

1735 Homan Ave
Schu Du 46375



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7/8-91) Corporate Form No 364-2 (May 1988)
Articles of Amendment (Amending Individual Articles Only) Nonprofit
Prescribed by Joseph H. Hogsett Secretary of State of Indiana
Approved by State Board of Accounts 1991

INSTRUCTIONS: Present 2 originally executed copies to:

FILING FEE IS \$30.00

SECRETARY OF STATE
302 W WASHINGTON ST RM E018
INDIANAPOLIS IN 46204

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

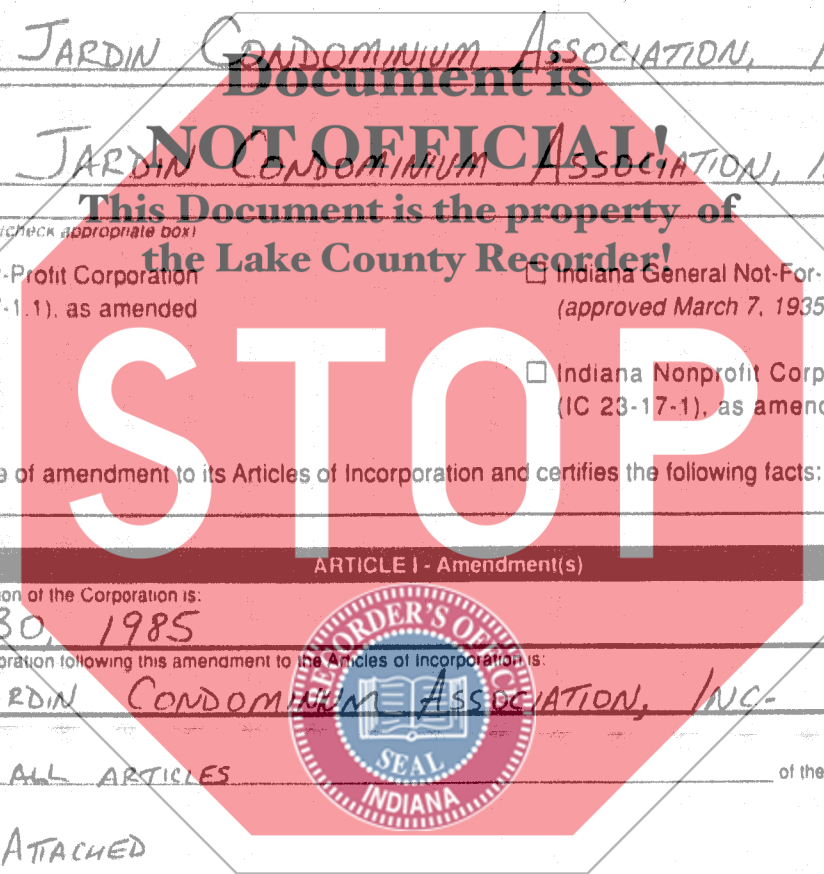
LE JARDIN CONDOMINIUM ASSOCIATION, INC.

The undersigned officers of
LE JARDIN CONDOMINIUM ASSOCIATION, INC.

This Corporation exists pursuant to (check appropriate box)
 The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1), as amended
 Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
 Indiana Nonprofit Corporation (IC 23-17-1), as amended

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

95 JAN - 9 AM 10:08
AMASA R. COBBY
CHIEF DEPT. RECORDER
STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD



ARTICLE I - Amendment(s)

SECTION 1 The date of incorporation of the Corporation is:
JULY 30, 1985

SECTION 2 The name of the Corporation following this amendment to the Articles of Incorporation is:
LE JARDIN CONDOMINIUM ASSOCIATION, INC.

SECTION 3 The exact text of Articles) **ALL ARTICLES** of the Articles of Incorporation is now as follows.

SEE ATTACHED

FILED

JAN 9 1995

[Handwritten signature]

000372

4200

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) SEE ATTACHED of the Articles of Incorporation and directing a meeting of the members, to be held on OCTOBER 12, 1994 allowing such members to vote on the proposed amendment.

The resolution was adopted by: (select appropriate paragraph)

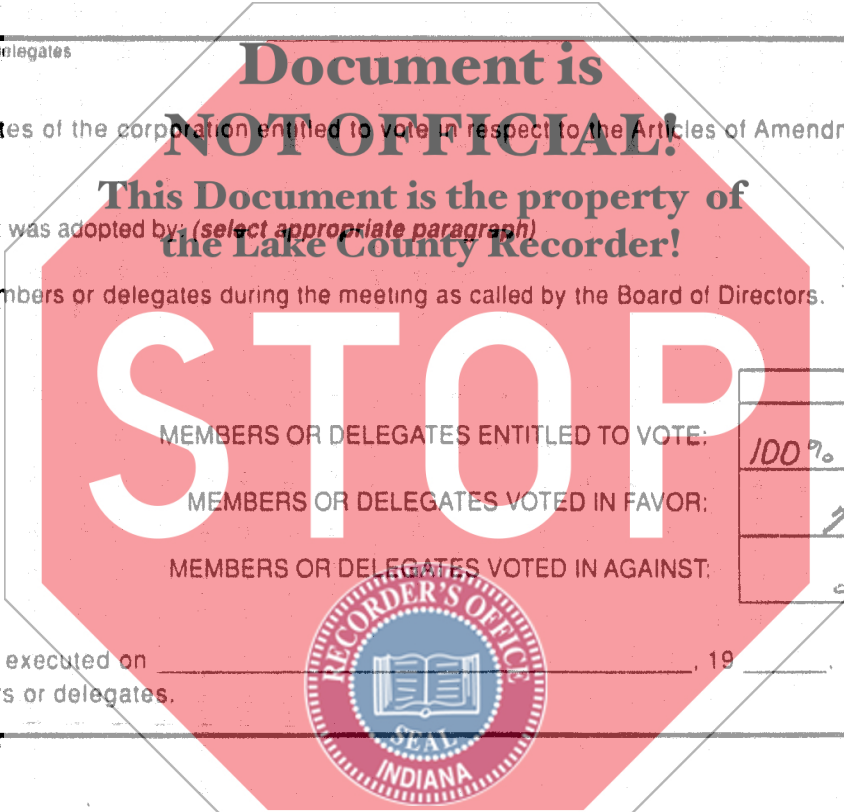
- a. Vote of the Board of Directors at a meeting held on October 12, 19 94, at which a quorum of such Board was present.
- b. Written consent executed on _____, 19 _____, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: (select appropriate paragraph)

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:



	TOTAL
MEMBERS OR DELEGATES ENTITLED TO VOTE:	100% OF ALL PERCENTAGE INTERESTS
MEMBERS OR DELEGATES VOTED IN FAVOR:	75.75%
MEMBERS OR DELEGATES VOTED IN AGAINST:	2.58%

- b. Written consent executed on _____, 19 _____, and signed by at least 80% of such members or delegates.

SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

SECTION 4: Compliance with legal requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

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

Signature of current Officer

Edward C. Trainer

Printed name of Officer

EDWARD C. TRAINER

Title of Officer

President

**ARTICLES OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LE JARDIN CONDOMINIUM ASSOCIATION, INC.**

The undersigned officer of Le Jardin Condominium Association, Inc., a corporation originally established pursuant to the Indiana Not-For-Profit Corporation Act of 1971, and incorporated under the terms and conditions of a certain "Le Jardin Condominium Declaration of Condominium," said Declaration being recorded in the Lake County Recorder's Office on the 19th day of December, 1985, as Instrument No. 833653 and 833564 at Book 60, Page 34, said Declaration and all amendments and supplements thereto hereafter referred to as "Declaration", and being currently governed by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), gives notice of the amendment of and executes the following Amended and Restated Articles of Incorporation. The Declaration is incorporated herein by reference. All of the covenants, rights, restrictions, and liabilities contained in the Declaration shall apply to and govern the interpretation of these Amended and Restated Articles of Incorporation and the Code of By-Laws. The definitions and terms, as defined and used in the Declaration, shall have the same meaning in these Amended and Restated Articles of Incorporation and the Code of By-Laws, and reference is specifically made to Article I of the Declaration containing definitions for terms.

ARTICLE I

NAME

The name of the corporation is Le Jardin Condominium Association, Inc. (hereafter referred to as "Corporation").

ARTICLE II

TYPE OF CORPORATION

This is a mutual benefit corporation.

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Section 3.1. Purposes. This Document is the property of the Lake County Recorder!

The purposes for which the Corporation is formed are to provide for the maintenance, repair, upkeep, replacement, administration, operation and management of the Common Areas and Facilities and such other portions of the Properties within the Le Jardin horizontal property regime located in Schererville, Lake County, Indiana as designated in the Declaration, to pay any other necessary expenses and costs in connection with the same in accordance with the Declaration and to perform such other functions as may be designated to it.

Section 3.2. Powers. Subject to any limitation or restriction imposed by the Act, the Indiana Horizontal Property Act, any other law, the Declaration, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

- (a) To exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as

set forth in the Declaration and By-Laws, as the same may be amended from time to time;

(b) To establish, levy, collect and enforce payment by any lawful means of any charges or assessments made against Members or others pursuant to the terms of the Declaration; to pay all expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation including any license fees, taxes or other governmental charges levied or imposed against the property of the Corporation;

(c) To borrow money and, with the consent of a Majority of the Vote as defined in Section 5.4(d) hereof, mortgage, pledge, deed in trust or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(d) To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business;

(e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property which is held in title by this Corporation in connection with the affairs of the Corporation in accordance with the terms of the Declaration;

(f) Sue, be sued, complain, and defend in the Corporation's corporate name;

(g) Make and amend By-Laws not inconsistent with the Corporation's Articles of Incorporation, the Act, the Declaration or with Indiana law for managing the affairs of the Corporation;

(h) Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, and define the duties and fix the compensation of directors, officers, employees and agents;

(i) Purchase and maintain insurance on behalf of any individual who:

(1) is or was a director, an officer, an employee, or an agent of the Corporation, or

(2) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this article;

(j) To levy liquidated damages payable to the Corporation against any Owner or resident within Le Jardin for a violation of any of the covenants or restrictions contained in these Articles of Incorporation, the By-Laws, the Declaration, the Indiana Horizontal Property Act, or the Act. The amounts of such liquidated damages for various violations or categories or types of violations as well as the frequency at which they shall be

levied shall be as set forth in rules and regulations promulgated by the Board of Directors from time to time. Such liquidated damages shall become a part of the Special Assessments as set forth in the Declaration, subject to collection in the same manner as the Annual Assessments;

(k) To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove and hereinbelow, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Act as now or hereafter amended and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove and hereinbelow, but subject to any limitation or restriction imposed by the Act, by any other law, by these Articles of Incorporation, or by the Declaration; provided further, however, that if there is any conflict between the powers established in these Articles of Incorporation and the terms and provisions of the Declaration, the terms and provisions of the Declaration shall govern;

(l) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation or the Declaration;

(m) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Corporation is formed.

Section 3.3. Limitation of Activities. The Corporation shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to Members for services actually rendered; nor shall it prohibit the Corporation from charging a fee for services rendered; nor shall it prohibit the Corporation from charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised do not inure to the profit of its Members.

ARTICLE IV

REGISTERED AGENT, REGISTERED OFFICE AND PRINCIPAL OFFICE

Section 4.1 Registered Agent and Registered Office. The name and street address of the Corporation's registered agent for service of process is Jack Earnshaw, 1735 Homan Drive, Schererville, Indiana 46375. The address of the Corporation's registered office for service of process is 1735 Homan Drive, Schererville, Indiana 46375.

Section 4.2 Principal Office. The post office address of the principal office of the Corporation is 1735 Homan Drive, Schererville, Indiana 46375.

ARTICLE V

MEMBERSHIP

Section 5.1. Members. Every person or entity who owns one or more Apartments, including contract sellers, shall automatically upon becoming an Owner of a Apartment be and become a Member of the Corporation; provided, however, that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 5.2. Rights, Preferences, Limitations and Restrictions of Classes. All Members shall have the same rights, privileges, duties, liabilities, and obligations as the other Members. All Members shall abide by the Articles of Incorporation, the Code of By-Laws, the rules and regulations adopted by the Board of Directors, the Indiana Horizontal Property Act, and all covenants, restrictions and other provisions contained in the Declaration.

Section 5.3. Classes of Members and Number of Votes. The Corporation shall have one class of membership, of which all Members shall be a part. Each Member shall be entitled to that number of votes which is equal to the Apartment's Share (defined in the Declaration as the percentage interest attributed to each Apartment) as such Share is set forth in the Statement of Interest in the Declaration and in Exhibit "A" attached thereto for each Apartment of which such Member is the Owner with respect to each matter submitted to a vote of Members upon which the Members are entitled to vote. The total number of votes for all

Owners will be one hundred (100). When more than one (1) person constitutes the Owner of a particular Apartment, all such persons shall be Members of the Corporation, but all of such persons shall have only such number of votes for such Apartment, which votes shall be exercised as they among themselves determine, but in no event shall such number of votes be cast with respect to any such Apartment.

Section 5.4. Voting Rights of Members. Each Member in good standing shall be entitled to voting rights as follows:

(a) Number of Votes. To avoid fractional votes and to facilitate the orderly conduct of the meeting, each Member shall be entitled to cast such number of votes as described in Section 5.3 above for each Apartment owned on each matter coming before the meeting. The total number of votes for or against any matter shall then be divided either by one hundred (100) to determine the respective proportions of members who support or oppose such matter, or by the number of votes of the Owners who are present or represented at such meeting to determine the respective proportions of Members present or represented at such meeting who support or oppose such matter.

(b) Voting by Corporation or Trust. Where a corporation or trust is an Owner or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the board of directors of such corporation shall cast the vote to which the corporation is entitled.

(c) Proxy. A Member may vote either in person or by his duly authorized and designated attorney-in-fact. Where voting is by proxy, the Member shall duly designate his attorney-in-fact in writing, delivered to the Corporation prior to the commencement of the meeting.

(d) Quorum. Except where otherwise expressly provided in the Declaration, these Articles, the By-Laws, the Indiana Horizontal Property Act, or the Act, the presence of Members or their duly authorized representatives owning ten percent (10%) of the total number of votes of all Owners (the total number of votes being 100) shall constitute a quorum at all meetings. As used elsewhere in these Articles and in the Code of By-Laws, the term "Majority of the Members" shall mean, unless otherwise expressly indicated, more than fifty percent (50%) of the total number of votes of all Owners as determined by the applicable provisions set forth in the Declaration, and the term "Majority of the Vote" shall mean a majority of the votes present or represented at such meeting at which a quorum is present.

(e) Definition of "Owner" The term "Owner" means a person, firm, corporation, partnership, association, trust or other legal entity, or any combination thereof, who owns the fee simple title to a Apartment. Persons or entities owning a single Apartment as tenants in common, joint tenants, or tenants by the entireties shall be deemed one Owner.

Section 5.5. Rights, Preferences, Limitations and Restrictions of Members.

Any Member who fails to comply with the requirements of these Articles, the Declaration, the By-Laws or the rules and regulations made pursuant thereto, including the payment of assessments, shall, if a majority of the Board of Directors by an affirmative vote at a Board of Directors' meeting so determine, during the time period of such failure, suspend his or its membership rights and interest to use the amenities and to vote on any matter coming before the Members. However, a Member may not be so suspended and a membership may not be suspended except under a procedure adopted by resolution of a majority of the Board of Directors that is fair, reasonable and carried out in good faith. Such a procedure shall fully comply with the Act, as amended.

Section 5.6. Meetings of Members. Meetings of Members may be held on the Property or at any place inside Lake County, Indiana, which shall be designated by the Board of Directors of the Corporation, or as the By-Laws may designate.



The period during which the Corporation shall continue as a corporation is perpetual.

ARTICLE VII

DIRECTORS

Section 7.1. Number of Directors. The number of the Directors of this Corporation shall be not less than three (3) nor more

than nine (9) as prescribed from time to time in the By-Laws of the Corporation; but in no event shall the minimum number of Directors be less than three (3). Whenever the By-Laws do not specify the exact number, the number of Directors shall be five (5). The qualification of Directors and the election of Directors shall be as prescribed from time to time in the By-Laws of the Corporation.

Section 7.2. Election of Directors. The Board of Directors shall be elected by ballot at the annual meeting of the Members and each Director shall hold office for a term of three (3) years or until his or her successor shall have been elected and qualified.

Section 7.3. Vacancies in the Board of Directors. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, other than a vacancy created by removal or an increase in the number of Directors, shall be filled until the next annual meeting of the Members through a vote of a majority of the remaining members of the Board, unless specified otherwise in the By-Laws. At the first annual meeting following any such vacancy, a Director shall be elected by the Owners to serve for the balance of the term of the Director in respect to whom there has been a vacancy.

Section 7.4. Removal of Directors. A Director or Directors, elected by the Owners or elected by the Directors to fill a vacancy, may be removed by the Owners with or without cause if the number of votes cast to remove would be sufficient to elect

the Director(s) at a meeting to elect Directors. A Director or Directors elected by the Owners may be removed by the Owners only at a meeting called for the purpose of removing the Director(s). The meeting notice must state that the purpose of the meeting is for voting upon the removal of the Director(s). In such case, his or their successor(s) shall be elected by the Owners at the same meeting from eligible Owners nominated at the meeting to serve for the remainder of the term(s) of the removed Director or Directors.

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The incorporators of the Corporation are as specified in the original Articles of Incorporation of the Corporation.

STOP

**ARTICLE IX
STATEMENT OF PROPERTY**

All assets and liabilities, real, personal, and otherwise are in no way changed by these Amended and Restated Articles of Incorporation and they stand for and constitute all of the assets and liabilities of the Corporation.



ARTICLE X

**PROVISIONS FOR REGULATION OF BUSINESS
AND CONDUCT OF AFFAIRS OF THE CORPORATION**

Section 10.1. Powers Exercised by Board. Subject to any limitations or restrictions imposed by law, by these amended Articles of Incorporation or by the Declaration, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of

the Corporation without prior authorization or subsequent approval of the Members of the Corporation or of any other person or entities.

Section 10.2. 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 10.3. Dissolution. The Corporation may be dissolved only with the written consent of all Members.

Section 10.4. Distribution of Property On the Voluntary or Involuntary Dissolution of the Corporation. Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by dedicating the same to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Section 10.5. Amendment of Articles of Incorporation. Amendment to the Articles of Incorporation shall require the consent of at least a Majority of the Members as defined in section 5.4(d) hereof.

Section 10.6. No Private Benefit. 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 to any other person whomsoever except for reasonable compensation for services actually rendered to the Corporation.

Section 10.7. Indemnification. The Board of Directors of this Corporation may, at its discretion, indemnify any or all directors, officers, employees, or agents or former directors, officers, employees or agents of the Corporation, as shall be prescribed from time to time in the By-Laws of the Corporation. Whenever the By-Laws of the Corporation shall not specify any indemnification for the benefit of each above-named persons, all such above-named persons shall have all rights of indemnification as are proscribed in the Act.

Section 10.8. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation.

Section 10.9. By-Laws. The By-Laws of the Corporation may be amended as set forth in the By-Laws. Said By-Laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Amended and Restated Articles of Incorporation and certify the truth of the facts herein stated, this 5th day of January, 1995.

Edward C. Traher
Signature

EDWARD C. TRAHER
Printed

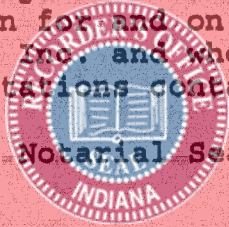
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STATE OF INDIANA)
COUNTY OF LAKE)

Before me a Notary Public in and for said County and State, personally appeared EDWARD C. TRAHER, the of Le Jardin Condominium Association, Inc., who acknowledged execution of the foregoing Articles of Amended & Restated Articles of Incorporation for and on behalf of said Le Jardin Condominium Association, Inc. and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal this 5th day of JANUARY, 1995.



Marilyn Weatherly
Notary Public

Marilyn Weatherly
Printed

My Commission Expires:

Feb. 14, 1998

Residence County: Porter