

**State of Indiana**  
**Office of the Secretary of State**

**Certificate of Amendment**

To whom these presents come, Greeting:

I, Evan Bayh, Secretary of State of Indiana, hereby certify that HIDDEN VALLEY LAKE PROPERTY OWNERS ASSOCIATION, INC. a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, Articles of Amendment showing an amendment to the articles of incorporation of said company, in accordance with the Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1).

WHEREAS, upon due examination, I find that they conform to law:

NOW, THEREFORE, I, Evan Bayh, Secretary of State, hereby certify that I have this day endorsed my approval upon all copies of Articles so presented, and, having received the fees required by law, have filed one copy of the Articles in this office and returned the remaining copies bearing the endorsement of my approval to the Corporation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 27th day of July, 1987.

Evan Bayh, Secretary of State.

**Articles of Amendment of the Articles of Incorporation of  
Hidden Valley Lake Property Owners Association, Inc.**

William W. Mountsier and Daniel Delany of the above named corporation respectfully show that:

1. The above named corporation was organized or reorganized under the General Not-For-Profit Corporation Act, approved March 7, 1935 / The Indiana Not-For-Profit Corporation Act of 1971, approved September 2, 1971 on February 28, 1982.
2. The above named corporation, upon the proposal of its board of directors, by resolution duly adopted by said board of directors setting forth the proposed amendment and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members, and upon the adoption thereof by said members at such a meeting as provided by law and as hereinafter more specifically set out, does hereby by William W. Mountsier its President and Daniel Delany, Secretary execute and acknowledge the following Articles of Amendment of its Articles of Incorporation:

**Amended of its Articles of Incorporation:**

**ARTICLE I**

The name of the Corporation is HIDDEN VALLEY LAKE PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II**

The purposes for which the Corporation is formed are:

- A. To exercise the powers and functions granted to it in or pursuant to the restrictions and covenants set forth in the contracts and/or deeds wherein Hidden Valley Lake, Inc., was the vendor or grantor of certain lots in the Hidden Valley Lake Subdivision located in Dearborn County, Indiana.
- B. In accordance with the restrictions as set forth in the aforesaid contracts and/or deeds, to promulgate rules and regulations for the use of all streets, rights-of-way, common lands, parks, recreational facilities, swimming pools, etc., which said rules and regulations shall be binding upon all shareholders of this Corporation, their families, guests and invitees.
- C. To provide for the collection and payment of all taxes and/or assessments, if any, that may be levied by a political subdivision upon any of the assets of the Corporation, real or personal, owned by the Corporation.
- D. To establish, enforce and collect such charges as may be assessed by the Corporation against members for the purpose of raising funds to pay the expenses of the Corporation, whether the same be for maintenance of property or for the welfare of the residents in Hidden Valley Lake Subdivision.
- E. To provide for the maintenance of parks, recreational facilities and other community enterprises or improvements that may be conveyed to the Corporation or acquired by the Corporation in any manner.
- F. To enter into such contracts with the Hidden Valley Lake, Inc., its successor and/or assigns, for the acquisition of land on which streets, the parks or any other recreational facility or lakes are situated with reference to the cost of maintenance and the operation of the same.
- G. To accept the titles from Hidden Valley lake, Inc., or any other person(s) for such lands on which said streets, parks, recreational facilities, lakes, or any other improvements for the general benefit of the Corporation.
- H. To promulgate rules and regulations controlling the construction of improvements on lots within Hidden Valley Lake Subdivision, as the same now, or hereafter exists.
- I. To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all the rights, powers, privileges and immunities granted, and not expressly denied, by The Indiana General Not-For-Profit Corporation Act of 1971, as now or hereafter amended, and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, but subject to any limitation or restriction imposed by the Indiana General Not For Profit Corporation Act of 1971, by any other law or by these Articles of Incorporation.
- J. Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Corporation.

### **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 Resident Agent in charge of the Corporation's principal office is Robert J. Ewbank, 114 West High Street, Lawrenceburg, IN 47025.

**Section 2. Principal Office.** The post office address of the principal office of the Corporation is 19325 Schmarr Drive, Lawrenceburg, IN 47025.

## **ARTICLE V MEMBERSHIP**

**Section 1. Classes.** There shall be three classes of membership.

**Class A. Lot Owners.** Each person, firm or corporation shall be entitled to one membership for each lot in Hidden Valley Lake Subdivision standing in his, her or its name in the records of Hidden Valley Lake Property Owners Association, Inc. For purpose of determining membership in this Corporation, the person first named as purchaser and/or grantee on the instrument under which he claims interest shall be considered the owner. There shall be no fractional memberships.

**Class B. Associate Membership.** Each person, firm or corporation specifically granted membership and limited to rights as set forth in the By-Laws of this Corporation or a Resolution of the Board of Directors granting membership to such person or groups of persons.

**Class C. Honorary Membership.** Each person, firm or corporation specifically granted membership and limited to rights as set forth in the Resolution of the Board of Directors granting membership to such person.

**Section 2. Voting Rights of Classes.**

Voting rights on all matters to come before any regular or special meeting of the Property Owners Association shall be in the hands of the Class A Lot Owners membership.

Each Class A member shall be eligible to vote in the affairs of the Corporation, provided however that at the time of said meeting all financial obligations of the member to the Corporation have been met in full and the member is not then under suspension by action of the Board of Directors.

Each eligible Class A member shall be entitled to one vote for the first lot standing in his, her or its name in the records of the Hidden Valley Lake Property Owners Association, Inc., and to one additional vote for each subsequent lot standing in his, her or its name, on which membership dues for the twelve-month period immediately preceding the meeting have been paid.

## **ARTICLE VI DIRECTORS**

**Section 1. Number of Directors.** The initial Board of Directors is composed of five (5) members. If the exact number of Directors is not stated, the minimum shall be three (3) and the maximum number is nine (9). 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).

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

Jack Matthews, 2344 Matterhorn Drive, Lawrenceburg, Indiana 47025

William W. Mountsier, 2275 Matterhorn Drive, Lawrenceburg, Indiana 47025

Robert Kelly, 2391 Golf View Court, Lawrenceburg, Indiana 47025

Sammy A. Gutzwiller, 145 Fairway Drive, Lawrenceburg, Indiana 47025

James McCullough, 1887 Aqua Vista Drive, Lawrenceburg, Indiana 47025

Such members of the first Board of Directors shall serve until the next annual meeting of the members, at which time, and at each annual meeting thereafter, members of the Board of Directors shall be elected by the vote of the members entitled to cast votes according to the provisions of Article V above, said Directors shall serve until the next annual meeting of members and until their successors are elected and qualified.

## **ARTICLE VII PRESIDENT AND SECRETARY**

**Section 1. Names and Post Office Addresses.** The name and post office address(es) of the President and Secretary of the Corporation is (are) as follows:

Jack Matthews, 2344 Matterhorn Drive, Lawrenceburg, Indiana 47025

Robert Kelly, 2391 Golf View Court, Lawrenceburg, Indiana 47025

## **ARTICLE VIII STATEMENT OF PROPERTY**

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: is more than \$1,000.00.

## **ARTICLE IX PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION**

**Section 1.** 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 or the members shall be as from time to time set forth in the By-Laws of this Corporation, SUBJECT HOWEVER:

A. To any limitations or restrictions imposed by law or by these Articles of Incorporation or by the By-Laws of this Corporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without prior authorization or subsequent approval by the members of the Corporation:

B. To the power to make, alter, amend or repeal the By-Laws and rules and regulations for the conduct of the affairs of the Corporation, including the power to establish officers of the Corporation and to elect such officers for such terms, in such manner and to perform such duties as it may determine in its sole discretion, shall be vested in the Board of Directors of the Corporation; Provided, however, that no act of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation or any provision of law;

C. All meetings of members and Directors may be held at any place within a radius of fifty (50) miles from the main entrance of Hidden Valley Lake Subdivision whether said place be within or without the State of Indiana, provided only that such place shall be stated in the notice of such meeting.

D. No member of the Corporation shall receive any earnings, compensation or payment from the Corporation, except reasonable compensation for services actually performed in furtherance of the purposes of the Corporation as an officer, Director or employee and except also payment to a member of principal and interest thereon on moneys loaned or advanced to the Corporation to the extent permitted by Law.

E. No gift or other contribution to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is consistent with the purposes of the Corporation as stated herein.

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.

3. (A) The above amendment was adopted in the following manner by the Board of Directors:

The Board of Directors of the Corporation at a duly called special meeting of said board held on March 23, 1984 at Chalet – Hidden Valley Lake, Lawrenceburg, IN, adopted the following resolution of Articles of Amendment of the Articles of Incorporation of said Corporation:

Be it resolved that the proposed Amendment to the original Articles of Incorporation (H. I.) be submitted to the general membership of the Hidden Valley Lake Property Owners Association at the Annual Meeting to be held on the 11th day of April, 1984 and further that a copy of the proposed Amendment be sent to each member with an explanation of said amendment at least three (3) weeks prior to said meeting.

Be it further resolved, that this proposed amendment be submitted to a vote of the members entitled to vote thereon at an Annual Meeting, to be held on the 11th day of April, 1984, at Chalet – Hidden Valley Lake Property Owners Association, Lawrenceburg, IN, 47025 and the secretary is hereby directed to give Notice thereof as required by law.

3. (B) At the members' meeting the members entitled to vote in respect to said Amendment to the Articles of Incorporation, upon the call and notice required by law, did adopt the above amendments by the affirmative vote of at least a majority of the members entitled to vote thereon.

### **Membership Vote with Respect to the Proposed Amendment**

The number of Members entitled to vote in respect of such Articles of Acceptance, the Members voting in favor of the adoption of such Articles of Acceptance, and the Members voting against such adoption are as follows:

Members entitled to vote: 623

Members voted in favor: 588

Members voted against: 35

The Articles of Amendment as voted upon on the 11th day of April, 1984 was ratified by the membership on April 25, 1984 by a vote of 140 in favor and 0 against.

### **Compliance with Legal Requirements**

The manner of the adoption of such 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.

In witness whereof the undersigned William W. Mountsier (President) and Daniel Delany (secretary) respectively, of said corporation have unto set their hand and seal this 27th day of May, 1987.

STATE OF INDIANA, COUNTY OF DEARBORN

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Before me, Robert J. Ewbank, a notary public in and for said county and state, personally appeared William W. Mountsier and Daniel Delany well know to me to be the President and Secretary respectively, of the above-named corporation and severally acknowledge the execution of the foregoing Articles of Amendment.

Robert J. Ewbank, Notary Public. My commission expires January 28, 1991.

