

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

CERTIFICATE OF AMENDMENT

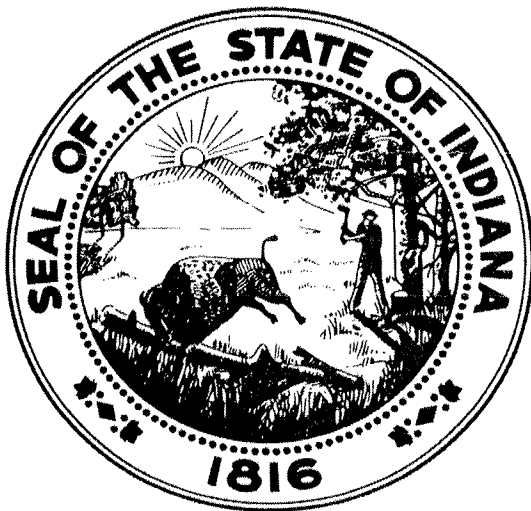
of

**PINE LAKE LAND OWNERS' ASSOCIATION, INC.**

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, March 23, 2015.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 23, 2015.



*Connie Lawson*

CONNIE LAWSON,  
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R13 / 8-14) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts, 2014

CONNIE LAWSON
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

2015 MAR 23 PM 3:03

Indiana Code 23-17-17-1 et seq.

- INSTRUCTIONS: 1. Use 8 1/2" x 11" white paper for attachments.
2. Present original and one copy to address in upper right corner of this form.
3. Please TYPE or PRINT.
4. Please visit our office on the web at www.sos.in.gov.

FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended
Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

APPROVED AND FILED
Connie Lawson
IND. SECRETARY OF STATE

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is: Pine Lake Land Owners' Association, Inc.

SECTION 2: The date of incorporation of the Corporation is (month, day, year): June 16, 2014

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is: Pine Lake Land Owners' Association, Inc.

SECTION 4
The exact text of Article(s) Articles I through IX of the Articles of Incorporation is now as follows.
SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECTION 5
The date of adoption of the amendment to the Article(s) I through IX was October 18, 2014.

**ARTICLE II - MANNER OF ADOPTION AND VOTE**

**SECTION 1: Action by Board of Directors**

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

- At a meeting held on October 18, 20 14, at which a quorum of such Board was present.
- By written consent executed on \_\_\_\_\_, 20 \_\_\_\_\_, and signed by all members of such Board.

**SECTION 2: Action by members**

**IF APPROVAL OF MEMBERS WAS NOT REQUIRED:**

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes  No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes  No

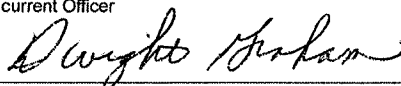
IF APPROVAL OF MEMBERS WAS REQUIRED:	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE				
MEMBERS OR DELEGATES VOTED IN FAVOR				
MEMBERS OR DELEGATES VOTED AGAINST				

- The manner of the adoption of the 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.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Required if registered agent information was updated:

- By checking the box, the signator(s) represent(s) that the registered agent named in the application has consented to the appointment of the registered agent.

Signature of current Officer 	Printed name of Officer Dwight Graham
Title of Officer President	

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**PINE LAKE LAND OWNERS' ASSOCIATION, INC.**

The above corporation (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), adopts, approves, and executes the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is the: **Pine Lake Land Owners' Association, Inc.**

**ARTICLE II**

**Purposes and Powers**

Section 2.1. Purposes. The purposes for which the Corporation is formed are to serve as a homeowners association for the property owners owning lots or parcels within the former boundaries of The Indiana Baptist Assembly in LaPorte County, Indiana, which purposes shall include, but not be limited to, the following:

- (a). To promote and develop the health, safety, common good, and social welfare of the owners of lots or parcels within the former boundaries of The Indiana Baptist Assembly;
- (b). To provide for the use, maintenance, repair, replacement, administration, and operation of the common areas owned by the Corporation; and
- (c). To engage in other activities which will actively foster, promote and advance the common interest of the owners of lots or parcels within the former boundaries of The Indiana Baptist Assembly, and the surrounding neighborhood community.

Section 2.2. Powers. The Corporation shall have: (a) all powers now or hereafter authorized or vested in corporations pursuant to the provisions of the Act; (b) all powers now or hereafter vested in corporations by common law or any other statute or act; and (c) all powers authorized by or vested in the Corporation by provisions of these Articles or by the provisions of the By-Laws as may be from time to time in effect.

Section 2.3 Limitation of Activities. The Corporation shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to members for services actually rendered nor prohibit the Corporation from charging a fee for services rendered.

Section 2.4 No Private Benefit. No money or property received or held by the Corporation shall inure, directly or indirectly, to the private benefit of any member, director, or officer of the Corporation.

**ARTICLE III**  
**Type of Corporation**

The Corporation shall be a non-profit mutual benefit corporation which will own and maintain certain common areas within the former boundaries of The Indiana Baptist Assembly. The Corporation shall collect dues and expend monies for the common good and provide governance for members of the Corporation.

**ARTICLE IV**  
**Registered Agent and Principal Office**

Section 4.1. Registered Agent and Office. The name of the Corporation's Registered Agent is Paul M. Kohlhoff. The address of the Corporation's Registered Office is 502 Greenwich Street, Valparaiso, Indiana 46383.

The Signator represents that the Registered Agent named above has consented to the appointment of Registered Agent.

Section 4.2. Principal Office. The post office address of the Corporation's principal office is P.O. Box 1394, LaPorte, Indiana 46352.

**ARTICLE V**  
**Membership**

Section 5.1. Classes. The Corporation shall have one class of members, namely Class A. Any owner owning and interest in land within the former boundaries of The Indiana Baptist Assembly shall automatically be eligible for membership in the Corporation upon payment of the required membership dues.

Section 5.2. Voting Rights. Class A members in good standing shall be entitled to only one (1) vote regardless of the number of lots or parcels owned within the former boundaries of The Indiana Baptist Assembly.

Section 5.3. Definition of "Owner". The term "owner" means a person, firm, corporation, partnership, association, trust or other legal entity, or any combination thereof, that owns an interest in the fee simple title to a lot or parcel of land within the former boundaries of The Indiana Baptist Assembly.

Section 5.4. Meetings of Members. Meetings of members shall be held at such place, within the State of Indiana, as may be authorized by the By-Laws, or designated by the Board of Directors.

**ARTICLE VI**  
**Directors**

Section 6.1. Authority. The management of the property, affairs, business and activities of the Corporation shall be supervised and directed by the Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation, and the By-Laws of the Corporation.

Section 6.2. Number of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) directors. All directors must be members of the Corporation in good standing.

Section 6.3. Meetings of Directors. Meetings of directors shall be held at such place, within the State of Indiana, as may be authorized by the By-Laws, or designated by the Board of Directors.

Section 6.4. Initial Board of Directors. The initial Board of Directors of the Corporation shall be: Dwight Graham, Ken Gudino, Brian Dragos, Teri Smith, John Forney, Ann Pickering, Lou King, Bonnie Oberholtzer, and Denise Cook, whose business mailing address is P.O. Box 1394, LaPorte, Indiana 46352. Upon incorporation, the directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Corporation, by (a) appointing officers, (b) adopting By-Laws, and (c) carrying out any other business brought before the meeting.

**ARTICLE VII**  
**Indemnification**

Section 7.1. Indemnification. Every person who is or was a director of the Corporation (as defined in Ind. Code §23-17-16-2) shall be indemnified by the Corporation against all liability and reasonable expenses incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-17-16-12 to have met the standard of conduct specified in Ind. Code §23-17-16-8. Subject to the requirements of Ind. Code §23-17-16-10, the Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-17-16-12 to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director.

Section 7.2. Non-Liability of Directors. Every person who is or was a director of the Corporation shall not be liable to the members or the Corporation for any error or mistake of judgment exercised in carrying out their duties and responsibilities as directors, except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify

and hold harmless each of the directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board of Directors on behalf of the Corporation unless any such contract shall have been made in bad faith or contrary to the provisions of the By-Laws or the Articles of Incorporation. It is intended that the directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board of Directors is acting for and on behalf of the Corporation and as its agent. Every contract made by the Board of Directors on behalf of the Corporation shall provide that the Board of Directors is acting as agent for the Corporation and shall have no personal liability thereunder.

**ARTICLE VIII**  
**Incorporator**

The name and address of the Incorporator of the Corporation is Paul M. Kohlhoff, 502 Greenwich Street, Valparaiso Indiana, 46383.

**ARTICLE IX**  
**Distribution of Assets on Dissolution or Final Liquidation**

In the event of the dissolution or liquidation of the Corporation, and after paying or making a provision for the payment of all of the liabilities of the Corporation, including but not limited to (i) advances and loans of Members of the Corporation, and (ii) if so authorized by the Board of Directors, distribution to Members of such amounts as may be authorized by the Act or statute, the Board of Directors shall dispose of all assets of the Corporation exclusively for the purposes of the Corporation as set forth in these Articles in such manner or to such public agency or nonprofit organization whose purposes are substantially similar to those of the Corporation.

Prepared by: Paul M. Kohlhoff, Attorney, 502 Greenwich Street, Valparaiso, Indiana 46383, Phone (219) 465-5669.