

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

**Certified Copies**

To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that this is a true and complete copy of this 6 page document consisting of the following records filed in this office:

Certification Date: June 17, 2020  
Business Name: OLIVE BRANCH MANOR COMMUNITY ASSOCIATION, INC.  
Business ID: 1993011330

Transaction	Date Filed	No. of pages
Articles of Incorporation	01/27/1993	6
	<b>Total No. of pages</b>	<b>6</b>



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 17, 2020

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

1993011330 / 12828899

All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>

Expires on July 17, 2020.

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

OLIVE BRANCH MANOR COMMUNITY ASSOCIATION, INC.

I, JOSEPH H. HOGSETT, 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 Nonprofit Corporation Act of 1991,

as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin January 27, 1993.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-seventh day of January , 1993

Joseph H. Hogsett  
JOSEPH H. HOGSETT, Secretary of State

By Roni R. Davis  
Deputy

1993011330 ~~1993011330~~

ARTICLES OF INCORPORATION

OF

OLIVE BRANCH MANOR COMMUNITY ASSOCIATION, INC.

RECORDED  
JAN 27 1993  
SECRETARY OF STATE, INDIANA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), hereby executes the following Articles of Incorporation.

ARTICLE I

NAME AND CLASSIFICATION

Section 1.1. Name. The name of the Corporation is Olive Branch Manor Community Association, Inc.

Section 1.2. Classification. The Corporation is a mutual benefit corporation.

RECEIVED  
CORPORATIONS DIV.  
93 JAN 27 P4:34  
JOHNSON COUNTY, INDIANA

ARTICLE II

PURPOSES AND POWERS

Section 2.1. Purposes of the Corporation.

(a) The Corporation is organized and operated exclusively for the purpose of being a non-profit "homeowner's association", as defined in Section 528(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code") and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) The Corporation is formed for the purpose of acquiring, constructing, managing, maintaining and caring for "association property", as defined in Section 528(c) of the Code, which association property includes, but is not limited to, easement areas within that certain tract of property to be described in a declaration of covenants and restrictions to be recorded in the office of the Recorder of Johnson County, Indiana, as amended from time to time (the "Declaration"). Terms used herein, not otherwise defined herein, shall have the meanings set forth in the Declaration.

(c) Solely in furtherance of the purposes herein specified, the Corporation is formed to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

(d) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation which qualifies for the exemption from federal income tax with respect to its exempt function income under Section 528(c) of the Code.

Section 2.2. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of the purposes set forth in Section 2.1 hereof, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all things incidental thereto or in connection therewith which are not forbidden by applicable law; and

(b) To have, exercise and enjoy, in furtherance of the purposes set forth in Section 2.1 hereof, all the rights, privileges and powers granted to corporations under Indiana Code § 23-17-4-2, as now existing or hereafter amended.

Section 2.3. Limitations on Powers.

(a) The Corporation shall not engage in any transaction or do anything whatsoever forbidden or prohibited to be done by a corporation exempt from Federal income tax under Section 528(c) of the Code.

(b) Upon the dissolution of the Corporation, no member, director, officer, or any private individual shall be entitled to share in the distribution of the Corporation's assets. Upon dissolution, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the Judge of the Circuit Court of Johnson County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

#### PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### REGISTERED AGENT, REGISTERED OFFICE, PRINCIPAL OFFICE

Section 4.1. Registered Agent and Office. The name and address of the Corporation's Registered Agent and Registered Office for service of process are:

Davis Development, L.P.  
8250 Haverstick Road, Suite 290  
Indianapolis, Indiana 46240  
Attn: C. Richard Davis

Section 4.2. Principal Office. The post office address of the principal office of the Corporation is:

8250 Haverstick Road, Suite 290  
Indianapolis, Indiana 46240

### ARTICLE V

#### MEMBERSHIP

Section 5.1. Classes of Members. The Corporation shall have one (1) class of Members who shall be the "Voting Members". There shall be no classes of non-voting members. The initial sole member shall be Davis Development, L.P., an Indiana limited partnership. Upon recording of the Declaration, subject to such additional qualifications and conditions as may be prescribed from time to time in the bylaws of the Corporation, membership is limited to those persons who are the record owners of a fee simple title to a "lot", as the same shall be defined in the Declaration.

Section 5.2. Rights and Privileges of Members. The relative rights, privileges, limitations and restrictions of the Members of the Corporation shall be as set forth in the Bylaws of the Corporation, subject to these Articles of Incorporation.

### ARTICLE VI

#### DIRECTORS

Section 6.1. Number and Term. The Corporation shall have a board of directors consisting of the number of individuals as set forth in, or fixed in accordance with, the Bylaws of the Corporation; provided, however, that there shall not be less than three (3) directors. Directors shall be elected to serve a term as

set forth in the Bylaws; provided, however, that no such term shall exceed five (5) years. The board of directors, subject to any limitations or restrictions set forth in the Act, these Articles of Incorporation or the Bylaws, shall direct and carry out the purposes and exercise the powers of the Corporation.

Section 6.2. Initial Board of Directors. The names and addresses of the initial members of the board of directors are as follows:

<u>Name</u>	<u>Address</u>
C. Richard Davis	8250 Haverstick Road, Suite 290 Indianapolis, Indiana 46240
Christopher White	8250 Haverstick Road, Suite 290 Indianapolis, Indiana 46240
Li Ching Wu	8250 Haverstick Road, Suite 290 Indianapolis, Indiana 46240

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Ronald F. Shady, Jr.	135 N. Pennsylvania Suite 2100	Indianapolis	IN	46204

#### ARTICLE VIII

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

Section 8.1. Location of Meetings. Meetings of the board of directors or any committees of the board of directors may be held at such place, within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

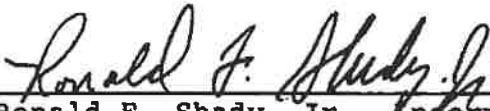
Section 8.2. Bylaws. The board of directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws. Said Bylaws shall provide for the regulation and conduct of the affairs of the Corporation, subject to the terms hereof.

Section 8.3. Direction of Purposes and Exercise of Powers by Directors. The board of directors, subject to any specific

limitations or restrictions imposed by the Internal Revenue Code, the Act or these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation.

Section 8.4. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; provided, however, that the consent of all of the then Members is first obtained.

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

  
\_\_\_\_\_  
Ronald F. Shady, Jr., Incorporator

This instrument prepared by Ronald F. Shady, Jr., Attorney at Law, Klineman, Rose, Wolf and Wallack, 135 N. Pennsylvania, Suite 2100, Indianapolis, IN 46204, (317) 264-5000.

## Price, Jeff

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**From:** Muller, Vic  
**Sent:** Tuesday, June 23, 2020 8:41 AM  
**To:** Price, Jeff  
**Subject:** FW: transition

Jeff:

The e-mail below has the contact information for Compass Pointe CPA's. Compass Pointe has handled most of Olive Branch Manor's financial records.

Vic

**Victor J. Muller, CMCA**  
**Manager, New Business Development**  
**Kirkpatrick Management Company, Inc.**  
**5702 Kirkpatrick Way**  
**Indianapolis, IN 46220**  
**(317) 504-5528 Cell Phone**  
**(317) 558-5335 Direct Phone**  
**(317) 570-4358 General Office**  
**[vmuller@ekirkpatrick.com](mailto:vmuller@ekirkpatrick.com)**

**From:** Wade Brant [mailto:wbrant007@gmail.com]  
**Sent:** Tuesday, June 23, 2020 8:32 AM  
**To:** Donna Hankins <DHankins@compasspointecpas.com>; Muller, Vic <vmuller@ekirkpatrick.com>  
**Cc:** Angela Coy <acoy@compasspointecpas.com>  
**Subject:** Re: transition

Vic from Kirkpatrick will be assisting with this. He has been out a bit with a family emergency but we will be regrouping this week.

Wade

On Tue, Jun 23, 2020 at 8:29 AM Donna Hankins <[DHankins@compasspointecpas.com](mailto:DHankins@compasspointecpas.com)> wrote:

Good Morning Wade,

We are getting close to the time of transitioning responsibilities. Please provide us with the process and a time frame you foresee events taking place. We want this to be a smooth change for all.

Thanks

Donna





**COMPASS  
POINTE  
CPAs**

**Donna Hankins, CPA**

609 Treybourne Dr., Ste. A  
Greenwood, IN 46142  
Phone: 317.881.6670  
Fax: 317.887.5692

*Providing accountable direction for over 35 years – for more information, visit us at our website at [www.compasspointecpas.com](http://www.compasspointecpas.com)*

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