

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

KENSINGTON DOWNS COMMUNITY ASSOCIATION, INC.

I, EVAN BAYH, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the

Indiana Not-For-Profit Corporation Act of 1971,
as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin February 02, 1988.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Second day of February, 1988

EVAN BAYH, Secretary of State

By _____

Secretary

1988020278

INSTRUCTIONS.

Use 8 1/2 x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of State, Room 155, State House, Indianapolis, Indiana 46204

The recording of a third executed copy with the County Recorder is no longer statutorily required.

FILING FEE is \$26.00

Corporate Form No. 364-1 (Sept. 1977)

Page One

**ARTICLES OF INCORPORATION
(Not for Profit)**

Prescribed by Edwin J. Simcox,
Secretary of State of Indiana

FILED
IND. SECRETARY OF STATE
CERTIFICATE NO
LONGER REQUIRED

**ARTICLES OF INCORPORATION
OF**

..... KENSINGTON DOWNS COMMUNITY ASSOCIATION, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1963 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

RECEIVED
CORPORATIONS DIV.
88 FEB 2 PM 14
EDWIN BAYH
SECRETARY OF STATE

**ARTICLE I
Name**

The name of the Corporation is KENSINGTON DOWNS COMMUNITY ASSOCIATION, INC.
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

**ARTICLE II
Purposes**

The purposes for which the Corporation is formed are: SEE ATTACHMENT "A"

NOTE: "Not-for-Profit" as applied to corporations means, "...any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

ATTACHMENT "A"

ARTICLE II
Purposes

1. To provide for maintenance, preservation and illumination of the residence lots, other parcels, streets, and recreational areas within various parcels of real estate located in Allen County, Indiana, which are or will be platted into Sections to be known as Kensington Downs, Section I, and its various Sections, and to promote the health safety and welfare of the residents and occupants within said platted area.

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Protective Restrictions, Covenants, Limitations and Easements for Kensington Downs, Section I, and its various Sections, Subdivisions in Allen County, Indiana, to be recorded in the Office of the Recorder of Allen County, Indiana, as the same may be amended from time to time as therein provided in said Protective Restrictions, Covenants and Limitations being incorporated herein as set forth at length.

3. To fix, levy, correct, and enforce payment by an lawful means, all charges or assessments pursuant to the terms of said Protective Restrictions, Covenants and Limitations; to pay all expenses in connection thereto and all office and other expenses incident to the conduct of the business of the corporation including taxes or governmental or other charges levied or imposed against the property of the Association.

4. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise all real or personal property in connection with the affairs of the Association.

5. To borrow money, and with the assent of three-fourths (3/4) of each class of members, mortgage, pledge or hypothecate any or all of its real or personal property as a security for money borrowed or debts incurred.

6. To dedicate, sell or transfer all or any part of the common areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of each class of members, agreeing to such dedication, sale or transfer.

7. To have and exercise any and all powers, rights, and privileges for which a corporation may be organized under the Indiana Not-For-Profit Corporation Act as amended or as will in the future be amended.

8. To maintain any common impoundment basin and recreational areas which may be utilized by draining surface waters from the various platted parcels and otherwise occupied areas in Allen County, Indiana, and otherwise to require proportionate contributions by way of assessment or otherwise from persons or entities served by such areas or basin.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is ...perpetual.....
(either "Perpetual", or, if limited, some definite period of time.)

ARTICLE IV
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Dennis J. Grotrian
(Name)

3rd Floor, Paine Webber Bldg.
803 South Calhoun Street Fort Wayne INDIANA 46802
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is
3rd Floor, Paine Webber Bldg.
803 South Calhoun Street Fort Wayne INDIANA 46802
(Number and Street or Building) (City) (State) (Zip Code)

ARTICLE V
Membership

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustees or Incorporators may be included in the Membership.)

Section 1. Classes (if any): SEE ATTACHMENT "B"

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes: SEE ATTACHMENT "B"

Section 3. Voting Rights of Classes:

The voting rights shall be as hereinabove defined.

NOTE: The Corporation shall confer upon every member a certificate signed by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he or she is a member of the Corporation.

ATTACHMENT "B"

ARTICLE V
Membership

Section 1. Classes:

There shall be two (2) classes of voting membership:

Class A. Class A members shall be entitled to one (1) vote, for each lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determined, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

Class B. Class B member(s) shall be Colonial Development Corp., and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease on the happening of either of the following events, whichever occurs earlier:

- (a) when title to all lots in all sections has been conveyed, or
- (b) on December 31, 1994.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.

Every person or entity who is a record owner of a fee interest in any lot in Kensington Downs, Section I, and its various Sections, Subdivisions in Allen County, Indiana, which is subject by Protective Restrictions, Covenants and Limitations of record to assessment by the Association including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant and may not be separate from ownership of any said Lot which is subject to assessment by the Association.

ARTICLE VI
Directors

Section 1. Number of Directors: The initial Board of Directors is composed of ~~three~~ (3)..... members. If the exact number of Directors is not stated, the minimum number shall be ~~three~~ (3).....and the maximum number shall be ~~three~~ (3)..... 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 initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
Roger L. Delagrang	6008 Brandy Chase Cove	Fort Wayne	Indiana	46815
Herbert D. Delagrang	6008 Brandy Chase Cove	Fort Wayne	Indiana	46815
Larry W. Delagrang	6008 Brandy Chase Cove	Fort Wayne	Indiana	46815

ARTICLE VII
Incorporator(s)

Section 1. Names and Post Office Address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	State	Zip Code
Dennis J. Grotrian,	3rd Floor, Paine Webber Bldg. 803 South Calhoun Street,	Fort Wayne	Indiana	46802

ARTICLE VIII
Statement of Property (If any)

A statement of the property, and an estimate of the value thereof, to be taken over by the Corporation at or upon its incorporation are as follows:

All of the common and recreational areas as set forth on the plat of the various sections of Kensington Downs, a Subdivision in Allen County, Indiana. The estimated value of said property is One Hundred and NO/100--DOLLARS (\$100.00).

ARTICLE IX
Provisions for Regulation and Conduct
Of the Affairs of Corporation
(Can be the "By Laws")

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the directors or the members of any class or classes of members are as follows:

The regulation of the business of the corporation and the conduct of the affairs shall be, consistent with the laws of the State of Indiana, as prescribed by the By-Laws of the corporation.

