

ARTICLES OF INCORPORATION

OF

GENTRY QUARTERS HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, 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"), executes the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is GENTRY QUARTERS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

Purpose

The purposes for which the Corporation is formed are: To provide for the maintenance, repair, replacement, administration and operation of the "Property" as such term is defined in a certain Declaration of Condominium heretofore filed or to be filed with the Office of the Recorder of Monroe County, Indiana, by Gentry Quarters Development Co., Inc., as Declarant, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and for these purposes to:

(A) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the By-Laws and Declaration;

(B) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the By-Laws of the Corporation; 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;

(C) acquire (by gift, purchase or otherwise), hold, own, 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;

(D) borrow money, and pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) dedicate, sell or transfer all or any part of the Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Administrators;

(F) have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Indiana by law may now or hereafter have or exercise.

The foregoing purposes shall also be construed to be powers, provided, however, that no part of the net earnings of the Corporation shall ever inure to the benefit of any member except (i) to pay the cost of acquiring, constructing, managing, maintaining or caring for "Property", and (ii) to refund excess dues, fees or assessments.

ARTICLE III.
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV.
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is: Ben A. Beard, 2200 East Pointe Road, Bloomington, Indiana 47401.

Section 2. Principal Office. The post office address of the principal office of the Corporation is: 2200 East Pointe Road, Bloomington, Indiana 47401.

ARTICLE V.
Membership

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustee or Incorporators may be included in the Membership.)

Section 1. Classes (if any). There shall be one class of members; membership shall be determined in accordance with the Code of By-Laws.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes. NONE

Section 3. Voting Rights of Classes. The voting rights of the members shall be as set forth in the Code of By-Laws.

ARTICLE VI.
Directors

Section 1. Number of Directors. The Corporation shall be governed by a Board of Administrators which shall fulfill the function of a Board of Directors. The initial Board of Administrators is composed of three (3) members. The minimum number of Administrators shall be three (3) and the maximum number shall be fifteen (15). Provided, however, that the exact number of Administrators 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).

Section 2. Names and Post Office Addresses of the Initial Board of Administrators are:

<u>Name</u>	<u>Number & Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Ronald J. Killion	2200 E. Pointe Rd.	Bloomington	IN	47401
Charles W. Langley	2200 E. Pointe Rd.	Bloomington	IN	47401
Ben A. Beard	2200 E. Pointe Rd.	Bloomington	IN	47401

ARTICLE VII.
Incorporator(s)

Section 1. The name and Post Office Address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Ben A. Beard	2200 E. Pointe Rd.	Bloomington	IN	47401

ARTICLE VIII.
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, is as follows: NONE

ARTICLE IX.
Provisions 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 the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the administrators or the members of any class or classes of members are as follows: The Code of By-Laws of Gentry Quarters Homeowners Association, Inc., attached hereto, are hereby incorporated by reference thereto.

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

IN WITNESS WHEREOF, I the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 25th day of September, 1986.

Ben A. Beard

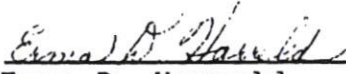
(Written Signature)

Ben A. Beard

(Printed Signature)

STATE OF INDIANA)
) SS:
COUNTY OF MONROE)

Subscribed and sworn to before me, a Notary Public, in and for said County and State, this 25th day of September, 1986, at which time Ben A. Beard, personally appeared and acknowledged the execution of the above and foregoing Articles of Incorporation to be a voluntary act and deed.


Erma D. Harreld, Notary Public
A Resident of Monroe County, IN

My Commission Expires:

June 3, 1989

This Instrument Prepared By
Michael L. Carmin, Attorney at Law
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