sell or transfer all or part of any common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to as prescribed in the Declaration.

**Section 2.6. Agreements.** To enter into agreements with individuals, entities or governmental bodies for the management, maintenance and betterment of the Meadowlark Lakes and Villas community ("Meadowlark") described in the "Recitals" section of the Declaration, irrespective of whether the agreement affects property inside or outside Meadowlark.

**Section 2.7. Attain Objectives.** To do everything necessary, proper, advisable or convenient for the accomplishment of any to 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.

**Section 2.8. Purposes and Powers.** The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of said sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

**Section 2.9. Corporation.** The Corporation is formed exclusively for purposes for which a Corporation may be formed under Indiana Code 23-17-1-1, et seq., as amended, and not for the purpose of or resulting in the pecuniary remuneration of its members as such; provided, however, this section shall not prohibit the Corporation from being authorized to pay reasonable compensation to its members, officers or directors for services actually rendered to or for the Corporation in carrying out one or more of its purposes.

## **ARTICLE III**

### **Term of Existence**

The period during which the Corporation shall continue is perpetual or such shorter time as is established by Section 13.3 in the Declaration.

## **ARTICLE IV**

### **Registered Agent and Registered Office**

The name of the Corporation's initial registered agent is Douglas B. Wagner. The street address of the initial registered office of the Corporation is 9339 Priority Way West Drive Suite 100, Indianapolis, Indiana 46240.

## **ARTICLE V**

### **Membership**

Each "Residence Unit Owner", (defined in By-Laws Section 1.3.a.), is a "Member" of the Meadowlark Homeowners Association. An Owner remains a Member so long as he or she owns a Residence Unit in Meadowlark. Only Members in good standing (defined in By-Laws Section 1.3.c.) are eligible to cast votes and are identified as "Voting Members" (defined in By-Laws Section 1.3.b.).

## **ARTICLE VI**

### **Directors**

**Section 6.1. Number of Directors.** The Board of Directors of the Association (as defined in By-Laws Section 3.2 and Article IV) shall be composed of seven (7) members, in good standing, all with voting privileges on the Board. The exact number of Directors shall be prescribed from time to time as set forth in the Declaration and By-Laws of the Corporation.

**Section 6.2. Director Positions.** The positions on the Board of Directors are as follows; all have Board voting privileges:

#### Officers

President  
Vice President  
Secretary  
Treasurer

#### Committee Liaisons

Architectural Review Committee  
Grounds  
Social Committee

## **ARTICLE VII**

### **Incorporator**

The name and post office address of the initial incorporator of the Corporation is Douglas B. Wagner, Vice President of Precedent Residential Development, LLC, an Indiana limited liability company, 9339 Priority West Way Drive Suite 100, Indianapolis, Indiana 46240.

## **ARTICLE VIII**

### **Dissolution**

Upon dissolution, after the payment of all claims and expenses necessary to wind up and liquidate the Corporation's affairs, the Corporation shall transfer any remaining assets to the Corporation's Members or, if the Corporation has no members, to those persons whom the Corporation holds the Corporation out as benefiting or serving.

## **ARTICLE IX**

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

**Section 9.1. Meetings of Members.** Meetings of the Members of the Corporation shall be held at least annually at such place, within the State of Indiana, as may be authorized by the By-Laws and Declaration and specified in the respective notices or waivers of notice of any such meeting.

**Section 9.2. Meetings of Directors.** Meetings of directors of the Corporation shall be held at such place, within the State of Indiana, as may be authorized by the By-Laws and Declaration and specified in the notices or waivers of notice of such meetings.

**Section 9.3. Amendment of Articles and By-Laws of the Corporation.** The Board of Directors shall have power to amend the Articles of Incorporation of the Corporation and By-Laws of the Corporation but only as provided in the Declaration, in By-Laws Article VI, Section 6.6, and as allowed under the Act.

**Section 9.4. Consent Action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors (or a committee thereof) may be taken without a meeting, if a written consent to such action is signed by all members of the Board of Directors (or such committee) and such written consent is filed with the minutes of the proceedings of the Board of Directors.

**Section 9.5. Indemnification.** Every person who is or was an incorporator, director, officer or employee of this Corporation or of any other corporation for which he is or was serving in any capacity at the request of the Corporation and any individual serving as a member of the Architectural Review Committee (as defined in Declaration Article VI), Grounds and Social Committees, (defined in By-Laws Section 4.1), or any special committee of the Association that may be created in the future, shall be indemnified by this Corporation against any and all liability and expense that may be incurred by him in connection with or resulting from or arising out of any claim, action, suit or proceeding, provided that such person is wholly successful with respect thereto or acted in good faith in what he reasonably believed to be in or not opposed to the best interest of this Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful and he was acting in accordance with the Declaration, the By-Laws, these Articles of Incorporation and other rules and regulations of the Corporation. As used herein, "claim action, suit or proceeding" shall include any claim, action, suit or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise), civil, criminal, administrative or investigative, whether actual, or threatened or in connection with an appeal relating thereto, whether formal or informal, in which an incorporator, director, officer or employee of this Corporation, or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, may become involved, as a party or otherwise,

- (i) by reason of his being or having been an incorporator, director, officer, employee of this Corporation or such other corporation, or a member of the Architectural

Review Committee, Grounds or Social Committees, or any other committee of the Association;

- (ii) by reason of any past or future action taken or not taken by him in any such capacity, whether or not he continues to be such at the time such liability or expense is incurred.

The terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements, amounts of judgments, fines or penalties and amounts paid in settlement by or on behalf of an incorporator, director, officer, or employee of the Corporation, or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association. The termination of any claim, action, suit or proceeding by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an incorporator, director, officer or employee of the Corporation, or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, did not meet the standards of conduct set forth in this section.

Any such incorporator, director, officer or employee of the Corporation or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, who has been wholly successful with respect to any such claim, action, suit or proceeding, shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation but only if,

- (i) the Board of Directors acting by a quorum consisting of Directors who are not parties to or who have been wholly successful with respect to such claim, action, suit, or proceeding shall find that the incorporator, director, officer or employee of the Corporation or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, as applicable, has met the standards of conduct set forth herein;
- (ii) where a quorum cannot be obtained under (i) above, by a majority vote of a committee designated by the Board of Directors, consisting solely of at least two (2) directors not at the time parties to the proceeding;
- (iii) special legal counsel shall deliver to the Corporation their written opinion that such incorporator, director, officer or employee of the Corporation, or member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, has met such standards of conduct; or
- (iv) approved by the members.

If several claims, issues or matters of action are involved, any such person may be entitled to indemnification as to some matters even though he is not entitled as to other matters.



The Corporation may advance expenses to or, where appropriate, may at its expense, undertake the defense of any such director, officer or employee of the Corporation, or member of the Architectural Review Committee, Grounds or Social Committee, or any other committee of the Association, if:

- (i) such incorporator, director, officer, employee or member furnishes the Corporation with a written affirmation of such person's good faith belief that such person has met the standard of conduct required for indemnification;
- (ii) such incorporator, director, officer, employee or member furnishes the Corporation with a written undertaking, executed personally or on such person's behalf, to repay an advance if it is ultimately determined that such person did not meet the standard of conduct required for indemnification; and
- (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under these Articles of Incorporation.

A person who is a party to a proceeding may not apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for a finding that said person should be indemnified pursuant to these Articles of Incorporation.

The provisions of this section shall be applicable to claims, actions, suits or proceeding made or commenced after the adoption hereof, whether arising from acts or omissions to act during, before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law and shall inure to the benefit of the heirs, executors, and administrators of any such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an incorporator, director, officer, employee or agent of the Corporation, member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, or is or was serving at the request of the Corporation as an incorporator, director, officer, employee or agent of another corporation or as a member of the Architectural Review Committee, Grounds or Social Committees, or any other committee of the Association, against any liability asserted against him in any 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 provisions of this section or otherwise.

**Section 9.6. Powers of Directors.** In addition to the powers and the authority granted by these Articles of Incorporation, the Declaration, or by statute expressly conferred, the Board of Directors of the Corporation is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done under the laws of the State of Indiana by a corporation organized and existing under the provisions of the Act and not specifically prohibited or limited by these Articles.

