

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
02/02/2021 01:20 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Code.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 202102021458637
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME GEIST WOODS ESTATES HOMEOWNERS' ASSOCIATION, INC.
PRINCIPAL OFFICE ADDRESS P. O. Box 234, McCordsville, IN, 46055, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

REGISTERED AGENT TYPE Individual
NAME Robert Holzbach
ADDRESS 6876 W Glory Maple Drive, McCordsville, IN, 46055, USA
SERVICE OF PROCESS EMAIL geistwoodsestateshoa@gmail.com

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted.

ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE

PERIOD OF DURATION Perpetual
EFFECTIVE DATE 02/02/2021
EFFECTIVE TIME 12:50PM

ARTICLES OF INCORPORATION
OF
GEIST WOODS ESTATES HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of Indiana Code § 23-17-1-1 *et seq.*, as amended (the "Act"), hereby executes the following Articles of Incorporation ("Articles"):

ARTICLE I
Name

The Corporation's name is Geist Woods Estates Homeowners' Association, Inc.

ARTICLE II
Classification of Corporation

The Corporation is a nonprofit mutual benefit corporation.

ARTICLE III
Purposes and Powers

Section 3.1. Purposes. The purposes for which the Corporation is formed are:

(a) To exercise all powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Geist Woods Estates recorded in the Office of the Recorder of Hancock County, Indiana on January 25, 2007, as Instrument Number 070001120 with respect to the real estate bound thereby ("Declaration"), as the same may be amended from time to time. In the event of a conflict between the Declaration and the Articles, the Declaration shall control.

(b) To fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the Corporation's By-Laws; 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) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, and/or maintain any real or personal property which is held in title by the Corporation.

(d) To borrow money, and with the assent of the members as provided for in the By-Laws, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To enter into agreements with individuals, entities, or governmental bodies for the management, maintenance, and betterment of the real property described in the Declaration.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles.

(g) The foregoing purposes shall also be considered powers, and the purposes and powers expressed above shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of said sections being regarded as creating independent purposes and powers. The enumeration of specific purposes and powers in any such sections shall not be construed as limited or restricting in any manner either the meaning of general terms used in any such sections, or the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

(h) The Corporation is formed exclusively for purposes for which a corporation may be formed under the Act and not for the purpose of or resulting in the pecuniary remuneration of its members as such; provided, however, this shall not prohibit the Corporation from being authorized to pay reasonable compensation to its members, officers, or directors for services actually rendered to or for the Corporation in carrying out one or more of its purposes.

Section 3.2. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles, the Corporation shall have the power:

(a) To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise, and enjoy in furtherance of the purposes herein set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

ARTICLE IV
Distribution of Assets on Dissolution

In the event of the complete liquidation, dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Judge of the Circuit or Superior Courts of Hancock County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

Section 6.1. The name and address of the Registered Agent in charge of the Corporation's principal office is Robert Holzbach, 6876 W. Glory Maple Drive, McCordsville, Indiana 46055.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is: P.O. Box 234, McCordsville, Indiana 46055.

ARTICLE VI
Members

Section 7.1. Members. The Corporation shall have two (2) classes of members as set forth in the Declaration of the Corporation as the same are amended from time to time; however, the Class B membership has ceased and terminated by virtue of time.

Section 7.2. Voting Rights of Members. Each member shall have the voting rights set forth in the Declaration of the Corporation as the same are amended from time to time.

ARTICLE VII
Board of Directors

Section 8.1. Number and Term of Office. Upon incorporation, the initial Board of Directors shall consist of three (3) directors. Thereafter, the number of directors shall be as specified in or fixed in accordance with the By-Laws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The term of office of a director shall be as specified in the By-Laws. Directors may be elected for successive terms. Terms of office of directors may be staggered as specified in the By-Laws.

Section 8.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the By-Laws of the Corporation, the Declaration, or required by law.

Section 8.3. Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

<u>Names</u>	<u>Addresses</u>
Robert Holzbach	6876 W. Glory Maple Dr., McCordsville, IN 46055
Lynne Bushlack	6764 W. May Apple Dr., McCordsville, IN 46055
Emi Kreklau	6532 W. Silverthorne Dr., McCordsville, IN 46055

Section 8.4. Removal of Member of Board of Directors. Any Director may be removed with or without cause pursuant to the By-Laws, and any departing Directors shall be replaced in accordance with the By-Laws and shall serve for the remainder of the term of the departing Director.

ARTICLE IX
Name and Address of Incorporator

The name and address of the incorporator of the Corporation is Robert Holzbach, 6876 W. Glory Maple Drive, McCordsville, Indiana 46055.

ARTICLE X
Indemnification

Section 10.1. Rights to Indemnification and Advancement of Expenses. Every person who is or was an incorporator, director, officer, or employee of this Corporation or of any other corporation for which he is or was serving in any capacity at the request of the Corporation shall be indemnified by this Corporation against any and

all liability and expense that may be incurred in connection with or resulting from or arising out of any claim, action, suit, or proceeding, provided that such person is wholly successful with respect thereto or acted in good faith in what was reasonably believed to be in or not opposed to the best interest of this Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful and he was acting in accordance with the By-Laws, these Articles, and other rules and regulations of the Corporation. As used herein, "claim action, suit, or proceeding" shall include any claim, action, suit, or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise), civil, criminal, administrative, or investigative, whether actual, or threatened, or in connection with an appeal relating thereto, whether formal or informal, in which an incorporator, director, officer, or employee of this Corporation may become involved, as a party or otherwise,

(a) by reason of his being or having been an incorporator, director, officer, or employee of this Corporation or such other corporation; or

(b) by reason of any past or future action taken or not taken by him in any such capacity, whether or not he continues to be such at the time such liability or expense is incurred.

The terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements, amounts of judgments, fines or penalties, and amounts paid in settlement by or on behalf of an incorporator, director, officer, or employee of the Corporation. The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an incorporator, director, officer, or employee of the Corporation did not meet the standards of conduct set forth in this section.

Any such incorporator, director, officer, or employee of the Corporation who has been wholly successful with respect to any such claim, action, suit, or proceeding shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation but only if: (i) the Board of Directors acting by a quorum consisting of Directors who are not parties to or who have been wholly successful with respect to such claim, action, suit, or proceeding shall find that the incorporator, director, officer, or employee of the Corporation, as applicable, has met the standards of conduct set forth herein; (ii) where a quorum cannot be obtained under (i) above, by a majority vote of a committee designated by the Board of Directors consisting solely of at least two (2) directors not at the time parties to the proceeding; (iii) special legal counsel shall deliver to the Corporation their written opinion that such incorporator, director, officer, or employee of the Corporation has met such standards of conduct; or (iv) approved by vote of the members in accordance with the By-Laws.

If several claims, issues, or matters of action are involved, any such person may be entitled to indemnification as to some matters even though he is not entitled as to other matters.

The Corporation may advance expenses to or, where appropriate, may at its expense, undertake the defense of any such director, officer, or employee of the Corporation if: (i) such incorporator, director, officer, employee, or member furnishes the Corporation with a written affirmation of such person's good faith belief that such person has met the standard of conduct required for indemnification; (ii) such incorporator, director, officer, employee, or member furnishes the Corporation with a written undertaking, executed personally or on such person's behalf, to repay an advance if it is ultimately determined that such person did not meet the standard of conduct required for indemnification; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under these Articles.

A person who is a party to a proceeding may not apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for a finding that said person should be indemnified pursuant to these Articles.

The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act during, before, or after the adoption hereof.

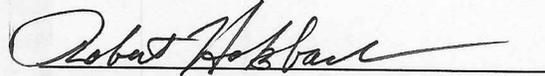
The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law and shall inure to the benefit of the heirs, executors, and administrators of any such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an incorporator, director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as an incorporator, director, officer, employee, or agent of another corporation, against any liability asserted against him and incurred by him in any capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section or otherwise.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent federal tax laws. The provisions of, and the rights of any obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in Indiana Code § 34-6-2-127, as amended.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles and verifies subject to penalties of perjury that the facts contained herein are true.

Dated this 2nd day of February 2021.


Robert Holzbach

This instrument was prepared by:

Stephen R. Donham, Esq.
Thrasher Buschmann & Voelkel, P.C.
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151 North Delaware Street
Indianapolis, Indiana 46204