

APPROVED AND FILED  
CONNIE LAWSON  
INDIANA SECRETARY OF STATE  
02/12/2019 02:08 PM

**ARTICLES OF AMENDMENT**

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

BUSINESS ID 197203-021  
BUSINESS TYPE Domestic Nonprofit Corporation  
BUSINESS NAME HIDDEN VALLEY LAKE PROPERTY OWNERS ASSOC INC  
PRINCIPAL OFFICE ADDRESS 19325 SCHMARR DRIVE, Lawrenceburg, IN, 47025, USA  
DATE AMENDMENT WAS ADOPTED 02/12/2019

**EFFECTIVE DATE**

EFFECTIVE DATE 02/12/2019  
EFFECTIVE TIME 04:14PM

**ARTICLE III - PERIOD OF DURATION**

DATE OF ADOPTION 02/08/2019  
EXPIRATION DATE Perpetual

**ARTICLE IV - CORPORATION TYPE AND MEMBERSHIP**

DATE OF ADOPTION 02/08/2019  
TYPE OF CORPORATION Mutual benefit corporation (all others)  
WILL THE CORPORATION HAVE MEMBERS? Yes  
DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION  
To the members

**ARTICLE IV - PRINCIPAL OFFICE ADDRESS**

DATE OF ADOPTION 02/08/2019  
PRINCIPAL OFFICE ADDRESS 19325 SCHMARR DRIVE, Lawrenceburg, IN, 47025, USA

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**ARTICLE I - BUSINESS NAME CHANGE**

DATE OF ADOPTION 02/08/2019  
NEW BUSINESS NAME Hidden Valley Lake Property Owners Association, Inc.

**ARTICLE IV - CURRENT REGISTERED AGENT**

DATE OF ADOPTION 02/08/2019  
REGISTERED AGENT TYPE Individual  
NAME Robert J Ewbank  
ADDRESS 114 W High St., Lawrenceburg, IN, 47025, USA  
SERVICE OF PROCESS EMAIL rewbank@ewbankkramer.com

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

**SIGNATURE**

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE MANNER OF THE ADOPTION OF THE ARTICLES OF BUSINESS 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 BYLAWS OF THE CORPORATION.

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS AMENDMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **February 12, 2019**.

SIGNATURE Jared J. Ewbank  
TITLE Legal Representative

Business ID : 197203-021  
Filing No. : 8181729

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
HIDDEN VALLEY LAKE PROPERTY OWNERS  
ASSOCIATION, INC.**

**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 Owner's: Each person, firm or corporation shall be entitled to one membership for each lot in Hidden Valley Lake Subdivision standing in his, hers, or its name in the records of Hidden Valley Lake Property Owners Association Inc. and for which membership dues are paid. For purpose of determining membership in this Corporation each person named as purchaser and/or grantee on the instrument under which he or she claims interest shall be considered an owner of the lot yet there is still only one membership per lot. There shall be no fractional membership.

Class B. Associate Membership. Each person, firm or corporation specifically granted membership and limited to rights as set forth in the 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, firm, or corporation.

## 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. Any person's name appearing as owner on the instrument under which ownership is claimed is entitled to cast the one vote entitled to that Class A membership.

Each Class A membership 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 membership to the Corporation have been met in full and the membership is not then under suspension by action of the Board of Directors.

Each eligible Class A membership 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. for which membership dues are paid and to one additional vote for each subsequent lot standing in his, her or its name, on which membership dues are paid for the twelve month period immediately preceding the meeting.

## **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 number shall be three (3) and the maximum number shall be 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). Any person named as an owner on the document of lot ownership for the Class A membership can hold a position of Director on the Board of Directors. However, no Class A membership shall be represented by more than one Director on the Board. Under no circumstances can a person elected as Director use a proxy to vote even if it is a co-owner of the lot under which the Class A membership is claimed.

## **ARTICLE VII PRESIDENT AND SECRETARY**

Intentionally deleted

## **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 inconsistent with the purposes of the Corporation as stated herein.

F. Spending definitions and constraints:

**Maintenance:** Includes, but is not limited to, all necessary expenses to maintain but not replace community amenities such as buildings and roads. Maintenance also includes, but is not limited to, replacing certain items such as the pool liner and necessary vehicles for use by the maintenance department and deputies.

**New Amenity:** Something in addition to existing amenities such as another swimming pool or shelter where one did not exist previously.

**Replacement of an existing amenity:** Replacing an existing amenity sometimes becomes necessary due to age and condition. The replacement is sometimes different from the original and the cost may be considerable.

The Corporation's Annual Budgeted Income does not include any special assessment income such as the temporary golf course assessment and does not include the budgets of any sub-corporations such as the golf course.

Any new, replacement, or individual maintenance item of the Corporation or any sub-corporation costing over fifteen percent (15%) of the annual budgeted income must be approved in advance by those members who are eligible to vote. Approval is not required in the case of an emergency.

The total of all new and replacement projects to be completed within the same calendar year shall not exceed fifteen percent (15%) of the Corporation's annual budgeted income unless first approved by those members eligible to vote.

