

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

WILDWOOD ESTATES

HOMEOWNERS ASSOCIATION, INC.

(Amended and Restated on _____, 20__)

(version 2010-11-09)

The undersigned ~~incorporator~~, desiring to give notice of corporate action effectuating amendments to the Articles of Incorporation (dated July 13, 1994) form a corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (IC-23-71-1, as amended), executes the following restated and amended Articles of Incorporation:

ARTICLE I - Name

Section 1.01. Name and Type. The name of this Corporation shall be WILDWOOD ESTATES HOMEOWNERS ASSOCIATION, INC. This Corporation is a mutual benefit corporation.

ARTICLE II - Purposes and Powers

Section 2.01. Primary Purposes. The purposes for which this Corporation is formed are to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration and all Supplemental Declarations.

Section 2.02. Additional Purposes. In addition, the Corporation is formed for the promotion of the health, safety and welfare of the residents of Wildwood Estates and other non-profitable purposes that are authorized by the Act and permitted to be carried on by an organization exempt from Federal income taxation under the provisions of Section 528 of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code") and the Regulations issues pursuant thereto, as amended.

Section 2.03. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by the Declaration or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 and 2.02 of these Articles, the Corporation shall have the following specific powers:

- (a) **To Manage, etc.** To manage, maintain, repair and replace the Common Area, and appurtenant easements, improvements and other property of every kind and nature whatsoever, real, personal or mixed, located upon the Common Area or used or held for use in connection with the business or operation of the Corporation for the benefit and use of the members of the Corporation subject to such restraints or suspensions of use and voting rights of members as are provided herein, in the By-laws and in the Declaration.
- (b) **To Make Assessments.** To fix, levy and collect Assessments and to enforce payment thereof by all lawful means.
- (c) **To Promulgate Rules.** To promulgate such rules and regulations and perform such deeds as are deemed necessary to achieve the aforesaid purposes.
- (d) **To Insure.** To secure from insurers licensed and approved in the State of Indiana, appropriate fire/property damage coverage, comprehensive general liability coverage and such other forms of insurance as may be deemed necessary or appropriate.
- (e) **To Secure Services.** To secure professional managerial services by employing a professional manager, contracting with a professional management service or entity, or otherwise, which services may include administrative, managerial, bookkeeping, legal, architectural, engineering, maintenance, repair, construction and other services.
- (f) **To Acquire and Dispose of Property.** To acquire by give, purchase or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of the Corporation subject to the provisions of the Declaration.
- (g) **To Borrow.** To borrow money and, subject to the provisions of the Declaration, to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Corporation, or a pledge of monies to be received pursuant to the provisions of the Declaration or any Supplemental Declaration, and to assign and pledge its right to make Assessments and its rights to claim a lien therefor.
- (h) **To Appoint a Fiscal Agent.** To appoint any Person as its fiscal agent to collect all Assessments and charges levied by the Corporation and to enforce the Corporation's liens for unpaid Assessments and charges or any other lien held by the Corporation.
- (i) **To Make Contracts.** To enter into, perform, cancel and rescind all kinds of contractual obligations, including the guarantee of the obligations and performance of others.
- (j) **To Act With Others.** To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any Person or Persons, whether legally constituted or informally organized.
- (k) **To Pay.** To pay all Operating Expenses, including all licenses, taxes or governmental charges levied or imposed against the property.
- (l) **To Merge.** To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional real estate as provided in the Declaration.
- (m) **To Otherwise Act.** To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

Section 2.04. Limitations Upon Powers.

- (a) **Earnings.** No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an employee of the Corporation, in which event he may receive fair and reasonable compensation for his services as an employee; and a member may also receive payments of principal and interest at a rate not exceeding that from time to time permitted by the Act on funds loaned or advanced by him to the Corporation.
- (b) **Loans to Directors.** The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.
- (c) **Dissolution.** In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation, including advances and loans of members of the Corporation, and, if so authorized by the ~~Board of Directors~~**Executive Board**, distribution to members of the Corporation of such amounts as may be authorized by the Act, shall be dedicated by the ~~Executive Board of Directors~~**Executive Board** to an appropriate public agency to be used for purposes similar to those for which this corporation was organized. In the event such dedication is refused acceptance, such assets shall be transferred by the ~~Board of Directors~~**Executive Board** to the State of Indiana or any instrumentality or subdivision thereof exclusively for public purposes, or to any nonprofit corporation whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Sections 501(c)(3), 501(c)(4) or 528 of the Code of the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so dedicated or transferred by the ~~Board of Directors~~**Executive Board** shall be disposed of in accordance with the Act. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation, except as otherwise provided in these Articles or in the Act.
- (d) **Prohibited Activities.**
- (i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any private individual;
 - (ii) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prospective provisions of the Code;
 - (iii) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;
 - (iv) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal taxation under Section 528 of the Code and Regulations issued pursuant thereto, as amended, or the corresponding provisions of any future United States internal revenue law, if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for profit unless the purposes of the Corporation set forth in Section 2.01 of these Articles cannot otherwise be achieved.

ARTICLE III - Period of Existence

Section 3.01. **Period of Existence.** The period during which the corporation shall continue is perpetual.

~~ARTICLE IV - Registered Agent and Registered Office~~

~~Registered Agent. The name and address of the Registered Agent in charge of the Corporation's principal office is Trimark Development, Inc., 9202 North Meridian Street, Suite 300, Indianapolis, Indiana 46260.~~

~~Registered Office. The post office address of the registered office of the Corporation is 9202 North Meridian Street, Suite 300, Indianapolis, Indiana 46260.~~

ARTICLE IV - Membership

Section 4.01. ~~**Classes of Membership Generally.** Every Person who is an Owner shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from the ownership of a Lot. The Corporation shall have two (2) classes of members of follows:~~

~~Section 4.02. **Class A.** Every Person who is an Owner shall be a Class A member of the Corporation. Class A membership shall be appurtenant to and may not be separated from the ownership of a Lot.~~

~~Section 4.03. **Class B.** The Declarant shall be a Class B member. No other Person, except a successor to substantially all of the interest of the Declarant in the Development Area, shall hold a Class B membership in the Corporation.~~

~~Section 4.04. **Section 4.02. Voting Rights.** Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in Person or proxy pursuant to the voting procedures established in the By-Laws. Members who are not natural persons shall designate by written notice to the Secretary of the Corporation the name of an individual who is authorized to exercise the right of such Member to vote. The name of such individual shall be kept on the records of the Corporation and may be changed only by written notice to the Secretary.~~

~~Section 4.05. **Class A Members.** Each Lot shall have appurtenant thereto one (1) vote which may be cast by the Owners thereof who are present in Person or proxy pursuant to the voting procedures established in the By-Laws.~~

~~Section 4.06. **Class B Members.** The Class B member, if present, in Person or by proxy, shall be entitled to three (3) votes for each Lot owned by the Class B member.~~

~~Section 4.07. **Casting of Votes.** Members who are not natural persons shall designate by written notice to the Secretary of the Corporation the name of an individual who is authorized to exercise the right of such Member to vote. The name of such individual shall be kept on the records of the Corporation and may be changed only by written notice to the Secretary.~~

~~Section 4.08. **Tabulation of Votes.** In any matter upon which a vote of the Members is required or allowed, the votes of Class A members and the Class B member shall be totaled and considered as though there were a single class of membership.~~

~~Section 4.09. Section 4.03. **Termination of Membership.** Membership in the Corporation shall lapse and terminate when Member ceases to be an Owner.~~

~~Section 4.010. **Class A Members.** Membership in the Corporation shall lapse and terminate when a Class A member ceases to be an Owner.~~

~~Section 4.011. **Class B Member.** The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) when the total number of votes outstanding in the Class A membership is equal to the total number of votes outstanding in the Class B membership; or, (ii) December 31, 1998.~~

~~Section 4.012. Section 4.04. **Suspension of Membership Rights.** No Class A or Class B mMember may be expelled from membership in the Corporation for any reason. The Board of Directors Executive Board shall have the right to suspend the voting rights of a Class A mMember for a period during which any Assessment or charge owed by the Member remains unpaid in excess of thirty (30) days.~~

~~Section 4.013. Section 4.05. **Meetings of Members.** All meetings of the Members shall be held at such place within the State of Indiana as may be designated by the Executive Board of Directors pursuant to the provisions of the By-Laws. Notice of meetings need not only be given to Associate each Members if notice thereof is given to the Members appointing such Associate Member the Owner at the Member's respective Lot.~~

~~Section 4.014. Section 4.06. **No Preferences, etc.** There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the Members.~~

ARTICLE VI -- Directors and the Executive Board

~~Section 5.01. **Number of Directors.** The initial Board of Directors of the Corporation shall consist of three (3) members. The number of Directors of the Corporation shall be specified from time to time in the By Laws, but the minimum number shall be three (3) and the maximum number shall be five (5) and, if the By Laws fail to specify the number, then the number shall be three (3).~~

~~Section 5.02. **Names and Post Office Addresses.** The names and post office addresses of the initial members of the Board of Directors are as follows:~~

~~Section 5.03. Richard H. Crosser~~

~~Section 5.04. 9202 N. Meridian St., Suite 300~~

~~Section 5.05. Indianapolis, IN 46260~~

~~Section 5.06. --~~

~~Section 5.07. John B. Scheumann~~

~~Section 5.08. 9202 N. Meridian St., Suite 300~~

~~Section 5.09. Indianapolis, IN 46260~~

~~Section 5.010. --~~

~~Section 5.011. Charles Scheumann~~

~~Section 5.012. 9202 N. Meridian St., Suite 300~~

~~Section 5.013. Indianapolis, IN 46260~~

~~Section 5.01. **Number and Powers.** Pursuant to IC 23-17-12-1(c), the affairs of the Association shall be governed by an Executive Board composed of at least one (1), but no more than seven (7) Directors. The exact number shall be set, and may from time to time be changed, by resolution of the Executive Board. The Executive Board shall have all of the corporate powers:~~

- ~~(a) Specifically granted to the Board of Directors by the Act;~~
- ~~(b) Not prohibited to the Board of Directors by the Act;~~
- ~~(c) Specifically granted to the Executive Board by the By-Laws; and~~
- ~~(d) Granted by the Declaration to the Board of Directors.~~

~~Section 5.02. **Additional Qualifications.** Each Director need not be an Owner or Member of the Association. Where an Owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner or partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity, shall be eligible to serve on the Executive Board of the Association, except that no Lot may be represented on the Executive Board by more than one person at a time.~~

~~Section 5.03. **Initial Executive Board.** The Directors of the initial Executive Board shall consist of and be of the same number of the members of the Board of Directors of the Corporation currently in office when these restated and amended Articles of Incorporation shall be adopted. Each of the Directors shall serve a term which shall end at the conclusion of the next Annual Meeting of the Membership or until his successor is elected and qualified.~~

~~Section 5.04. **Term of Office Generally.** Each Director of the Executive Board shall be elected to serve a term of one (1) year, beginning at the conclusion of the Annual Meeting of the Membership, and until his successor is elected and qualified. A Director may serve any number of consecutive terms.~~

~~Section 5.05. **Duties.** The Executive Board shall have the following duties:~~

- ~~(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by members holding twenty-five percent (25%) of the total votes of the membership entitled to vote;~~

- (b) To supervise all officers, agents and employees of the Association;
- (c) To establish the annual assessment period and fix the amount of the annual assessment against each member for each Lot owned, all in accordance with the terms of the Declaration and these By-Laws;
- (d) To fix the amount of any special assessment against each member for each Lot owned, all in accordance with the terms of the Declaration and these By-Laws;
- (e) To send written notice of each assessment to each Owner in accordance with the Declaration;
- (f) To foreclose the Association's lien for assessments against any property for which assessments are not paid within thirty (30) days after the due date thereof or to bring an action at law against the Owner or other person personally obligated to pay the same;
- (g) To issue, or to cause an appropriate officer to issue, upon demand by any person or entity, a certificate setting forth whether or not any assessment has been paid;
- (h) To procure and maintain the insurance coverages required by the Declaration and such other insurance coverages as the Executive Board, in its sole discretion, deems necessary or advisable;
- (i) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, and at least as required by the Declaration; and,
- (j) To cause all of the Common Areas and Lake Easements, Landscape Easements, Drainage Easements, and Utility Easements to be maintained to the extent to the Association's responsibilities therefor as provided in the Declaration.

Section 5.06. Vacancies.

- (a) **Filled by Executive Board.** Any vacancy in the Executive Board may be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director for the unexpired term of his predecessor, or until his successor is elected.
- (b) **Filled via Emergency By-Laws.** Should an "Emergency" occur (as defined in the By-Laws, pursuant to IC 23-17-3-9), the Emergency By-Laws may provide for a method of temporarily and/or permanently filling any or all Director vacancy(-ies) in the Executive Board.
- (c) **Filled by Court Order.** Should each and every Director position(s) on the Executive Board be vacant, a circuit court or superior court judge or magistrate of Hamilton County may fill the vacancy by appointment upon application of any Member of the Association. Such application shall consist of an affidavit: (i) stating that all position(s) on the Executive Board are vacant and provide proof of such (e.g., copy of resignation, obituary, director is no longer a Member, etc.), (ii) documenting the member's membership status, (iii) agreeing to serve as a Director of the Association, (iv) including a reference to this provision, Section 5.06 of the Articles of Incorporation, and (v) stating that all members of the Association have been notified of this request or will be notified within three (3) days of appointment. Such application to the court should not be construed as a proceeding within the meaning of IC 23-17-2-22. Upon being appointed by the judge or magistrate: (i) the member shall be deemed elected as the sole director and appointed as Executive Director for the unexpired terms, (ii) the number of directors of the Executive Board shall be one (1), and (iii) the newly appointed Executive Director shall update the corporate records with the Secretary of State's office to include at least the Registered Agent of the Association.

Section 5.07. Compensation. No Director shall receive compensation for any service he may render to the Association as such director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, and any Director may be paid and compensated for services to the Association in a capacity other than as a Director.

Section 5.08. Removal of Directors.

- (a) **By the Membership.** Any Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of all the votes allocated to Members of the Association at a Special Meeting or a Regular Meeting of the Membership where notice of the proposed removal has been given.
- (b) **By the Board.** Any Director may be removed with cause by a majority vote of the Executive Board at a Special Meeting or a Regular Meeting of the Executive Board where notice of the proposed removal has been given.

Section 5.09. Regular Meetings. Regular meetings of the Executive Board shall be held at such regular intervals, without notice, at such place and hour as may be determined from time to time by resolution of the Executive Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 5.10. Special Meetings. Special meetings of the Executive Board may be called by the President on three (3) days' notice to each director, given personally, by mail, telephone, or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Executive Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the directors.

Section 5.11. Waiver of Notice. Before or at any meeting of the Executive Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a director at any meeting of the Executive Board shall be deemed a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

Section 5.12. Quorum. At all meetings of the Executive Board, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which quorum is present shall be the acts of the Executive Board except as otherwise provided in or required by the Declaration, Articles of Incorporation, these By-Laws or statute. If, at any meeting of the Executive Board, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 5.13. Consent Resolutions. Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if, prior to such action a written consent to such action is signed by all Directors and such written consent is filed with the minutes of the proceedings of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.

Section 5.14. Participation by Electronic Means. Pursuant to IC 23-17-15-1(c), any or all Directors may participate in an Executive Board meeting by, or through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Any such Director participating by these means shall be considered to be present in person at the meeting.

ARTICLE VI - Officers

Section 7.01. Enumeration of Corporate Offices. The offices of the Association and their duties shall vary by the number of Director positions authorized for the Executive Board.

(a) With 4 or more Directors. When there shall be four (4) or more Director positions, no person shall simultaneously hold more than one of the Corporate offices except the offices of Secretary and Treasurer. The Corporate offices and duties shall be as follows:

(i) **President.** The President shall preside at all meetings of the Executive Board. He shall see that orders and resolutions of the Board are carried out. He shall have the power to appoint committees from among the members of the Association from time to time as he may in his discretion deem appropriate to assist in conducting the affairs of the Association. The President shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an Association or a stock corporation organized under the laws of the State of Indiana.

(ii) **Vice-President.** The vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Executive Board or as are delegated to him by the President.

(iii) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Executive Board and of the members; keep the corporate seal of the Association (if any is adopted) and affix it on all papers requiring said seal; serve notice of meetings of the Executive Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Executive Board.

(iv) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Executive Board; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

(b) With 3 Directors. When there shall be three (3) Director positions, no person shall simultaneously hold more than one of the Corporate offices. The Corporate offices and duties shall be as follows:

(i) **President.** His duties shall be as specified in Section 7.01(a)(i).

(ii) **Vice-President.** His duties shall be as specified in Section 7.01(a)(ii).

(iii) **Secretary-Treasurer.** His duties shall be as specified in Sections 7.01(a)(iii) and (iv).

(c) With 2 Directors. When there shall be two (2) Director positions, no person shall simultaneously hold more than one of the Corporate offices. The Corporate offices and duties shall be as follows:

(i) **President.** His duties shall be as specified in Section 7.01(a)(i).

(ii) **Secretary-Treasurer.** His duties shall be as specified in Sections 7.01(a)(ii), (iii) and (iv).

(d) With 1 Director. When there shall be only one (1) Director position, the sole officer shall be the **Executive Director** who shall have duties as specified in Sections 8.01(a)(i), (ii), (iii), and (iv).

Section 7.02. Qualification of Officers.

(a) Corporate Officers. The corporate Officers of the Association shall be Directors of the Executive Board.

(b) Assistant Officers. The Executive Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Executive Board may, from time to time, determine. Corporate Officers may be elected to one or more Assistant Officer positions.

Section 7.03. Election and Term of Officers. The election of Corporate Officers shall take place at the first meeting of the Executive Board following each Annual Meeting of the Members of the Association and each shall hold office for one (1) year or until his successor is elected and qualified unless he shall sooner resign, be removed or otherwise disqualified to serve.

Section 7.04. Resignation and Removal. Any officer may be removed from office with or without cause and at any time by the Executive Board. Any officer may resign at any time by giving written notice to the Executive Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.05. Vacancies. A vacancy in any office may be filled by appointment by the Executive Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

ARTICLE VII - Incorporator

~~Name and Address of Incorporator. The name and post office address of the incorporator is Crossman Communities Partnership, 9202 N. Meridian St., Suite 300, Indianapolis, IN 46260.~~

ARTICLE VIII - Statement with Respect to Property

~~Section 7.01.~~Section 7.06. **Property of Corporation.** The Corporation, upon its incorporation, has no property of value.

ARTICLE ~~VIII~~IX - Provision for Regulation and Conduct of the Affairs of the Corporation

Section 8.01. Management of Corporation. The affairs of the Corporation shall be managed by the ~~Board of Directors~~Executive Board.

Section 8.02. Code of By-Laws. The ~~Board of Directors~~Executive Board of the Corporation shall have the power, without the assent of the Members, to make, alter, amend, or repeal the By-Laws.

~~Section 8.03. Officers.~~ The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the By-Laws or prescribed by resolution of the Board of Directors in the manner specified in the By-Laws. ~~The offices of President and Secretary shall not be occupied by the same Person.~~

~~Section 8.04. Initial Board.~~ The initial Board of Directors, named in Section 6.02 hereof, shall serve as the Board of Directors of the Corporation until the Applicable Date and, in the event of any vacancy or vacancies occurring in the Initial Board for any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by an individual appointed by Declarant. ~~Any such individual appointed by Declarant shall thereafter be deemed a member of the Initial Board.~~

~~Section 8.05. Term of Office of Directors and Officers.~~ Each officer and director shall hold his office for the term specified in the By-Laws, but no term shall end until a successor is elected and qualified for the office to be vacated.

~~Section 8.06. Removal of Member of the Board of Directors.~~ After the Applicable Date, any member of the Board of Directors may be removed or replaced, with or without cause, at a meeting of the Members called for such purpose by the affirmative vote of two-thirds (2/3) of all the votes allocated to Members. ~~Prior to the Applicable Date, any Director may be removed by Declarant.~~

~~Section 8.07.~~Section 8.03. **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; but such power of amendment does not authorize any amendment that would permit any part of the net earnings of the Corporation to inure to the benefit of any private individual, that would modify the provisions of Section 2.04 if such modification would have the effect of disqualifying this Corporation as an organization exempt from Federal income taxation under the provisions of Section 528 of the Code, as amended, or such equivalent provision as may hereafter exist from time to time, or that would be in conflict with the provisions of the Declaration or any Supplemental Declaration.

~~Section 8.08.~~Section 8.04. **Non-Liability.** No member or Director of the Corporation shall be liable for any of its obligations.

~~Section 8.09.~~Section 8.05. **Section 9.09. Consent Resolutions.** Any action required or permitted to be taken at any meeting of the members or of the ~~Board of Directors~~Executive Board may be taken without a meeting if, prior to such action a written consent to such action is signed by all members or all Directors, as the case may be, and such written consent is filed with the minutes of the proceedings of the members or of the ~~Board~~Executive Board.

Section 8.10. Indemnifications. The Corporation shall, and hereby does, indemnify each Director, officer, former Director, and former officer of the Corporation, and each person who may serve or may have served at its request as a director or officer of any other corporation, against expenses actually and reasonable incurred by him in connection with the defense of any civil action, suit or proceeding to be liable for negligence or misconduct in the performance or duty to the Corporation.

Section 8.11. Conflicting Provisions. Any further provisions consistent with the Articles of Incorporation and the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the Directors or of the members, may from time to time prescribed by the By-Laws of the Corporation. If there is any conflict between these Articles and the Declaration, the Declaration shall control. If there is any conflict between these Articles and the By-Laws, these Articles shall control.

ARTICLE ~~IX~~X - Distribution of Assets on Dissolution or Final Liquidation

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution or liquidation of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, Corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE ~~XI~~XI - Definitions

Section 10.01. Terms. The following terms, as used in these Articles, and in the By Laws, unless the context clearly requires otherwise, shall mean the following:

- (a) "Act" means The Indiana General Nonprofit Corporation Act of 1991, as amended from time to time.
- (b) "Applicable Date" means the date the Class B membership terminates as specified in Section ~~54~~.03(b) of these Articles.
- (c) "Articles" means the Articles of Incorporation of the Corporation, as amended from time to time.
- (d) "Assessment" means all sums lawfully assessed against the Members by the Corporation or as declared by the Declaration, any Supplementary Declaration, the Articles or the By-Laws.
- (e) "Association" means Wildwood Estates Homeowners Corporation, Inc., an Indiana nonprofit corporation.
- ~~(e)~~(f) "Board of Directors" means the Executive Board, the governing body of the Corporation, as specified in Article V of these Articles.
- ~~(f)~~(g) "By-Laws" and "Bylaws" -mean sthe Code of By-Laws of the Corporation, as amended from time to time.
- ~~(g)~~(h) "Corporation" means Wildwood Estates Homeowners Corporation, Inc., an Indiana nonprofit corporation.

~~(h)~~(i) "Declaration" means the Declaration of Covenants, Conditions and Restrictions of Wildwood Estates, which was recorded in the office of the Recorder of Hamilton County, Indiana, on November 22, 1993, as Instrument Number 9357814.

~~(j)~~(i) "Development Area" means the real estate described in Exhibit A to the Declaration.

~~(j)~~(k) "Declarant" means Crossman Communities Partnership, an Indiana general partnership, its successors and assigns to its interest in the Development Area other than Owners purchasing Lots or Residences by deed from Declarant (unless the conveyance indicates an intent that the grantee assume the rights and obligations of Declarant).

~~(l)~~ "Executive Board" means the governing body of the Corporation, as specified in Article V of these Articles.

~~(k)~~(m) "Initial Board" means those individuals appointed by Declarant as Directors pursuant to the power granted to Declarant in Section 97.04 of these Articles.

~~(h)~~(n) "Lot" means a platted lot as shown on a Plat.

~~(m)~~(o) "Member" means a ~~Class A or Class B member~~ Member of the Corporation and "Members" means ~~Class A and Class B~~ members of the Corporation.

~~(n)~~(p) "Operating Expenses" means expenses of administration of the Corporation and expenses for the upkeep, maintenance, repair and replacement of the Community Area and other Property.

~~(o)~~(q) "Owner" means a Person, ~~including Declarant~~, who at the time has or is acquiring any interest in a Lot except a Person who has or is acquiring such an interest merely as security for the performance of an obligation.

~~(p)~~(r) "Person" means an individual, firm, corporation, partnership, association, joint venture, trust or other legal entity, or any combination thereof.

~~(q)~~(s) "Plat" means a final secondary plat of a Part of the Development Area recorded in the Office of the Recorder of Hamilton County, Indiana.

~~(r)~~(t) "Residence" means any structure intended exclusively for occupancy by a single family together with all appurtenances thereto, including private garage and outbuildings and recreational facilities usual and incidental to the use of a single family residential lot.

~~(s)~~(u) "Supplemental Declaration" means any supplemental declaration of covenants, conditions or restrictions that may be recorded after the Declaration.

Section 10.02. Other Terms. Any undefined term used herein or in the By-Laws shall, unless the context required otherwise, have the meaning set forth in Article II of the Declaration.

The undersigned, ~~being the sole Incorporator designated in Article 7, does~~ does hereby certify that:

(a) A resolution to recommend these restated and amended Articles of Incorporation to the Association Membership was adopted at a Board of Directors meeting on November 9, 2010, at which a quorum was present;

(b) A resolution to approve these restated and amended Articles of Incorporation was adopted at a meeting of the Association Membership on _____ at which a quorum of _____ members were present, _____ members voted in favor and _____ members voted against the resolution to approve these restated and amended Articles of Incorporation;

(c) The authority for Class B membership expired on December 31, 1998 and no Class B members existed upon adoption of these restated and amended Articles of Incorporate and therefore there was no separate vote by Class B members, voting as a class.

-IN WITNESS WHEREOF, the undersigned executes these restated and amended Articles of Incorporation and verifies, subject to penalties of perjury, that the facts contained herein are true this 13 day of July, 199420.

~~CROSSMANN COMMUNITIES PARTNERSHIP~~

~~an Indiana general partnership~~

~~BY: TRIMARK DEVELOPMENT, INC.~~

~~General Partner~~

~~By: Richard H. Crosser, Vice-President~~

~~Trimark Development, Inc.~~

~~(Signature on file)~~

~~Prepared by:~~

~~James J. Nelson~~

~~NELSON & FRANKENBERGER~~

~~3021 East 98th Street~~

~~Suite 220~~

~~Indianapolis, Indiana 46280~~

~~(317) 844-0106~~

~~-~~

Michael Jordan,
Secretary-Treasurer