

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
HACIENDA VILLAGE, INC.**

RECORDED  
3/16/17  
13

The undersigned, being the secretary of Hacienda Village, Inc., an Indiana nonprofit corporation ("Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, IC § 23-17-1, *et seq.*, as amended, desiring to give notice of action by the Corporation effectuating amendment of certain provisions of the Corporation's articles of incorporation, certifies the following facts:

**ARTICLE 1 OF AMENDMENT**

Section 1. The name of the Corporation following this Amendment to the Articles of Incorporation is Hacienda Village Community Association, Inc.

Section 2. The date of incorporation of the Corporation is January 6, 1959.

Section 3. The text of Corporation's Articles of Incorporation currently in effect is amended and restated as follows:

**ARTICLE I**

**DEFINITIONS**

Section 1. **DEFINITIONS.** The following terms as used in these Articles shall have the meanings stated, unless the context clearly indicates a different meaning is intended:

1.1 **"Act."** The Indiana Nonprofit Corporation Act of 1991 (IC § 23-17 *et. seq.*), as amended.

1.2 **"Articles."** These articles of incorporation as adopted by the Corporation and as approved by the Indiana Secretary of State, and all amendments to those articles.

1.3 **"Assessment."** An annual assessment or a special assessment, and all other sums lawfully assessed against a Lot pursuant to the Restrictive Covenants or the Act.

1.4 **"Board."** The board of directors of the Corporation.

1.5 **"Bylaws."** The bylaws of the Corporation, as adopted by the Corporation, and all amendments to the bylaws.

1.6 *"Corporation."* Hacienda Village Community Association, Inc., an Indiana nonprofit corporation, and its successors and assigns.

1.7 *"Effective Date."* The date the Articles are filed with the Secretary of State.

1.8 *"Director", or in the plural form, "Directors."* Any duly elected director of the Board.

1.9 *"IRC."* The Internal Revenue Code of 1986, as amended.

1.10 *"Lot", or in the plural form, "Lots."* A platted lot in all platted sections in the Subdivision.

1.11 *"Member", or in the plural form, "Members."* A member of the Corporation.

1.12 *"Notice."* Any notice, designation, consent, approval, offer, acceptance, statement, request, or other communication required or allowed under these Articles.

1.13 *"Owner", or in the plural form, "Owners."* The record owner(s), whether one or more persons or entities, of fee simple title to a Lot, including contract sellers, but excluding those having an interest in a Lot merely as security for the performance of an obligation.

1.14 *"Restrictive Covenants."* The Restrictions and Limitations, or the Protective Restrictions, Covenants, Limitations, and Easements (as applicable) for each section of the Subdivision, and any amendments or restatements of them, as recorded in the office of the Recorder of Allen County, Indiana.

1.15 *"Section."* A platted section of the Subdivision, which may be specifically identified by reference to a particular section number or letter.

1.16 *"Subdivision."* All platted sections in Hacienda Village Subdivision, according to the plats as recorded in the office of the Recorder of Allen County, Indiana.

## ARTICLE II

### NAME

The name of the Corporation is Hacienda Village Community Association, Inc.

## ARTICLE III

### PURPOSES AND POWERS

Section 1. *Type of Corporation.* This is a mutual benefit corporation.

Section 2. *Purposes.* The Corporation is organized for the following purposes:

2.1 Engage in activities of an exclusively civic and charitable nature, within the meaning of IRC § 528.

2.2 Encourage interest of the public and individual resident homeowners in the Corporation, as a coordinating and advisory group.

2.3 Promote and foster civic interest programs and protective programs for the residential and recreational areas in the Subdivisions.

2.4 Exercise, promote and protect the privileges and environmental interests of the residents of the Subdivision and members of the Corporation.

2.5 Foster a continuing and healthy interest of the Corporation's members in the community affairs of the Subdivision.

2.6 Develop good citizenship.

2.7 Inquire into civic abuses and proposed property use changes, and to seek protection or reformation of them when appropriate.

2.8 Maintain and repair property owned by the Corporation.

2.9 Promote social welfare, civic betterments, and social improvements.

2.10 Receive and accept property or funds to be administered exclusively for recreational, civic, or charitable purposes, primarily in and for the benefit of the Subdivision and the surrounding vicinity. However, this service area may be expanded if, in the discretion of the Corporation's directors, it is in the best interest of the Corporation to do so, including such civic and charitable purposes that will foster the interests of the Subdivision, and that will protect the property interests and environmental characteristics of the Subdivision.

Section 3. *Statutory Powers.* The powers with which the Corporation is vested, subject to the restrictions which are set forth in Article III, Section 5 and in other provisions of the Articles, shall include all of those powers vested in the Corporation by the provisions of the Act. Such powers shall be exercised by the board of directors to implement the purposes and objectives of the Corporation that are set forth in the provisions of Article III, Section 2.

Section 4. *Specific Powers.* The powers with which the Corporation is vested, subject to the restrictions which are set forth in Article III, Section 5 and in other provisions of the Articles, shall include all of the following powers, rights, and privileges:

4.1 Sue, be sued, complain, and defend in the Corporation's corporate name.

4.2 Make and amend bylaws not inconsistent with the Articles or with Indiana law for managing the affairs of the Corporation.

4.3 Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.

4.4 Sell, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or any part of the Corporation's property.

4.5 Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of, any entity.

4.6 Make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, or other obligations, and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

4.7 Lend money, invest and re-invest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under IC § 23-17-3-3.

4.8 Be a promoter, a partner, a member, an associate, or a manager of any partnership, joint venture, trust, or other entity.

4.9 Conduct the Corporation's activities, locate offices, and exercise the powers granted under Article III inside or outside of Indiana.

4.10 Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents.

4.11 Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes, and for other purposes that further the corporate interests.

4.12 Impose dues, assessments, admissions, and transfer fees upon the Corporation's members.

4.13 Establish conditions for the admission of members, admit members, and issue memberships.

4.14 Carry on a business,

4.15 Purchase and maintain insurance on behalf of any individual who:

4.15.1 Is or was a director, an officer, an employee, or an agent of the Corporation; or

4.15.2 Is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity, or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under the Articles.

4.16 Have and exercise powers of a trustee as permitted by law, including those set forth in IC § 30-4-3-3.

4.17 Do all things necessary or convenient, and not inconsistent with the law, to further the activities and affairs of the Corporation.

4.18 Cease activities of the Corporation, and dissolve and surrender the Corporation's corporate franchise.

4.19 Employ and retain the services of such lawyers, auditors, accountants, and other professional employees of the Corporation in such a manner and upon such terms and conditions as the board of directors may, in the exercise of its discretion, determine is necessary or desirable in the administration of the affairs of the Corporation.

Section 5. *Restrictions Upon Purposes and Powers.* The implementation by the Corporation of the purposes set forth in Article III, Section 2, and the exercise by the Corporation of the powers set forth in Article III, Sections 3 and 4, shall be subject to each of the following restrictions:

5.1 No part of the assets or net earnings of the Corporation shall at any time be utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever for any purposes other than to provide for the acquisition, construction, management, maintenance, and care of the Corporation's property within the meaning of IRC § 528.

5.2 No part of the assets or net earnings of the Corporation shall at any time be utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner in which all or any part of such assets or net earnings might inure to the benefit of any individual member or individual within the meaning of IRC § 528.

5.3 No part of the assets or net earnings of the Corporation shall be at any time utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner for the purpose of supporting or promoting any political campaign on behalf of any candidate for public office.

5.4 No part of the assets or net earnings of the Corporation shall be at any time utilized or distributed, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner which might tend to constitute a prohibited transaction within the meaning of IRC § 503(b).

5.5 No part of the assets or net earnings of the Corporation shall at any time be utilized or distributed, directly or indirectly, to pay pensions or establish pension plans, pension trusts or other benefit or incentive plans for the Corporation's current or former directors, officers, employees and agents.

5.6 After obtaining an exempt status as an organization under the provisions of IRC § 528, no part of the assets or net earnings of the Corporation shall at any time be utilized, distributed, retained, or accumulated, directly or indirectly, and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might tend to jeopardize in any respect the status of the Corporation as an organization exempt from federal income taxation under the provisions of IRC § 528.

5.7 Property disposed of by the Corporation shall be distributed without regard to race, religious belief, or other arbitrary or discriminatory requirements.

5.8 Sixty percent or more of the Corporation's gross income must consist solely of amounts received as membership dues, fees, or assessments from the owners of lots in the Subdivision.

5.9 Ninety percent or more of the Corporation's annual expenditures are to be used for the acquisition, construction, management, maintenance and care of the Corporation's property.

Section 6. *Construction of Purposes and Powers.* It is intended, by the provisions of the Articles, that the Corporation shall be an organization exempt from federal income taxation under the provisions of IRC § 528, and the Articles shall be construed so as to effect such intention.


## ARTICLE IV

### PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

## ARTICLE V

### REGISTERED OFFICE AND REGISTERED AGENT

 Section 7. *Registered Office.* The street address of the initial registered office of the Corporation is 4235 Bello Drive, Fort Wayne, Indiana 46815.

Section 8. *Registered Agent.* The name of the initial registered agent at that registered office is Richard B. Duke.

## ARTICLE VI

### MEMBERSHIP

Section 1. *Membership.* Every Owner automatically is a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Corporation shall have one class of members.

Section 2. *Voting Rights of Members.* Each member shall be entitled to one vote for each Lot owned. The vote for such Lot shall be exercised as its Owners among themselves determine; but in no event shall more than one vote be cast with respect to a Lot.

Section 3. *Rights, Preferences, and Limitations.* Each member shall have the rights and preferences as set forth in the Restrictive Covenants and in the bylaws of the Corporation.

Section 4. *Representatives of Members.* Each member not a natural person may appoint a representative to act for the member by filing a written appointment with the secretary of the Corporation. Upon the death, resignation, or expulsion of any such representative, the member who or which appointed the representative may appoint a successor by giving a written appointment to the Secretary of the Corporation.

Section 5. *Termination of Membership.* Membership in the Corporation shall terminate when a member ceases to be an Owner.

Section 6. *Suspension of Membership Rights.* No member may be expelled from membership in the Corporation for any reason, or have the member's rights suspended or impaired, except to the extent authorized by the Restrictive Covenants or by the bylaws of the Corporation.

## ARTICLE VII★

### DIRECTORS

Section 1. *Number.* The board of directors initially is composed of 13 members. The number of directors shall be prescribed from time to time in the bylaws of the Corporation. However, under no circumstances shall the minimum number of directors be less than 3, or the maximum number of directors be greater than 15.

Section 2. *Names and Addresses of Directors.* The names and addresses of each director of the Corporation are as follows:

NAME	ADDRESS
Edward A. Facks	8519 Fiesta Way Fort Wayne, Indiana 46815
Harriett E. Facks	8519 Fiesta Way Fort Wayne, Indiana 46815
Dennis A. Leininger	4016 Cadena Lane Fort Wayne, Indiana 46815
Carol A. Thomas	4041 Spanish Trail Fort Wayne, Indiana 46815
Mark L. Kempfer	3901 Vida Drive Fort Wayne, Indiana 46815
Phyllis Bienz	8632 Maravilla Drive Fort Wayne, Indiana 46815
Timothy D. Smith	4120 Bello Drive Fort Wayne, Indiana 46815
Sharon J. Duke	4235 Bello Drive Fort Wayne, Indiana 46815
Larry L. Vanice	8427 Fantasia Way Fort Wayne, Indiana



Carol S. Miller	4227 Boca Trail Fort Wayne, Indiana 46815
Richard B. Duke	4235 Bello Drive Fort Wayne, Indiana 46815
Sharon B. Kempfer	3901 Vida Drive Fort Wayne, Indiana 46815
Mary Lou Pruden	4230 Bello Drive Fort Wayne, Indiana 46815

Section 3. *Direction of Purpose and Exercise of Powers.* The board of directors, subject to any specific limitation or restriction imposed by the Act or the Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation, without prior authorization or subsequent approval by members of the Corporation.

## ARTICLE VIII

### OTHER PROVISION FOR REGULATION OF BUSINESS

Section 1. *Bylaws.* The board of directors of the Corporation shall have the power, without the assent or vote of the members, to make, alter, amend, or repeal the bylaws of the Corporation.

Section 2. *Amendments of the Articles.* The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles, or to amend them in any manner permitted by the provisions of the Act or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon members in the Articles or any amendment to them are granted subject to this reservation.

## ARTICLE IX

### PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

Section 1. The provisions for the regulation and conduct of the affairs of the Corporation shall be set forth in the bylaws of the Corporation.

Section 2. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all

of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under IRC § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

## ARTICLE II OF AMENDMENT

### Effective Date

Section 1. The effective date of the adoption of these amended and restated articles of incorporation is December 31, 1997.

## ARTICLE III OF AMENDMENT

### Manner of Adoption and Vote


Section 1. *Action by Directors.* The board of directors of the Corporation duly adopted a resolution proposing to adopt Articles of Amendment of Articles of Incorporation ("Amended Articles") of the Corporation and directing a meeting of the members of the Corporation, held on November 4, 1997, at 7:15 P.M., allowing the members to vote on the proposed Amended Articles. The resolution was adopted by written consent executed and made effective October 13, 1997, and was signed by the entire board of directors. The board of directors also adopted a resolution approving changes made to the Amended Articles by the members of Corporation by written consent executed on November 5, 1997, and made effective as of October 13, 1997.

Section 2. *Action by Members.* The members of the Corporation entitled to vote in respect of the Amended and Restated Articles of Incorporation approved and adopted the proposed amendments. The amendment was adopted by vote of such members during the meeting called by the board of directors. The result of the vote is as follows:

	VOTE OF MEMBERS
Number of members	194
Number of votes entitled to be cast	188
Number of votes present	122
Number of votes for	102
Number of votes against	20

Section 3. *Compliance With Legal Requirements.* The manner of the adoption of the Amended and Restated Articles of Incorporation and the vote by which it was adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the bylaws of the Corporation.

I verify, subject to the penalties of perjury, that the foregoing statements are true.

  
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Sharon B. Kempfer,  
Secretary of Hacienda Village, Inc.

