



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7 / 8-91) Corporate Form No. 354-2 (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

APPROVAL
AND
FILED
IND. SECRETARY OF STATE

FILING FEE IS \$30.00

INSTRUCTIONS: Present 2 originally executed copies to:

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

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

COUNTRY CLUB PATIO HOMES OWNERS ASSOCIATION, INC.

undersigned officers of:

Country Club Patio Homes Owners Association, Inc.

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)

ACTION 1: The date of incorporation of the Corporation is:
August 19, 1994

ACTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:
Country Club Patio Homes Owners Association, Inc.

ACTION 3: The exact text of Article(s) III, Section 1, and Article X, Section 6 of the Articles of Incorporation is now as follows.

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

Section 6. Distribution of Earnings and Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to the association, corporation or other entity who shall take over the functions of the Corporation or, if no such successor entity exists, shall be transferred or distributed to each Member of the Corporation in relation to such Member's proportionate membership interest in the Corporation.

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) III, Section 1 of the Articles of Incorporation and directing a meeting of the member to be held on September 15, 1994, allowing such members to vote on the proposed amendment.

The resolution was adopted by: *(select appropriate paragraph)*

- a. Vote of the Board of Directors at a meeting held on _____, 19____, at which a quorum of such Board was present.
- b. Written consent executed on September 15, 1994, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: *(select appropriate paragraph)*

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:

MEMBERS OR DELEGATES ENTITLED TO VOTE:
MEMBERS OR DELEGATES VOTED IN FAVOR:
MEMBERS OR DELEGATES VOTED IN AGAINST:

TOTAL

- b. Written consent executed on September 15, 1994, and signed by at least 80% of such members or delegates.

SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

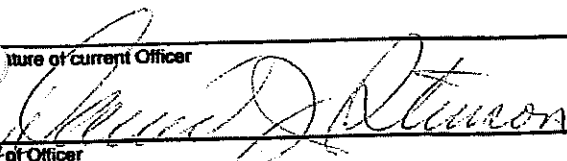
SECTION 4: Compliance with legal requirements

The manner of the adoption of the Articles of 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 By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of Current Officer

Printed name of Officer



David J. Stinson

Title of Officer

President

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

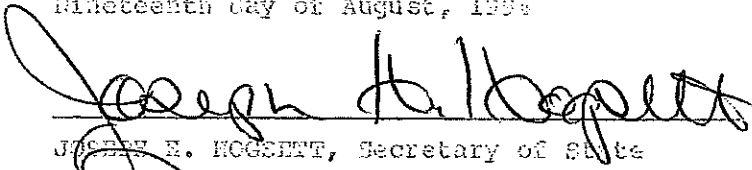
OF

COUNTRY CLUB PATIO HOMES OWNERS ASSOCIATION, INC.

I, JOSEPH E. ROGSETT, 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 Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin August 13, 1994.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Nineteenth Day of August, 1994


JOSEPH E. ROGSETT, Secretary of State

BY 

Deputy



STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:


COUNTRY CLUB PATIO HOMES OWNERS ASSOCIATION, INC.

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is January 26, 1995.

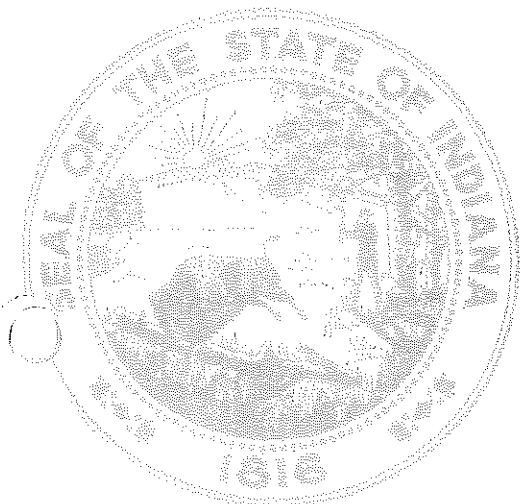
In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-sixth day of January, 1995



SUE ANNE GILROY, Secretary of State

By 

Deputy



COUNTRY CLUB PATIO HOMES OWNERS "C"
% DAVID J STINSON
437 SPRING ST
JEFFERSONVILLE IN 47130

FOR ASSISTANCE CALL US AT:
226-5477 LOCAL INDPLS.
1-800-829-1040 OTHER IN

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Tele-TIN phone call. We assigned you employer identification number (EIN) 35-1942558. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments, and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing, incorrect information in your account, or cause you to be assigned more than one EIN.

If you want to receive a ruling or a determination letter recognizing your organization as tax exempt, you should file Form 1023/1024, Application for Recognition of Exemption, with your IRS Key District office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply.

Please use the label IRS provided when filing tax documents. If that isn't possible, you should use your EIN and complete name and address as shown below to identify your account and to avoid delays in processing.

COUNTRY CLUB PATIO HOMES OWNERS
ASSOCIATION INC
% DAVID J STINSON
437 SPRING ST
JEFFERSONVILLE IN 47130

If this information isn't correct, please correct it using page 2 of this notice. Return it to us at the address shown so we can correct your account.

If you haven't already completed Form ~~SS-4~~ Application for Employer Identification Number, we need you to do it now so your account record will be complete. You can get Form SS-4 at your local IRS office or by calling 1-800-TAX-FORM (1-800-829-3676). After you complete the Form SS-4, sign and date it and write your new EIN, 35-1942558, in the upper right hand corner. Please return it to us with page 2 of this notice by 02-16-95. We've enclosed an envelope for your convenience.

Thank you for your cooperation.

ordered 7/31/95

ARTICLES OF INCORPORATION

APPROVED
AND
FILED
IND. SECRETARY OF STATE

OF

COUNTRY CLUB PATIO HOMES OWNERS ASSOCIATION, INC.

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

ARTICLE I

Name

The name of the Corporation is Country Club Patio Homes Owners Association, Inc.

ARTICLE II

Adoption

These Articles of Incorporation creating Country Club Patio Homes Owners Association, Inc., and the Code of By-Laws corresponding thereto, are adopted simultaneously with the execution of a certain Declaration of Horizontal Property Ownership of Country Club Patio Homes Owners Association, Inc., (hereinafter referred to as the "Declaration"). The Declaration is recorded in the Office of the Recorder of Clark County, in Miscellaneous Drawer No. 26, as Instrument No. 10331, under date of June 21, 1994, and is incorporated herein by reference and all of the covenants, rights, restrictions and liabilities therein contained shall apply to and govern the interpretation of these Articles and the Code of By-Laws, all of which are subject to the Declaration of Covenants, Conditions and Restrictions for Country Club Estates, a Planned Unit Development, as recorded in Miscellaneous Drawer 24, as Instrument No. 18316, in the Recorder's office of Clark County, Indiana, and amended by Amendment to Declaration of Covenants, Conditions and Restrictions as recorded in Miscellaneous Drawer 26, as Instrument No. 10329, in the Recorder's office of Clark County, Indiana. The definition and terms, as defined and used in the Declaration, shall have the same meaning in these Articles and the Code of By-Laws and reference is specifically

made to paragraph 1 of the Declaration containing definitions of terms.

ARTICLE III

Purposes and Powers

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

Section 2. Purpose and Powers. The purpose of the Corporation shall be to provide for the maintenance, repair, replacement, administration, operation, preservation, architectural control, and ownership of the Common Areas and Limited Areas of Country Club Patio Homes (as defined in the Declaration), recorded in Miscellaneous Drawer 26, Instrument No. 10331, in the office of the Recorder of Clark County, Indiana, and of such other areas that may come within its jurisdiction and authority, and to promote the health, safety and welfare of the residents of such Condominiums, and to perform such other functions as may be designated to it and to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration, as the same may be amended from time to time, and such other declarations that have been or may be filed bringing property within the authority of the Corporation (hereinafter referred to as "Other Declarations") and the Code of By-Laws.

(b) Establish, levy, collect and enforce payment by any lawful means, any charges or assessments made against members or others pursuant to the terms of the Declaration and Other Declarations; to pay all expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation, including any license fees, taxes or other governmental charges levied or imposed against the property of the Corporation.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation in accordance with the provisions of the Declaration.

(d) Borrow money, and with the consent of two-thirds (2/3) of the Members, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) If required, exercise the jurisdiction and authority over, and the ownership of, the Common Area.

(f) Have and exercise any and all powers, rights, duties and privileges which are given the Corporation in the Declaration.

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Indiana by law may now or hereafter have or exercise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

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 David Stinson, 437 Spring Street, Jeffersonville, Indiana 47130.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 1515 Charlestown Pike, Jeffersonville, Indiana 47130.

ARTICLE VI

Membership

Section 1. Members. Every person or entity who is an Owner in accordance with the definition of Owner in the Declaration or Other Declarations shall be a Member of the Corporation.

Section 2. Rights, Preferences, Limitations and Restrictions of Members. 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 (Managers) and all covenants, restrictions and other provisions contained in the Declaration and Other Declarations.

Section 3. Voting Rights of Members. All Members shall be entitled to one (1) vote for each Condominium Unit owned,

provided, however, each Condominium Unit represented shall have only one (1) vote as the Owners of such Condominium Unit may determine in accordance with the Code of By-Laws.

ARTICLE VII

Directors

Section 1. Number of Directors (Managers). The initial Board of Directors (Managers) shall be composed of three (3) members. The number of Directors (Managers) of the Corporation shall be fixed by the Code of By-Laws of the Corporation, but in no event shall the Code of By-Laws fix the number of Directors (Managers) at less than three (3) nor more than seven (7).

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

David J. Stinson
437 Spring Street
Jeffersonville, Indiana 47130

Walter Bales
1515 Charlestown Pike
Jeffersonville, Indiana 47130

Hazel Bales
1515 Charlestown Pike
Jeffersonville, Indiana 47130

ARTICLE VIII

Incorporators

Section 1. Names and Post Office Addresses. The names and post office addresses of the incorporators of the Corporation are as follows:

David J. Stinson
437 Spring Street
Jeffersonville, Indiana 47130

Walter Bales
1515 Charlestown Pike
Jeffersonville, Indiana 47130

Hazel Bales
1515 Charlestown Pike
Jeffersonville, Indiana 47130

ARTICLE IX

***Statement of Property and
Estimate of the Value Thereof***

Section 1. Property. At the time of the incorporation, certain property designated as Common Areas and Limited Areas in the Declaration, will be conveyed to the Corporation, the value of which is approximately \$33,000.00.

ARTICLE X

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

Section 1. Liability of Members. Neither the individual Members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation.

Section 2. Code of By-Laws. The power to make, alter, amend or repeal the Code of By-Laws and the rules and regulations for the conduct of the affairs of the Corporation, including the power to elect officers of the Corporation, shall be vested in the Board of Directors (Managers) of the Corporation; provided, however, that no acts of the Board of Directors (Managers) shall be inconsistent with or contradictory to these Articles of Incorporation, the Declaration, or any provision of law.

Section 3. Dissolution. The Corporation may be dissolved only with the written consent of not less than two-thirds (2/3) of the Members. In the event that the Corporation determines to liquidate, dissolve or transfer the Common Area to any public agency in accordance with these Articles of Incorporation and the Declaration, the Corporation shall, prior to such action, convey to the Owner of each Condominium Unit the parking space designated for such Condominium Unit in accordance with the terms of paragraph 24 of the Declaration.

Section 4. Amendment of Articles of Incorporation. Amendment to the Articles of Incorporation shall require the consent of at least two-thirds (2/3) of the Members.

Section 5. No Private Benefit. No money or property received or held by the Corporation shall ever inure, directly or

indirectly, to the private benefit of any Member, Director (Manager), or officer of the Corporation or any other person whomsoever, except for reasonable compensation for services actually rendered to the Corporation.

Section 6. Distribution of Earnings and Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to the agency or corporation who shall take over the functions of the Corporation or shall be used to improve or add to the Common Area prior to such dissolution. No assets of the Corporation shall be distributed upon dissolution or otherwise to any incorporator, member, donor, officer or employee.

Section 7. Non-Liability of Directors (Managers). The Directors (Managers) shall not be liable to the Members or the Corporation for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors (Managers), except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify and hold harmless each of the Directors (Managers) against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or Code of By-Laws. It is intended that the Directors (Managers) shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board is acting for and on behalf of the Corporation and as its agent. Every contract made by the Board or the Managing Agent on behalf of the Corporation shall provide that the Board of Directors (Managers) and the Managing Agent, as the case may be, are acting as agent for the Corporation and shall have no personal liability thereunder.

Section 8. Additional Indemnity of Directors (Managers). The Corporation shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director (Manager), officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director (Manager) is liable for gross negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director (Manager) the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, if it shall

be found by a majority of the committee composed of the Directors (Managers) not involved in the matter in controversy (whether or not a quorum) in their judgment reasonably exercised that such Director (Manager), officer or employee was not guilty of gross negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director (Manager), officer or employee, no Director (Manager), officer or employee shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director (Manager), officer or employee relied on the books and records of the Corporation or statements or advice made by or prepared by the Managing Agent of the Corporation's property or any officer or employee thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director (Manager) had actual knowledge of the falsity or incorrectness thereof; nor shall a Director (Manager) be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors (Managers).

The rights of indemnification and reimbursement set forth above shall not be deemed exclusive of any other rights to which such officers, Directors (Managers) or employees may be entitled apart from the provisions of this Article.

Section 9. Reliance by Directors (Managers) on Books of Account, Etc. Each Director (Manager) of the Corporation shall be fully protected in relying in good faith upon (a) the books of account of the Corporation, or (b) statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of such items, or (c) statements or advice made by or prepared by any officer or employee of the Corporation or any accountant, attorney, other person or firm, employed by the Corporation to render advice or service.

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

Section 10. Declaration Controls. In the event of any conflict between the provisions of these Articles and the Declaration, the provisions of the Declaration shall govern.

IN WITNESS WHEREOF, we, the undersigned, do hereby execute these Articles of Incorporation and certify to the truth of the facts herein state, this 15th day of April, 1994.

David J. Stinson
David J. Stinson

Walter Bales
Walter Bales

Hazel Bales
Hazel Bales

STATE OF INDIANA

COUNTY OF CLARK

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that David J. Stinson, Walter Bales and Hazel Bales, being the incorporators referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 15th day of April, 1994.

David L Lewis
Notary Public
Printed Signature:
DAVID L LEWIS
Resident of Clark County, Indiana

My Commission Expires:
3-23-96

This Instrument Prepared By:
Alan M. Applegate
Stites & Harbison
323 East Court Avenue
P.O. Box 946
Jeffersonville, Indiana 47131
(812) 282-7566