

ARTICLES OF INCORPORATION
of
CATALINA CLUB, INC.

adopted 11/21/89

The following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with the Indiana Not-For-Profit Corporation Act of 1971, as amended.

1. The name of this corporation shall be Catalina Club, Inc.
2. The purpose or purposes for which it is formed are as follows:
 - A. To acquire, own, construct, maintain and operate a private swimming pool, together with other recreational and social facilities, for the benefit of the members of the Corporation and their guests.
 - B. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible.
 - C. To borrow 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.
 - D. To acquire, hold, own and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the corporation.
 - E. To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.
 - F. To be governed by the Indiana Not-For-Profit Corporation Act of 1971, as amended from time to time.
3. The period during which it is to continue as a corporation is perpetual.
4. The post office address of its principal office is P.O. Box 8101, Muncie, Delaware County, Indiana 47304.
5. The name of its resident agent is Ronald L. Veselack.
6. The post office address of its resident agent is 505 Tyrone Street, Muncie, Delaware County, Indiana 47304.

7. Membership and rights thereof shall be as follows:
- A. There shall be one class of membership (Full). The following are considered classes of full membership:
- 1) **Married couples living in the same household.** Married individuals shall be issued but one (1) certificate of membership, being in their joint names; but only one (1) of such married couple shall be eligible to vote at any membership meeting.
 - 2) **Unmarried couples sharing the same household.** Unmarried couples living in the same household shall be issued but one (1) certificate of membership, being in their joint names; but only one (1) individual of such unmarried couple shall be eligible to vote at any membership meeting.
 - 3) **Individuals 18 years of age and older.** Individuals shall be issued one (1) certificate and shall be eligible to vote at any membership meeting.
- B. Dependents and Children
- 1) Members' dependents residing in members' household shall be entitled to use all corporate facilities.
 - 2) Members' children (under the age of 24) residing in members' household shall be entitled to use all corporate facilities.
 - 3) Dependents and children residing in a members' household who have dependents or children of their own must apply and become members, holding their own certificate of membership.
 - 4) College students under the age of 24 years residing as guests in a member's household during the season corporate facilities are operated, shall be considered as children of such member and eligible to use said facilities.
 - 5) Children of members, not members in their own right, shall not cast the parent members' vote, unless by proxy in writing and signed by one of the parents.
 - 6) Married couples who divorce (including annulments) and unmarried couples who separate (for more than 3 months) need to follow the procedures as outlined in Article One – Membership, Section 10.
- C. Guests of members may have use of corporate facilities to the extent and upon payment of such charges as the Board of Directors by Rule or Bylaws may provide.
- D. Membership and the Certificate evidencing the same may be revoked for cause upon such terms and conditions as specified in these Articles or the Bylaws.

- E. The number of memberships in the corporation and initiation fees, annual fees, fee for issuance of new membership or other charges or assessments shall be as established or changed by vote of a majority of the members of the corporation present and eligible to vote at any annual or special meeting called for such purpose and upon proper notice.
 - F. The Board of Directors, upon approval of the majority of members present, shall have the authority to discount annual fees for senior members.
8. The number of directors of this corporation shall be fifteen.
 9. The names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
Ramon Avila	2708 West Brooke Drive Muncie, IN 47304
Rita Bowman	905 North Tyrone Drive Muncie, IN 47304
Carla Clark	30 Timbercrest Lane Muncie, IN 47302
John Coers	1209 West North Street Muncie, IN 47303
John Craddock	3309 West Oaklyn Avenue Muncie, IN 47304
Myron Echelbarger	3204 West Gilbert Street Muncie, IN 47304
Kevin Farrell	4112 Kings Row Muncie, IN 47304
David Gobble	1314 Winthrop Muncie, IN 47304
Pam Jones	2701 West Petty Road Muncie, IN 47304
John Lewis	401 South Umbarger Road Muncie, IN 47304

Anne Muterspaugh	R.R. 10, Box 174 Muncie, IN 47302
Scott Shockley	201 East Jackson Street Muncie, IN 47305
Mary Sissel	2600 West Berwyn Road Muncie, IN. 47304
Sandy Spade	1221 North Ridge Road Muncie, IN 47304
Christine Swafford-Smith	2119 West Jackson Muncie, IN 47304

10. The names and post office addresses of the original incorporators in 1956 were as follows:

<u>Name</u>	<u>Address</u>
J. Owen Clark	1208 Bethel Avenue Muncie, IN
Gene Petty	507 S. Hartley Road Muncie, IN
John R. Stanley	1515 N. Tillotson Muncie, IN
Robert A. Stanley	3117 Devon Muncie, IN

11. The property taken over by this corporation upon its incorporation in 1956 was all or substantially all of the proceeds of the sale of memberships is to be used to acquire real estate and construct thereon a swimming pool and related facilities.

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

A. The Board of Directors, consisting of fifteen members, shall consist of the following classes:

1) five members thereof, whose terms shall expire on the 3rd Tuesday of November, 1990, and who shall be succeeded by five members elected, as the Bylaws shall provide, for successive terms of three years thereafter, and

similarly by their successors;

- 2) five members thereof, whose terms shall expire on the 3rd Tuesday of November, 1991, and who shall be succeeded by five members elected, as the Bylaws shall provide, for successive terms of three years thereafter, and similarly by their successors;
 - 3) five members thereof, whose terms shall expire on the 3rd Tuesday of November, 1992, and who shall be succeeded by five members elected, as the Bylaws shall provide, for successive terms of three years thereafter, and similarly by their successors; Any vacancy on the Board of Directors caused by the death, resignation or expulsion of any director shall be filled in such manner and for such a period as the Bylaws shall provide.
- B. Any vacancy on the Board of Directors caused by the death, resignation or expulsion of any director shall be filled in such manner and for such a period as the Bylaws shall provide
- C. This corporation shall have no corporate seal.
- D. Amendments shall be as follows:
- 1) After an amendment to the Articles of Incorporation has first been proposed by the Board of Directors in accordance with the Indiana Not-For-Profit Corporation Act, amendments to these Articles may be made at an Annual Meeting of the Membership or upon Special Meeting of the membership specifically called for such purpose, with the proposed amendment set out in the notice of the meeting as required by the Bylaws, upon an affirmative vote of a majority of the voting members present at such meeting, in person or by proxy in writing and signed.
 - 2) Amendments to the Bylaws shall be governed by provisions of the Bylaws.
- E. Indemnification of Directors and Officers shall be as follows:
- 1) The corporation shall indemnify each person who is or was a director or officer of the corporation against any and all liability (as defined hereinafter) resulting from any civil suit (whether brought by a third party or brought by or in the right of the corporation), in which he may become involved as a party, by reason of his being or having been a director or officer of the corporation or by reason of any past or future action taken or not taken in his capacity as such director or officer, whether or not he continues to be such at the time such liability is incurred; provided, that such person acted in good faith and a manner he reasonably believed to be in the best interests of the corporation. Notwithstanding the foregoing, there shall be no indemnification (a) as to amounts paid or payable to the Corporation for or based upon the director or

officer having gained in fact any personal profit or advantage to which he was not legally entitled or (b) with respect to matters as to which indemnification would be in contravention of the laws of the state of Indiana or of the United States of America, whether as a matter of public policy or pursuant to the statutory provisions. As used in this indemnification, the term “liability” shall mean and be limited to amounts paid in reasonable settlement or in satisfaction of civil judgments, but shall not include fines or penalties levied under criminal statutes nor shall it include expenses, fees or disbursements.

- 2) Any such director or officer shall be entitled to indemnification only if (a) the Board of Directors, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to such suit shall find that the director or officer has met the applicable standards of conduct set forth in paragraph 1 of this indemnification, or (b) outside legal counsel engaged by the corporation (who may be regular counsel of the corporation) shall deliver to the corporation its written opinion that such director or officer has met such applicable standards of conduct, or (c) a court of competent jurisdiction has determined that such director or officer has met such standards, in an action brought either by the corporation, or by the director or officer seeking indemnification, applying de novo such applicable standards of conduct. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the applicable standards of conduct set forth in paragraph 1 of this indemnification.
- 3) The provisions of this indemnification shall be applicable to suits made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof. If several claims, Issues, or matters of action are involved, any such director or officer may be entitled to Indemnification as to some matters even though he is not so entitled as to others. The rights of indemnification provided hereunder shall be in addition to any rights to which any director or officer concerned may otherwise be entitled by contract or as a matter of law, and shall Inure to the benefit of the heirs, executors and administrators of any such director or officer.

Updated and Approved 10/07/08