

**ARTICLES OF INCORPORATION
OF
COBBLER'S CROSSING HOMEOWNERS' ASSOCIATION II, INC.**

Introduction Page

- I. Name of Corporation: Cobbler's Crossing Homeowners Association II,
Inc. a non-profit corporation
Principal Office: 4510 Charlestown Road #215
New Albany, IN 47150
- II. Resident Agent: Non-Commercial Agent
Tracey Fawcett
Address: 4510 Charlestown Road
New Albany, IN 47150
Email: secretary@cobblerscrossing.org.

(Resident Agent has consented to be the Resident Agent as shown
by her signature on the last page of these Articles of Incorporation.)

III. Corporation is perpetual until dissolved

IV. Corporation will be managed by its members.

Jr18:cobblersinfopage

IN SEC OF STATE RCVD
DEC 13 '18 PM12:02

ARTICLES OF INCORPORATION

OF

COBBLER'S CROSSING HOMEOWNERS' ASSOCIATION II, INC.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Non-Profit Corporation act of 1991, as amended (hereinafter referred to as the "Act"), hereby execute the following Article of Incorporation:

ARTICLE I

Name

The name of the corporation is Cobbler's Crossing Homeowners' Association II, Inc.

ARTICLE II

Adoption

These Articles of Incorporation creating Cobbler's Crossing Homeowners Association II, Inc., and the Code of By-Laws corresponding thereto, are adopted pursuant to the Restrictions and Protective Covenants ("Covenants") for Cobbler's Crossing. The Covenants are recorded in the Office of the Recorder of Floyd County, Miscellaneous Drawer 21 as Instrument No. 8102 (Section One), Miscellaneous Drawer 22 as Instrument No. 5891 (Section Two-Section Five), Instrument No. 990018902 (Section Six) and Instrument No. 200315624 (Section Seven). The Covenants as amended from time to time are incorporated herein by reference and all of the covenants, rights, restrictions and liabilities therein contained shall apply to and govern the interpretation of these Articles and the Code of By-Laws. The definition and terms, as defined and used in the Covenants shall have the same meaning in these Articles and the Code of By-Laws.

ARTICLE III

Purposes and Powers

Section 3.01. Non-Profit. This is a public benefit corporation.

Section 3.02. Purpose and Powers. The purpose of the Corporation shall be to provide for the maintenance, repair, replacement, administration, operation, preservation, architectural control, and ownership of the Common Area of Cobbler's Crossing, recorded as Plat Nos. 1047, 1070, 1082, 1084, 1085, 1139, and 1231 in the Office of the Recorder of Floyd County, Indiana, and of such other areas that may come within its jurisdiction and authority, and to promote the health, safety and welfare of the residents of such lots, and to perform such other functions as may be designated to it and to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth on the Covenants, as the same may be amended from time to time, and the Code of By-Laws.
- (b) Establish, levy, collect and enforce payment by any lawful means, any charges or assessments made against members or others pursuant to the terms of the Covenants; to pay all expenses in connection with such collections and all office and other expenses incident to the conduct of the

business of the Corporation, including license fees, taxes or governmental charges levied or imposed against the property of the Corporation.

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation in accordance with the provisions of the Covenants.

(d) Borrow money, and with the consent of two-thirds (2/3) of the Members, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) If required, exercise the jurisdiction and authority over, and the ownership of, the Common Area.

(f) Have and exercise any and all powers, rights, duties and privileges which are given the Corporation in the Covenants.

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Indiana by law may now or hereafter have or exercise.

ARTICLE IV

Registered Agent and Office

Section 4.01. Registered Agent. The name and address, including zip code, of the Corporation's Registered Agent for service of process is:

Tracey Fawcett, 4510 Charlestown Road, #215, New Albany, IN 47150

Section 4.02. Registered Office. The street address, including zip code, of the registered office of the Corporation is:

4510 Charlestown Road, #215, New Albany, IN 47150

The Registered Agent consents to her appointment as shown by her signature at the end of these Articles.

ARTICLE V

Membership

Section 5.01. Every Member.

Every person or entity who is an Owner in accordance with the definition of Owner in the Covenants as amended shall be a Member of the Corporation.

ARTICLE VI

Directors

Section 6.01. Number of Directors. The initial Board of Directors is composed of twelve (12) members. The number of Directors may from time to time be specified by or fixed in accordance with the By-Laws of the Corporation at any number. In the absence of a By-Law provision specifying or fixing the number of Directors, the number shall be the same number as the initial Board of Directors above indicated.

ARTICLE VII

Incorporator

Section 7.01. Name and Post Office Address of Incorporators. The name and post office address, including zip code of the Incorporators of the Corporation are as follows:

Brock Fisher, 2910 Moccasin Ct., New Albany, IN 47150

Tracey Fawcett, 3101 Lacewood Lane, New Albany, IN 47150

ARTICLE VIII

Statement of Property and Estimate of the Value Thereof

Section 8.01. Property. At the time of incorporation, certain property designated as Common Area on the plats of Cobbler's Crossing, recorded as Plat No. 1047, 1070, 1082, 1084, 1085, 1139 and 1231 in the Office of the Recorder of Floyd County, Indiana, will be conveyed to the Corporation.

ARTICLE IX

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 9.01. Liability of Members. Neither the individual Members of the Corporation nor their individual property shall be subject to any liability for any debts of the Corporation.

Section 9.02. Code of By-Laws. The power to make, alter, amend or repeal the rules and regulations for the conduct of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation; provided, however, that no acts of the Board of Directors shall be inconsistent with or contradictory to these Articles of Incorporation, the Covenants, the By-Laws or any provision of law.

Section 9.03. Dissolution. The Corporation may be dissolved only with the written consent of not less than two-thirds (2/3) of the Members. In the event that the Corporation determines to liquidate or dissolve, the Common Area must be transferred to a public agency.

Section 9.04. Amendment of Articles of Incorporation. Amendment to the Articles of Incorporation shall require the consent of at least two-thirds (2/3) of the Members.

Section 9.05. Private Benefits. No money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any Member, Director or officer of the Corporation or any other person whomsoever, except for reasonable compensation for services actually rendered to the Corporation.

Section 9.06. Distribution of Earnings and Assets. On dissolution of this Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to the agency or corporation who shall take over the functions of the Corporation or shall be used to improve or add to the Common Area prior to such dissolution. No assets of the Corporation shall be distributed upon dissolution or otherwise to any incorporator, member, donor, officer or employee.

Section 9.07. Non-Liability of Directors. The Directors 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 on behalf of the Corporation, unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or Code of By-Laws. 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 its agent. Every contract made by the Board or the Managing Agent on behalf of the Corporation shall provide that the Board of Directors are acting as agent for the Corporation and shall have no personal liability thereunder.

Section 9.08. Indemnification. Every person who is or was a director of the Corporation 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 the Act to have met the standard of conduct specified in the Act. Subject to the requirements of the Act, 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 the Act 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 9.09. Report of Indemnification. If the Corporation indemnifies or advances expenses to a director, the Corporation shall report the indemnification or advance in writing to the Members with or before the notice of the next Association meeting.

Section 9.10. No Limitation. Nothing contained in this Article 9 shall limit or preclude the exercise of any right provided under the Act, these Articles of Incorporation or the Corporation's By-Laws relating to indemnification or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

Section 9.11. Reference to Law. Reference to the Act or to the Indiana Code (IC) shall be as to the same as they may be amended from time to time.

Section 9.12. By-Laws. The By-Laws shall only be amended with majority vote of the Lots.

Approved and Filed
201812131294191/8117727
Filing Date: 12/17/2018
Effective :12/13/2018 11:00
CONNIE LAWSON
Indiana Secretary of State

ARTICLE X

Period of Existence

The period during which the Corporation shall continue is perpetual.

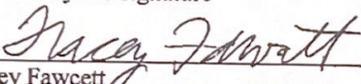
Executed by the undersigned this 7th day of December, 2018.



Tracey Fawcett

Incorporators

Resident Agent consents to be the registered Agent
as shown by her signature



Tracey Fawcett

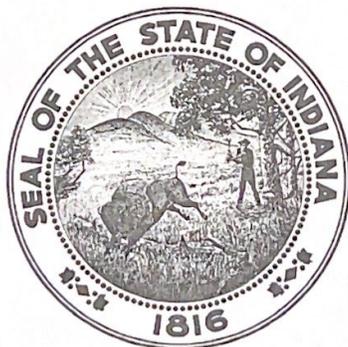
These Articles of Incorporation prepared by:
Charles R. Murphy
Attorney I.D. #10040-22
430 W. First Street
New Albany, IN 47150
(812) 944-0515

State of Indiana
Office of the Secretary of State

Certificate of Incorporation
of
**COBBLER'S CROSSING HOMEOWNERS' ASSOCIATION II,
INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit 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 Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, December 13, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 17, 2018

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

201812131294191 / 8117727

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>