



STATE OF INDIANA
DEPARTMENT OF STATE

CERTIFICATE OF INCORPORATION

6812-38

SECRETARY OF STATE

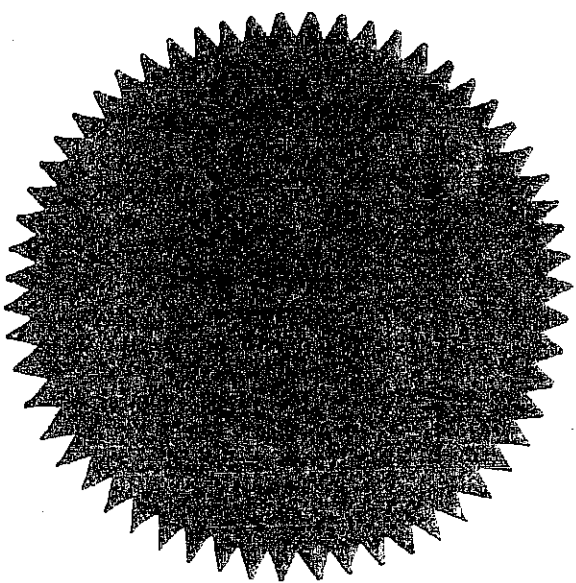
TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, Articles of Incorporation, duly signed and acknowledged, showing no Capital Stock, having been filed in the office of the Secretary of State on the 3rd day of December, 1968, for the organization of the

WOODLAND SPRINGS, INC.

under and in accordance with the provisions of "AN ACT" concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws." Approved March 7, 1935, as published at Page 557, Acts of 1935.

NOW THEREFORE, I, the Secretary of the State of Indiana, by virtue of the powers and duties vested in me by law, do hereby certify that the said organization is a body politic and corporate, authorized and empowered by the laws of the State of Indiana to proceed to carry out the objects of its organization.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 3rd day of December, 1968

Secretary of State.

By Deputy.

APPROVED

ORIGINAL

AND
FILED
DEC 3 1968

ARTICLES OF INCORPORATION
OF

William T. Salin

SECRETARY OF STATE INDIANA

WOODLAND SPRINGS, INC.

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which certificate of incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporation not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws." approved March 7, 1935, and all acts amendatory thereof and supplemental thereto.

Wherever used herein the following words: Corporation, The Properties, Common Properties, Lot, Dwelling Unit and Owner, shall have the definitions given them in Article I, Section 1 of that Declaration of Covenants and Restrictions, recorded September 5, 1967 in Miscellaneous Record 100, Pages 41-52, and rerecorded October 24, 1968 in Miscellaneous Record 109, page 58 as amended by Amendment recorded in Miscellaneous Record 110, Page 1-23, all in the office of the Recorder of Hamilton County, Indiana, which Declaration and Amendment are hereinafter collectively called "the Declaration".

ARTICLE I

Name

The name of the Corporation shall be WOODLAND SPRINGS, INC.

ARTICLE II

The purposes for which the Corporation is formed are as follows:

1. To promote the health, recreation, safety and welfare of the Residents of The Properties by

(a) improving and maintaining service and facilities devoted to such purposes and directly related to

the use and enjoyment of the Common Properties and the Dwelling Units situated thereupon,

- (b) Paying taxes and insurance for and upon the Common Properties,
- (c) Grass cutting, yard maintenance and snow removal upon the Common Properties,
- (d) Repair, replacement and additions thereto,
- (e) Cost of labor, equipment, materials, management and supervision of the Common Properties,
- (f) Providing of municipal services which are not provided by local municipal authorities, the providing of which by the Corporation is deemed advisable by the Board of Directors,
- (g) Owning, acquiring, building and operating the Common Properties, recreation facilities, play ground, swimming pools, lakes, streets, and other real estate and facilities for the benefit of residents of or upon The Properties,
- (h) Having, possessing and exercising any and all rights, privileges, powers and immunities now or hereafter conferred by the laws of Indiana upon corporations organized under the Indiana General Not for Profit Corporation Act (Acts 1935 Chap. 157, page 57), and Acts Amendatory thereof, Supplemental thereto or otherwise available to corporations so organized,
- (i) The foregoing shall be construed to constitute powers as well as purposes of the corporation, and the enumeration of particular powers shall not be deemed a limitation upon or exclusion of other powers not particularly expressed or states, which other powers are properly within the general scope of the purpose of this corporation, or incidental thereto, or are convenient or appropriate to the accomplishment of such purpose.

- (j) The Corporation shall not engage in any activity for pecuniary profit, and it is organized to conduct its affairs for purposes other than the direct pecuniary gain of its members.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence, unless sooner dissolved.

ARTICLE IV

Principal Office and Resident Agent

The post office address of the principal office of the Corporation is 11 Shore Circle, Carmel, Indiana 46302.

The name and post office address of its Resident Agent is Milton J. Fineberg, 11 Shore Circle, Carmel, Indiana 46302.

ARTICLE V

Data Respecting Directors

Section 1. Number and Constitution. The maximum number of directors may from time to time be specified by the By-Laws at no less than three and no more than 9. Whenever the By-Laws do not specify the exact number of directors, the Board of Directors shall consist of six persons who shall be members of the Corporation.

Section 2. Names and Post Office Addresses of First Board of Directors. The names and post office addresses of the first Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph L. Wilfong	R. R. 1, Box 596, Carmel, Indiana
Glenn D. Hester	407 North Pennsylvania, Room A-516, Indianapolis, Indiana
Milton J. Fineberg	11 Shore Circle, Carmel, Indiana
Joseph Kanter	1651 Waycross, Cincinnati, Ohio
Thomas L. Ringer	22 Lake Shore Court, Carmel, Indiana
Charles F. Hathaway	35 Twin Shore Court, Carmel, Indiana

Section 3. Term. The initial Board of Directors shall serve for a term of three years. Thereafter, Directors shall serve for a term of one year.

ARTICLE VI

Members

Every Owner of a fee interest in any part of The Properties shall be a member of the Corporation, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Members shall be divided into two classes. The designation of such classes and the voting rights of each class shall be as follows:

Section 1. Class A Members. Class A members shall be all owners except Class B members. Each Class A member shall, so long as any Class B member has any right to vote on any matter, be entitled to one vote for each Lot of which such member is the Owner only with respect to those matters for which a vote of Class A members is required under Section 3 and 4 of Article IV and Section 4 of Article VII of the Declaration. In addition, whenever the Board of Directors shall consist of five members, Class A members shall have the right to elect one member to serve on such Board, and whenever the Board shall consist of more than five members, the right to elect two members to serve on such Board. When all voting rights of Class B members have terminated, each Class A member shall be entitled to one vote for each Lot of which such member is the Owner with respect to all matters on which members are entitled to vote.

Section 2. Class B Members. Class B members shall be Keystone Square Company, a partnership, and all its successors and assigns as Owners of any portion of The Properties who are designated by Keystone Square Company or any other Class B member in a written notice mailed or delivered to the Resident Agent of the Corporation at the principal office of this Corporation as Class B members. Each Class B member shall be entitled to two votes for each Lot of which it is the Owner and two votes for each one-half acre or part thereof of The Properties of which it is the Owner which is not within the area covered by a recorded subdivision plat, on all matters requiring a vote of members of the Corporation.

Section 3. Limitations on Voting and Other Rights. No Class A member whose assessments are not fully paid shall be entitled to vote on matters submitted to a vote of the members. No Class A member shall be entitled to use the lake, clubhouse, swimming pool or any other

of the Common Properties while he is in default in the payment of any assessments properly imposed by the Corporation.

Section 4. Membership Certificate. Every member shall be entitled to a certificate of membership signed by the President and Secretary of the Corporation certifying that such member is a member of the Corporation.

ARTICLE VII

Data Respecting Incorporators

Section 1. Names and Post Office Addresses: The names and post office addresses of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph L. Wilfong	R. R. 1, Box 596, Carmel, Indiana
Milton J. Fineberg	11 Shore Circle, Carmel, Indiana
Glenn D. Hester	407 North Pennsylvania Street Room A-516, Indianapolis, Indiana

Section 2. Age and Citizenship. All of such Incorporators are of lawful age and all of such Incorporators are citizens of the United States.

Section 3. Compliance with Provisions of Sections 16 and 17 of The Act. The undersigned Incorporators hereby certify that the persons intending to form the Corporation first caused

membership lists to be opened at such time and place as they determined; when subscriptions for memberships had been obtained from three persons, the persons who caused the membership lists to be opened called a meeting of the three persons who signed such membership list for the purpose of designating the incorporators and for the purpose of electing the first Board of Directors to be named as such in the Articles of Incorporation; the incorporators so designated are those shown in Section 1 of this Article; and the directors so elected are those shown in Section 2 of Article V.

ARTICLE VIII

No property will be taken over by this corporation at or upon its incorporation.

ARTICLE IX

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meetings of Members. Meetings of the members of the Corporation shall be held at such place, within the State of Indiana, as may be specified in the respective notices, or waivers of notice, hereof.

Section 2. Meetings of Directors. Meetings of the directors of the Corporation shall be held at such place, within the State of Indiana, as may be specified in the respective notices, or waivers of notices, thereof.

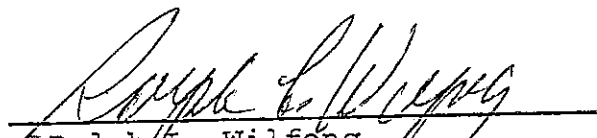
Section 3. Powers of Directors Relative to By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the members, to make, alter, amend, add to and repeal the Code of By-Laws of the Corporation; but the affirmative vote of a majority of all the members of the Board of Directors at the time of voting shall be necessary to effect any such addition, alteration, amendment or repeal thereof.

Section 4. General Powers of Directors. In addition to the powers and authority expressly conferred by these Articles, the Board of Directors is hereby authorized to exercise such powers and to do all such acts as may be exercised or done by a corporation organized and existing under the provisions of the Act, and as may be exercised or done by virtue of any other law.

Section 5. Right to Amend Articles. The Corporation reserves the right to amend, alter, change or repeal, in the manner now or hereafter prescribed by the Act, any provisions contained in these Articles of Incorporation; and all rights, powers and privileges hereby conferred on members, directors or officers of the Corporation are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article VII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, on the date shown below.

Date: November 30, 1968


Ralph L. Wilfong

Date: November 30, 1968


Milton E. Fineberg

Date: November 30, 1968


Glenn D. Hester

This instrument prepared by Philip D. Pécár, Attorney at Law

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State personally appeared RALPH L. WILFONG, and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Seal this 30th day of November, 1968.

Philip D. Pecar

Philip D. Pecar
Notary Public

My commission expires:
9-9-71

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State personally appeared MILTON J. FINEBERG, and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Seal this 30th day of November, 1968.

Philip D. Pecar

Philip D. Pecar
Notary Public

My commission expires:
9-9-71

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State personally appeared GLENN D. HESTER, and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Seal this 30th day of November, 1968.

Philip D. Pecar

Philip D. Pecar
Notary Public

My commission expires:
9-4-71

This instrument prepared by Philip D. Pecar, Attorney at Law.

STATE OF INDIANA
DEPARTMENT OF STATE

CERTIFICATE OF AMENDMENT

Secretary of State

To All To Whom These Presents Shall Come, Greeting:

I, LARRY A. CONRAD, Secretary of State of the State of Indiana, hereby certify

that the

WOODLAND SPRINGS, INC. 6812-022

a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, a certificate in triplicate, showing an amendment to the articles of incorporation of said company, in accordance with an Act entitled, "AN ACT concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws." Approved March 7, 1935, as published at Page 557, Acts of 1935, as amended.

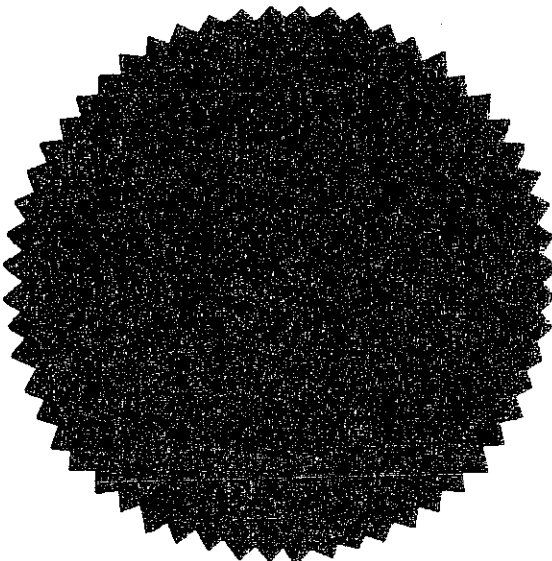
And I further certify that said certificate is now of record and on file in this office.

*In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this 4th day of*

January, 19 71.

LARRY A. CONRAD, Secretary of State.

By _____ Deputy.



A-2-WM--6--47

FOR USE BY A DOMESTIC NOT FOR PROFIT CORPORATION INCORPORATED OR REORGANIZED UNDER "THE INDIANA GENERAL NOT FOR PROFIT CORPORATION ACT", APPROVED MARCH 7, 1935

FILE IN TRIPLICATE
FILING FEE \$13.00
FILE ONE COPY WITH COUNTY RECORDER WHEN RETURNED FROM SECRETARY OF STATE

APPROVED
AND
FILED
JAN 4 1971

L. J. E.
SECRETARY OF
STATE OF INDIANA

A
ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

WOODLAND SPRINGS, INC.

MILTON J. FINEBURG AND RALPH L. WILFONG
(PRESIDENT OR VICE-PRESIDENT) (SECRETARY OR ASSISTANT SECRETARY)

OF THE ABOVE NAMED CORPORATION RESPECTFULLY SHOW THAT:

1. THE ABOVE NAMED CORPORATION WAS ORGANIZED OR REORGANIZED UNDER "THE INDIANA GENERAL NOT FOR PROFIT CORPORATION ACT", APPROVED MARCH 7, 1935 ON

December 3, 1968

(DATE)

2. THE ABOVE NAMED CORPORATION UPON THE PROPOSAL OF ITS BOARD OF DIRECTORS BY RESOLUTION DULY ADOPTED BY SAID BOARD OF DIRECTORS SETTING FORTH THE PROPOSED AMENDMENT--AND DIRECTING THAT THE SAME BE SUBMITTED TO A VOTE OF THE MEMBERS ENTITLED TO VOTE IN RESPECT THEREOF AT A DESIGNATED MEETING OF SUCH MEMBERS AND UPON THE ADOPTION THEREOF BY SAID MEMBERS AT SAID MEETING AS PROVIDED BY LAW AND AS HEREINAFTER MORE SPECIFICALLY SET OUT, DOES HEREBY BY Milton J. Fineberg ITS President AND Ralph L. Wilfong
(PRES. OR V. PRES.) (SECY.)

Ralph L. Wilfong, Secy. EXECUTE AND ACKNOWLEDGE THE FOLLOWING,
(ASST. SECY.)

ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION

EXACT TEXT 3. (A)
OF
AMENDMENT

ARTICLE II

The purposes for which the corporation is formed are as follows:

1. To act as a non-profit corporation organized and operated exclusively for pleasure, recreation, and other similar non-profitable purposes, no part of the net earnings of which inure to the benefit of any private shareholder and solely within the framework of the foregoing purposes and only in furtherance thereof and as a means to those ends:

a. To promote the development, expansion, improvement and maintenance of club facilities and recreational facilities for the residents of The Properties.

2. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or co-operation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any and all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

The corporation shall have the following specific powers:

a. To continue as a corporation under its corporate name perpetually;

b. to sue and be sued in its corporate name;

c. To have a corporate seal and to alter the same at pleasure;

d. To receive as gifts or bequests, or otherwise acquire, own, hold, use, lease, mortgage, pledge, sell, give away, convey, or otherwise dispose of property, real or personal, tangible or intangible.

e. To borrow and lend money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof;

f. To carry out its purposes in this state and elsewhere; to have one or more offices within or without this state; and to acquire, own, hold, and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, within or without this state;

g. To acquire, hold, own, and vote, and to sell, assign, transfer, mortgage, pledge, give away, or otherwise dispose of the capital stock, bonds, debentures, securities or evidences of indebtedness of any other corporation, domestic or foreign;

h. To appoint such officers and agents as the affairs of the corporation may require and to define their duties and fix their compensation;

i. To make by-laws for the government and regulation of its affairs.

Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

3. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

"B"

ARTICLES OF AMENDMENT
(CONTINUED)

THE MANNER AND
VOTE BY WHICH IT
WAS ADOPTED

THE ABOVE AMENDMENT WAS ADOPTED IN THE FOLLOWING
MANNER AND BY THE FOLLOWING VOTE, THAT IS TO SAY:

THE BOARD OF DIRECTORS OF SAID CORPORATION, AT A
DULY CALLED (OR REGULAR MEETING)

OF SAID BOARD HELD ON October 29, 1970
(DATE)

3535 E. 116th Street
AT Carmel, Indiana ADOPTED THE
(PLACE)

FOLLOWING RESOLUTION OF ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF SAID CORPORATION:

TEXT OF RESOLUTION
OF DIRECTORS

"RESOLVED, THAT Article II of the Articles of
Incorporation of Woodland Springs, Inc. be
and the same is hereby amended and restated
in its entirety as follows:

ARTICLES OF AMENDMENT
(CONTINUED)

"BE IT FURTHER RESOLVED, THAT THIS PROPOSED AMENDMENT BE SUBMITTED TO
A VOTE OF THE MEMBERS ENTITLED TO VOTE THEREON AT A (AN) Special
(SPECIAL OR ANNUAL)
MEETING, TO BE HELD ON THE 29th DAY OF October, 1970, AT _____
3535 E. 116th Street
Carmel, Indiana, AND THE SECRETARY IS HEREBY DIRECTED TO GIVE
NOTICE THEREOF AS REQUIRED BY LAW."

(B) AT THE MEMBERS' MEETING THE MEMBERS ENTITLED TO VOTE IN RESPECT OF
SAID AMENDMENT TO THE ARTICLES OF INCORPORATION, UPON THE CALL AND NOTICE
REQUIRED BY LAW, DID ADOPT THE ABOVE AMENDMENT (S) BY THE AFFIRMATIVE VOTE
OF THE HOLDERS OF AT LEAST A MAJORITY OF THE MEMBERS ENTITLED TO VOTE THEREON.

IN WITNESS WHEREOF THE UNDERSIGNED Milton J. Fineberg, Pres. AND
(PRESIDENT OR VICE-PRESIDENT)
Ralph L. Wilfong, Secy, RESPECTIVELY, OF SAID CORPORATION HAVE
(SECRETARY OR ASSISTANT SECY.)
UNTO SET THEIR HAND AND SEAL THIS 29th DAY OF October, 1970.

Milton J. Fineberg
(PRESIDENT OR VICE PRESIDENT)
Milton J. Fineberg, President
Ralph L. Wilfong
(SECRETARY OR ASSISTANT SECRETARY)
Ralph L. Wilfong, Secretary

STATE OF INDIANA)
COUNTY OF Hamilton (SS:

BEFORE ME, Patricia E. Neff, A NOTARY PUBLIC IN AND FOR SAID COUNTY
AND STATE, PERSONALLY APPEARED Milton J. Fineberg AND

Ralph L. Wilfong WELL KNOWN TO ME TO BE THE President
(PRES. OR V.PRES.)

AND Secretary, RESPECTIVELY, OF THE ABOVE NAMED CORPORATION
(SECRETARY OF ASST. SECY.)

AND SEVERALLY ACKNOWLEDGED THE EXECUTION OF THE FOREGOING ARTICLES OF AMENDMENT.

Patricia E. Neff
NOTARY PUBLIC
PATRICIA E. NEFF

(SEAL)
MY COMMISSION EXPIRES July 31, 1972

STATE OF INDIANA
DEPARTMENT OF STATE

6812-38

CERTIFICATE OF AMENDMENT

LARRY A. CONRAD Secretary of State

To All To Whom These Presents Shall Come, Greeting:

I, LARRY A. CONRAD, Secretary of State of the State of Indiana, hereby certify that the WOODLAND SPRINGS, INC.

a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, a certificate in triplicate, showing an amendment to the articles of incorporation of said company, in accordance with an Act entitled, "AN ACT concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws." Approved March 7, 1935, as published at Page 557, Acts of 1935, as amended.

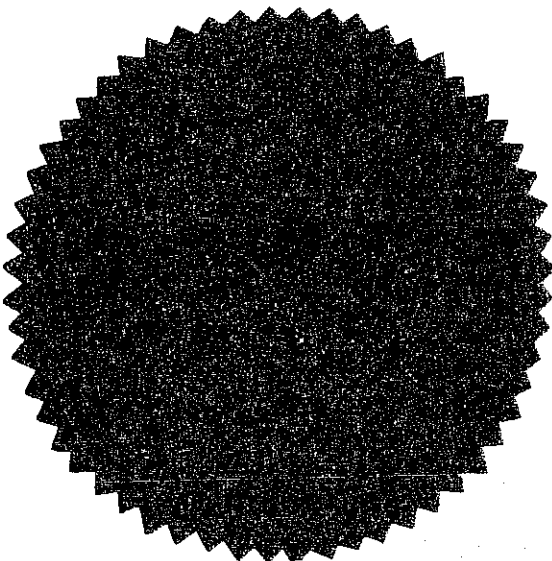
And I further certify that said certificate is now of record and on file in this office.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 14th *day of*

September, 1971.

LARRY A. CONRAD, Secretary of State.

By _____ Deputy.



A-2-WI---6---47

For use by a Domestic Not For Profit Corporation Incorporated or Reorganized Under The Indiana General Not For Profit Corporation Act, Approved March 7, 1935

File In Triplicate
Filing Fee \$13.00
File One Copy With County Recorder When Returned From Secretary of State

APPROVED

AND
FILED
SEP 14 1971

Raymond
SECRETARY OF
STATE OF INDIANA

.A.
ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

WOODLAND SPRINGS, INC.

John McIlwraith

and

Fred Nelson

(President or Vice-President)

(Secretary or Assistant Secretary)

of the above named corporation respectfully show that:

1. The above named corporation was organized or reorganized under The Indiana General Not For Profit Corporation Act, approved March 7, 1935 on December 3, 1968
(Date)

2. The above named corporation upon the proposal of its board of directors by resolution duly adopted by said board of directors setting forth the proposed amendment--and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members and upon the adoption thereof by said members at said meeting as provided by law and as hereinafter more specifically set out, does hereby by

John McIlwraith

its

President

and

Fred Nelson,

(Pres. or V. Pres.)

(Secy.)

Secretary

(Asst. Secy.)

execute and acknowledge the following,

Articles of Amendment of its Articles of Incorporation

Exact Text

3. (A)

of

Amendment

ARTICLE VI

"Section 2. Class B Members. Class B members shall be Keystone Square Company, a partnership, and all its successors and assigns as Owners of any portion of The Properties who are designated by Keystone Square Company or any other Class B member in a written notice mailed or delivered to the Resident Agent of the Corporation at the principal office of this Corporation as Class B members. Each Class B member shall be entitled to two votes for each Lot of which it is the Owner and two votes for each one-half acre or part thereof of The Properties of which it is the Owner which is not within the area covered by a recorded subdivision plat, on all matters requiring a vote of members of the Corporation. Notwithstanding anything herein to the contrary, the Class B memberships herein described, unless earlier terminated, shall be cancelled and terminated on April 15, 1973, and thereafter Class A members shall be the only members entitled to vote on matters on which members are entitled to vote.

"B"

ARTICLES OF AMENDMENT
(continued)

THE MANNER AND
VOTE BY WHICH IT
WAS ADOPTED

The above amendment was adopted in the following manner
and by the following vote, that is to say:

The Board of Directors of said corporation, at a duly
called (re regular Meeting)

of said Board held on July 21, 1971

(Date)

3535 E. 116th Street

at Carmel, Indiana

(Place)

adopted the

Following resolution of articles of amendment of
the Articles of Incorporation of said corporation:

TEXT OF RESOLUTION
OF DIRECTORS

"Resolved, That Article VI, Section 2, of the
Articles of Incorporation of Woodland Springs,
Inc., be amended by restating the section in
its entirety as follows: (h.i.)

ARTICLES OF AMENDMENT
(Continued)

"Be it further resolved, that this proposed amendment be submitted to a vote of the members entitled to vote thereon at ~~(an)~~ Special (special or annual) meeting, to be held on the 29th day of July, 19 71, at 3535 E. 116th St., Carmel, Indiana, and the secretary is hereby directed to give Notice thereof as required by law."

(B) At the members' meeting, the members entitled to vote in respect of said amendment to the Articles of Incorporation, upon the call and notice required by law, did adopt the above amendment (s) by the affirmative vote of the holders of at least a majority of the members entitled to vote thereon.

In witness whereof the undersigned John McIlwraith, President and Fred Nelson, Secretary, respectively, of said corporation have unto set their hand and seal this 4th day of August, 19 71.

[Signature]
(President or Vice-President)
John McIlwraith, President
[Signature]
(Secretary or Asst. Secretary)
Fred Nelson, Secretary

State of INDIANA)
County of Hamilton) SS:
Before me, PATRICIA E. NEFF, a notary public in and for said county and state, personally appeared John McIlwraith and Fred Nelson well known to me to be the President and Secretary (Pres. or Vice-Pres.) (Secretary or Asst. Sec) respectively, of the above named corporation and severally acknowledge the execution of the foregoing Articles of Amendment.

[Signature]
Notary Public

(SEAL)
My commission expires July 31, 1972.

STATE OF INDIANA
DEPARTMENT OF STATE
CERTIFICATE OF AMENDMENT

6812-038 10

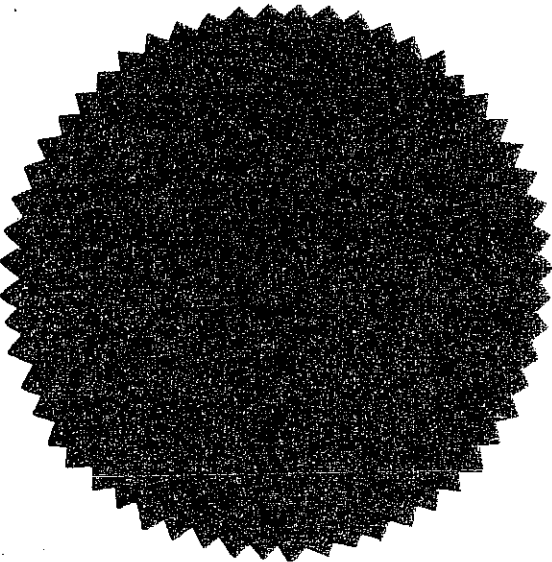
Secretary of State

To All To Whom These Presents Shall Come, Greeting:

I, LARRY A. CONRAD, Secretary of State of the State of Indiana, hereby certify that the WOODLAND SPRINGS, INC.

a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, a certificate in triplicate, showing an amendment to the articles of incorporation of said company, in accordance with an Act entitled, "AN ACT concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws." Approved March 7, 1935, as published at Page 557, Acts of 1935, as amended.

And I further certify that said certificate is now of record and on file in this office.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the

City of Indianapolis, this 29th day of

March 72

_____, 19____.

LARRY A. CONRAD

Secretary of State.

By _____ Deputy.

A--2-WM-----6---4

For use by a Domestic not for profit Corporation incorporated or reorganized under "The Indiana General Not for Profit Corporation Act", approved March 7, 1935.

File in triplicate
Filing fee \$13.00
File one copy with County Recorder when returned from Secretary of State

A
ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

APPROVED
AND FILED
MAR 29 1972
Dorothy G. ...
SECRETARY OF STATE OF INDIANA

WOODLAND SPRINGS, INC.

John G. Mc Ilwraith, President AND Fred A. Nelson, Secretary
(President or Vice-President) (Secretary or Assistant Secretary)

of the above named corporation respectfully show that:

1. The above named corporation was organized or reorganized under "The Indiana General Not For Profit Corporation Act", approved March 7, 1935 on December 3, 1968.
(Date)

2. The above named corporation upon the Proposal of its Board of Directors by resolution duly adopted by said Board of Directors setting forth the proposed amendment--and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members and upon the adoption thereof by said members at said meeting as provided by law and as hereinafter more specifically set out, does hereby by John G. Mc Ilwraith its
President and Fred A. Nelson, Secretary
(Pres. or V.-Pres.) (Secy. or Asst.-Secy.)

execute and acknowledge the following,

ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION

Exact Text
of
Amendment

3.

ARTICLE V

Section 3. Term - The initial Board of Directors shall serve for a term of three (3) years. Thereafter Directors shall serve for terms as follows:

a.) Directors elect@d through the Annual meeting of May 1972 shall serve for a term of one (1) year; except, Mr. Robert Jenkins who was elected in April 1971 is to serve until April 1973.

b.) Three (3) Directors elected in April 1973 shall serve one year terms and three (3) directors elected in April 1973 shall serve two (2) year terms.

c.) All directors elected thereafter shall serve for two (2) years.

ARTICLE IX

Section 3. Alteration Amendment or Repeal of By-Laws

Any part of these By-Laws may be altered or amended as follows:

Sub Section 1. By a majority vote of the Board of Directors
(a quorum being present), these items only.

- (a) Article I
- (b) Article II
- (c) Article III, Sections 1, 2, 3 and 4
- (d) Article V
- (e) Article VI

Sub Section 2. By a majority vote of those present at a Meeting of the Members (a quorum being present), these items only.

- (a) Those items upon which the Board may act (as provided in Section 1, above)
- (b) Article IV, Sections 1, 3, 4, 5 and 6

Sub Section 3. Withe the approval of a majority of all members eligible to vote. In the event that a question of By-Laws alteration is submitted to the entire Member ship for action, proxy voting (as provided for in Article IX) shall be permitted.

(a) Those items upon which the Board and/or Members present at a Meeting may act (as provided in Sections 1 and 2, above)

(b) Changes to these items are reserved to a majority vote of all Members (eligible to vote) only:

- i) Article III, Section 5
- ii) Article IV, Section 2
- iii) Article VII
- iv) Article VIII
- v) Article IX
- vi) Article X

"B"

ARTICLES OF AMENDMENT
(continued)

THE MANNER AND
VOTE BY WHICH IT
WAS ADOPTED

The above amendment was adopted in the following manner and by the following vote, that is to say:

The Board of Directors of said corporation, at a duly called Special meeting
(Regular of Special)

of said Board held on January 10, 1972
(Date)

at 11134 Lakeshore Drive, Carmel, Indiana
(place)

adopted the following resolution of articles of amendment of the Articles of Incorporation of said corporation:

TEXT OF RESOLUTION
OF DIRECTORS

"Resolved, that Article V, Section 3, of the Articles of Incorporation of Woodland Springs Inc., be amended by restating the section in its entirety as follows: (h.i.)"

"Further Resolved," that Article IX, section, 3 of the Articles of Incorporation of Woodland Springs, Inc., be amended by restating the section in it entirety as follows: (h.I.)"

ARTICLES OF AMENDMENT
(continued)

"Be it further resolved, that this proposed amendment be submitted to a vote of the members entitled to vote thereon at (an) Special meeting,
(special or annual)

to be held on the 27th day of January, 1972, at 3535 E. 116th St., Carmel, Ind.
and the secretary is hereby directed to give Notice thereof as required by law."

(B) At the members' meeting the members entitled to vote in respect of said amendment to the articles of incorporation, upon the call and notice required by law, did adopt the above amendment (s) by the affirmative vote of the holders of at least a majority of the members entitled to vote thereon.

In witness whereof the undersigned John G. McIlwraith, President and
(President or Vice-President)

Fred A. Nelson, Secretary, respectively, of said corporation have unto set
(Secretary or Asst. Secretary)

their hand and seal this 21st day of March, 1972

John G. McIlwraith
John G. McIlwraith (President of/Vice-President)
Fred A. Nelson
Fred A. Nelson (Secretary of/Assistant/Secretary)

State of Indiana)
County of Hamilton)

Before me, Patricia E. Neff, a notary public in and for said county and
state, personally appeared John G. McIlwraith and Fred A. Nelson
well known to me to be the President and Secretary,
(Pres. of/Vice/President) (Secretary of/Assistant/Secretary)

respectively, of the above-named corporation and severally acknowledge the execution of the
foregoing Articles of Amendment

Patricia E. Neff
Notary Public
PATRICIA E. NEFF

(SEAL)
My commission expires July 31, 1972

CERTIFICATE

6812-03810

FILED

State of Indiana)
County of Hamilton) SS.

0785

MAY 11 1972

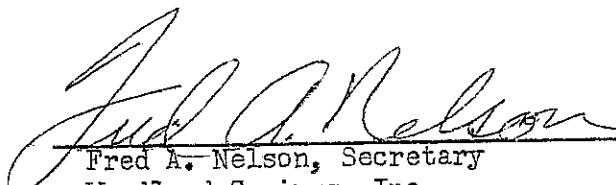
Fred A. Nelson being first duly sworn upon his oath states that he is the Secretary of Woodland Springs Inc. a Corporation organized or reorganized under the Indiana General Not For Profit Corporation Act., approved March 7, 1935 on December 3, 1960.

STATE OF INDIANA


and that on January 10, 1972 the Board of Directors of said Corporation approved a resolution as follows:

- Resolved: (a) that the post office address of its principal office is 35 Twin Shore Court, Carmel, Indiana 46032
- (b) The name and post office address of its resident agent is Charles F. Hathaway, 35 Twin Shore Court, Carmel, Indiana 46032.

This certificate is made in accordance with the By-Laws of said corporation for the purpose of informing the Secretary of State of Indiana and all other interested parties of the change in location of its principal office and name and address of its resident agent.


Fred A. Nelson, Secretary
Woodland Springs, Inc.

Subscribed and sworn to before me, a notary public this 21st day of March, 1972.


Patricia E. Neff, Notary Public

My commission expires JULY 31, 1972

FILING FEE \$4.00

6812-03810

3162

FILED

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND/OR RESIDENT AGENT

OCT 9 1975

THE UNDERSIGNED OFFICERS OF WOODLAND SPRINGS INC
AN *INDIANA ~~NOT-FOR-PROFIT CORPORATION~~ NOT-FOR-PROFIT CORPORATION
TO GIVE NOTICE OF CHANGE OF PRINCIPAL OFFICE AND ~~RESIDENT AGENT~~ RESIDENT AGENT
AS REQUIRED BY LAW HEREBY CERTIFY:

1. THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS NOW 11831 ROLLING SPRINGS DR
CARMEL IND 46032
2. THE RESIDENT AGENT OF THE CORPORATION IS NOW MICHAEL J. HUSTON
ADDRESS 11831 ROLLING SPRINGS DR
CARMEL IND 46032
3. THE ABOVE CHANGES HAVE BEEN AUTHORIZED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AMENDING ARTICLE(S) IV

OF THE ARTICLES OF INCORPORATION ~~OF THE CORPORATION~~

Michael J. Huston
PRESIDENT OR VICE PRESIDENT

Virginia H. Martin
SECRETARY OR ASSISTANT SECRETARY

NOTARY INFORMATION: STATE OF INDIANA COUNTY OF MARION

SUBSCRIBED AND SWORN BEFORE ME, A NOTARY PUBLIC IN AND FOR THIS COUNTY AND STATE THIS 8TH DAY OF October, 1975.

MY COMMISSION EXPIRES

October 20, 1976

Virginia H. Martin
(WRITTEN SIGNATURE)

Virginia H. Martin
(PRINTED SIGNATURE)
NOTARY PUBLIC

(SEAL)

*This instrument prepared by
H. T. Schulhof, Attorney
at law.*

*PLEASE INDICATE WHICH