

ARTICLES OF INCORPORATION OF

SUGARBERRY COURT AT RIDGEFIELD HOMEOWNERS 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 Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"), hereby execute the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Sugarberry Court at Ridgefield Homeowners' Association, Inc.

ARTICLE II

Purposes

1. For the acquisition, construction, management, maintenance, and care of "association property," as defined in Section 528(c) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), which association property includes, but is not limited to, the Easement Area within that certain real property described in the Declaration of Covenants, Conditions and Restrictions of Sugarberry Court at Ridgefield recorded in the Office of the Recorder of Monroe County, Indiana ("Declaration").

2. To exercise all powers, rights and privileges and to perform the duties and obligations imposed upon the Corporation by the Plat Declaration and By-Laws and any amendments thereto as recorded in the office of the Recorder of Monroe County, Indiana, and to fix, levy, collect and enforce assessments pursuant to such Declaration and any amendments thereto.

3. Subject to the limitations or restrictions imposed by law, or these Articles of Incorporation, or any amendment thereto, this Corporation shall, in addition to the above, have the following general rights, privileges and powers:

- (a) To continue as a Corporation under its corporate name in perpetuity;
- (b) To sue and be sued in its corporate name;
- (c) To have a corporate seal and to alter the same at pleasure; provided, however, that the use of a corporate seal or an impression thereof shall not be required upon, and shall not affect the validity of, any instrument whatsoever;

(d) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible;

(e) To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof, provided, however, that a vote of two-thirds (2/3) of the vote of the members is required before any such action to encumber the common area(s) is undertaken;

(f) To carry out its purposes in this state and elsewhere;

(g) To acquire, hold, own and vote, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation;

(h) To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation;

(i) To make by-laws for the government and regulation of its affairs;

(j) To cease its activities and to dissolve and surrender its corporate franchise, provided, however, that a vote of two-thirds (2/3) of the vote of the members is required before any such action is undertaken;

(k) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed; provided, however, that the Corporation shall not, by implication or construction, be deemed to possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration of its members as such, but this provision shall not be deemed to prohibit reasonable compensation to members for services actually rendered; nor shall the Corporation be prohibited from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members.

ARTICLE III

Limitation of Powers

1. The Corporation shall not issue capital stock.
2. The Corporation must receive sixty percent (60%) or more of its gross income from membership dues, fees or assessments from the Owners.
3. The Corporation must make ninety percent (90%) or more of its expenditures for the acquisition, construction, management, maintenance, and care of Corporation property.

4. Upon dissolution of the Corporation, no member, director, officer, or any private individual will be entitled to share in the distribution of the Corporation's assets. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Judge of the Circuit Court of Monroe County, Indiana, exclusively for such purposes, or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Resident Agent and Principal Office

1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is: Lee Marchant, 3800 Gifford Road, Bloomington, Indiana 47403.

2. Principal Office. The post office address of the principal office of the Corporation is: 3800 Gifford Road, Bloomington, Indiana 47403

ARTICLE VI

Membership

1. Classes. There shall be one class of members and the qualification of membership shall be ownership of a home in Sugarberry Court at Ridgefield, a planned unit development in the City of Bloomington, Monroe County, Indiana.

2. Rights, Preferences, Limitations and Restrictions of Classes. All members shall have equal powers.

3. Voting Rights of Classes. Each home shall have one vote, the exercise thereof to be decided among the owners of the home. No vote shall be cast unless all assessments and dues on said home are current.

ARTICLE VII

Directors

1. Number of Directors. The initial Board of Directors shall be composed of three (3) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be seven (7). Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation: AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>Building or Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Lee J. Marchant	3818 Devonshire Lane	Bloomington	IN	47408
Maureen A. Marchant	3818 Devonshire Road	Bloomington	IN	47408
Carolyn Spencer	4727 W. Brown Road	Ellettsville	IN	47429

ARTICLE VIII

Incorporator

<u>Name</u>	<u>Building or Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Lee J. Marchant	3818 Devonshire Lane	Bloomington	IN	47408

ARTICLE IX

Statement of Property (If Any)

A statement of the property and an estimate of the value thereof, to be taken over by this Corporation at or upon its incorporation are as follows: The Corporation shall take over certain real estate located in Sugarberry Court at Ridgefield, a subdivision of the City of Bloomington, in Monroe County, State of Indiana, which area has been reserved upon the plat or plats of the subdivision of Sugarberry Court at Ridgefield, the estimates value of which is \$10,000.00.

ARTICLE X

Provision for Regulation and Conduct
Of the Affairs of Corporation

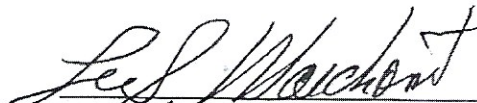
Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the directors or of the members or any class or classes of members, are as follows: The regulation and the conduct of the affairs of this Corporation, and the creation, definition, limitation and regulation of the powers of the Corporation, other than specifically set forth hereinabove, shall be accomplished by the "By-laws" of the Corporation, which shall be adopted by the Board of Directors of the Corporation, pursuant to law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article VIII, executes these Articles of Incorporation and certifies to the truth of the facts there stated this 3 day of Aug, 2005.



Lee J. Marchant

I affirm under the penalties for perjury that the above and foregoing representations are true and correct to the best of my knowledge and belief.



Lee J. Marchant

This Instrument Prepared By:

Frank A. Barnhart
BARNHART, STURGEON & SPENCER
P.O. Box 1234
Bloomington IN 47402
(812) 332-9476