

APPROVED
AND
FILED
Coraie Jamm
IND. SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
TALLYN'S RIDGE HOMEOWNERS' ASSOCIATION, INC.

The undersigned Incorporator, desiring to form a corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended ("Act"), hereby executes the following Articles of Incorporation ("Articles"):

ARTICLE 1

NAME

The name of the corporation is Tallyn's Ridge Homeowners' Association, Inc. (hereinafter, the "Association").

ARTICLE 2

PURPOSE AND POWERS

The Association is a mutual benefit corporation. The Association's purposes are to provide, as a "homeowners association" and "residential real estate management association" described in Section 528 of the Internal Revenue Code of 1986, as amended (the "Code"), for the maintenance and operation of the property to be known as Tallyn's Ridge, as specifically described in the Declaration of Covenants, Conditions and Restrictions of The Tallyn's Ridge Subdivision (as amended, the "Declaration"), made by the Declarant, recorded (or to be recorded) in the real estate records in the Office of the Recorder of Hamilton County, Indiana, and incorporated herein as if set forth in length. Unless otherwise defined herein, each of the capitalized terms used herein shall have the same meaning as set forth in the Declaration. In addition, the specific purposes for which this Association is formed is to provide for the administrative governance, maintenance, operation, preservation and architectural control of the Property and the Community under the terms of said Declaration; to enforce the covenants and restrictions set forth in the Declaration; to perform obligations set forth in the Declaration; to provide for the health, safety and welfare of the Owners and occupants of the Lots; and to act in the same manner with regard to any other property which may hereafter be brought within the jurisdiction of this Association as part of the same plan. In implementation of these purposes, the Association may:

- (1) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles, the Declaration and the Bylaws of Tallyn's Ridge Homeowners Association, Inc. ("Bylaws");
- (2) Fix, levy and collect all charges, assessments and/or fines made pursuant to the terms of the Declaration and Bylaws, enforce payment of such charges, assessments and/or fines

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by any lawful means, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(3) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association and subject to the terms of the Declaration and Bylaws;

(4) Borrow money, and in accordance with the terms of the Declaration and Bylaws, mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred, all for the purposes of fulfilling the Association's responsibilities;

(5) Fix, administer, enforce, alter, amend, extend, waive, release, and terminate, in whole or in part, the terms, conditions, covenants, restrictions, and regulations upon, under, and subject to which any part or all of the Property may now or hereafter be used;

(6) Operate, maintain, repair, and replace the Association's Common Properties in accordance with the terms of the Declaration and Bylaws;

(7) Obtain, pay for, and maintain insurance to the extent provided in the Declaration and Bylaws;

(8) Do any other thing necessary, expedient, incidental, appropriate or convenient to carrying out any of the foregoing purposes which will promote the common benefit and enjoyment of the Owners or occupants of the Lots, insofar as not prohibited by law, the Declaration, and the Bylaws; and

(9) Have and exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

(10) The Association shall not take any action or enter into any transaction or agreement in any manner which would violate any provision of these Articles, the Declaration, or the Bylaws.

ARTICLE 3

PERIOD OF EXISTENCE

The period during which the Association shall continue is perpetual.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT; PRINCIPAL OFFICE

Section 1. The street address of the Association's registered office in the State of Indiana at the time of the filing of these Articles is 10106 Brooks School Road, Suite 200, Fishers, IN 46037, and the name of the Association's registered agent at such office is Edward F. Hackett.

Section 2. The principal office of the Association is located at 10106 Brooks School Road, Suite 200, Fishers, IN, 46037.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE 5

MEMBERS

Section 1. Every Lot Owner shall be a Member of the Association, and such membership shall be appurtenant to and may not be separated from ownership of any Lot. Upon a Lot Owner's sale or other disposition of his or her ownership interest, the Lot Owner's membership shall terminate and the new Lot Owner shall automatically become a Member of the Association.

Section 2. **Voting Rights.** The Association shall have two classes of voting membership, as further described in the Declaration.

Class A: Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member shall be the Declarant and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the earliest to occur of (a) the total votes held by the Class A Members equaling the total votes held by the Class B Member; (b) December 31, 2030; or (c) when Declarant, in its sole discretion, so determines and declares in an instrument recorded in the Office of the Recorder of Hamilton County, Indiana.

ARTICLE 6

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The exact number of directors shall three (3) directors. The Board of Directors shall be selected as provided in the Declaration and Bylaws. The names and addresses of the initial Board of Directors ("Original Directors") are as follows:

Edward F. Hackett, 10106 Brooks School Road, Suite 200, Fishers, IN, 46037;
John Deerwester, 10106 Brooks School Road, Suite 200, Fishers, IN, 46037; and
Jeff Boland, 10106 Brooks School Road, Suite 200, Fishers, IN, 46037.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator is as follows: Edward F. Hackett, 10106 Brooks School Road, Suite 200, Fishers, IN, 46037.

ARTICLE 8

REGULATION OF CORPORATE AFFAIRS

The affairs of the Association shall be subject to the following provisions:

Section 1. Meetings of Members. Meetings of the members of the Association shall be held at such place in Hamilton County, Indiana, as may be specified in the respective notices or waivers of notice thereof.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Association shall be held at such place in Hamilton County, Indiana, as may be specified in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if one or more unanimous written consents thereto are signed by each member of the Board of Directors or of such Committee (as the case may be) and such written consents are filed with the minutes or proceedings of the Board or Committee. Action taken by written consent shall be effective when the last director or Committee member signs a consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described herein shall have the effect of a meeting vote and may be described as such in any document.

Section 3. Powers Relative to Bylaws. The initial Bylaws of the Association shall be the Bylaws adopted by the initial Board of Directors of the Association. The power to alter, amend, add to and repeal the Bylaws of the Association is vested in the members of the Association, which power shall be exercised in accordance with the requirements of the Declaration and Bylaws.

Section 4. General Powers of Directors. Subject to the provisions of these Articles, the Bylaws and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Association, which powers shall include, without limiting the foregoing, those powers described in the Declaration and Bylaws.

Section 5. Amendment of Articles. The Association reserves the right to amend, alter, change or repeal, in any manner now or hereafter prescribed by the Act and permitted by the Declaration, any provision contained in these Articles, and all rights, powers and privileges hereby conferred on members, directors or officers of the Association are subject to this reserved power.

Section 6. Dissolution If the Association is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other nonprofit organizations that have been selected by the Board of Directors and that are organized and operated for purposes substantially the same as those of the Association.

ARTICLE 9

DEFINITIONS

"Declarant" shall mean Lombardo Homes of Indiana LLC, an Indiana limited liability company, its successors and assigns. It is the original and initial developer, but it may designate, in writing, a successor developer. All capitalized terms used herein that are not otherwise defined herein shall have the same meaning as set forth in the Declaration.

ARTICLE 10

NON-PROFIT NATURE

The Association is organized as a non-profit corporation pursuant to the Act and may elect to be covered by Section 528 of the Internal Revenue Code. No part of the net earnings of the Association shall inure (other than by acquiring, construction, or providing management, maintenance, and care of the Association's property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private person, including, but not limited to, the members of the Board of Directors, and the Association's officers or members.

ARTICLE 11


SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall control. In the event of a conflict between the Articles and Bylaws, the Articles shall control.

Indiana Secretary of State
Packet: 2014121500201
Filing Date: 12/11/2014
Effective Date: 12/11/2014

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of Indiana for filing.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 5th day of December, 2014, and verifies, subject to the penalties of perjury, that the facts contained herein are true.



Edward F. Hackett, Incorporator

Indiana Secretary of State
Packet: 2014121500201
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Effective Date: 12/11/2014

State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPORATION
of

TALLYN'S RIDGE HOMEOWNERS' ASSOCIATION, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic 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, December 11, 2014.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 11, 2014.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

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