

ARTICLES OF INCORPORATION

OF

EPWORTH FOREST ADMINISTRATION COMMITTEE, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, executes the following Articles of Incorporation:

ARTICLE I

Name

Section 1.01. Name and Type. The name of this Corporation shall be Epworth Forest Pier Administration Committee, Inc. This Corporation is a mutual benefit corporation. Certain capitalized words used herein shall have the meaning set forth in Article X below.

ARTICLE II

Purposes and Powers

Section 2.01. Primary Purposes. The purposes for which this Corporation is formed are to manage all rights, obligations and disputes related to the easement created by the original Plat and defined by the 1994 Judgment and subsequent rulings and to accept the assignment from the Conference.

Section 2.02. Purposes. These Articles of Incorporation creating the Epworth Forest Administration Committee, Inc. are adopted as contemplated by, and in accordance with the 2014 Order, whereby the Conference's managerial rights and obligations arising under the 1994 Judgment, as well as the rights and obligations as proprietor of the plat of Epworth Forest, are hereby transferred by the Conference to the Corporation. The 1994 Judgment is incorporated herein by reference, and all of the standards, rights, liabilities, covenants and restrictions and other terms and provisions contained in such 1994 Judgment, and any subsequent orders including, but not limited to, the 2014 Order thereto shall apply to and govern the interpretation of these Articles and Bylaws of the Corporation. The purposes for which the Corporation is organized, and will at all times be operated, are to administer and enforce the standards, covenants and restrictions contained in the 1994 Judgment; to provide for the maintenance, repair, upkeep, replacement, administration, management and operation of the Easement; to promote the health, safety, common good, and social welfare of the Owners; and to perform such other functions relating to the operation and maintenance of the Easement as determined by its Board of Directors to be advisable or appropriate.

Section 2.03. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, by the 1994 Judgment, by the 2014 Order, by the Bylaws, or the Articles, and solely in furtherance of but not in addition to the purposes set forth in Sections 2.01 and 2.02 of these Articles, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

A. To exercise all of the powers and privileges and to perform all of the Conference's managerial duties and obligations as set forth in the 1994 Judgment and 2014 Order and as may be altered following any appeal;

B. To exercise all of the powers and privileges and to perform all of the duties, obligations, debts of the Conference, to the extent assigned or conveyed to the Corporation through the 2014 Order;

C. To collect reasonable attorney fees if it prevails in an enforcement action for failure to timely pay duly assessed pier fees, failure to comply with a pier assignment, or other material failure to comply with any duly enacted Court Order or rule or regulation; however, there shall be no right of the Corporation to collect attorney's fees incurred in connection with the Easement Termination Litigation, as defined by the 2014 Order, to the extent it is refiled, or in connection with any refusal to comply with a pier assignment by an Easement Termination Plaintiff during the pendency of the Easement Termination Litigation is refiled;

D. To waive all past-due fines or penalties relating to pier fees if the underlying pier fees are fully paid by May 1, 2014;

E. To levy reasonable fines for violations of policies and pier assignments and to levy reasonable late fees for failure to pay pier fees consistent with the Court's January 21, 2014 Order;

F. To place a lien on any lot in Epworth Forest to secure payment of any assessed fee and to secure a judgment obtained against an Owner;

G. To operate under the presumption that one off-shore pier will exist per onshore lot.

H. To require proof of adequate liability insurance, from each Off-shore Owner seeking a pier, in an amount determined as reasonable, in the sole discretion of the Corporation.

I. To establish a fair, timely appeal process administered by a single enforcement administrator who shall, to the extent practicable, enforce the regulations adopted under the 1994 Judgment and specifically, should investigate and address violations of interlopers within three (3) days;

J. To develop, establish and maintain community piers where possible;

K. To ensure off-shore owners are required to access their pier locations over rights of way;

L. To fix, levy, collect, and enforce payment of all charges or Assessments made pursuant to the terms of the 1994 Judgment, the 2014 Order or the Bylaws of the Corporation by any lawful means; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

M. To make or amend Bylaws not inconsistent with the Articles or with Indiana law for managing the affairs of the Corporation;

N. To have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code section 30-4-3-3 as it may be amended from time to time;

O. To resolve disputes between Owners, as set forth in the Bylaws;

P. To prescribe reasonable rules limiting use of the Easement, provided such rules do not unreasonably interfere with the lawful, intended and continued use of a pier and are in compliance with the terms of the 1994 Judgment, 2014 Order or Bylaws; and

Q. To do all things necessary or convenient allowed under Indiana Code 23-17-4-1 et. , not inconsistent with the terms of the 1994 Judgment, 2014 Order or the law, to further the activities and affairs of the Corporation.

Section 2.04. Limitations upon Powers.

A. **Earnings.** No Member of the Corporation shall have or receive any earnings from the Corporation, except a Member who is an employee of the Corporation, in which event he or she may receive fair and reasonable compensation for his or her services as an employee; and a Member may also receive payments of principal and interest at a rate not exceeding that from time to time permitted by the Act on funds loaned or advanced by him or her to the Corporation.

B. **Loans to Directors.** The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any Director or Officer of the Corporation.

C. Prohibited Activities.

(1) No part of the net assets or net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation, or to any private individual;

(2) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal taxation under Code section 528 if the effect thereof is to subject the gross income of the Corporation to federal income taxation at rates established for corporations engaged in business for profit, unless the purposes of the Corporation set forth in Section 2.01 of these Articles cannot otherwise be achieved.

ARTICLE III Period of Existence

Section 3.01. Period of Existence. The period during which the corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Registered Office

Section 4.01. Registered Agent. The name and address of the Registered Agent in charge of the Corporation's principal office is _____, Indiana Conference United Methodist Church, 301 Pennsylvania Parkway, Suite 300, Indianapolis, Indiana 46280.

Section 4.02. Registered Office. The post office address of the registered office of the Corporation is Indiana Conference United Methodist Church, 301 Pennsylvania Parkway, Suite 300, Indianapolis, Indiana 46280.

ARTICLE V
Members

The Corporation shall have members. The characteristics, qualifications, rights, limitations, and obligations of the members are described below.

Section 5.01. Classes of Membership. The Corporation shall have three (3) classes of membership, the On-shore Owners, the Off-shore Owners and the Conference as owner of the undeveloped lots. Membership shall be appurtenant to and may not be separated from the ownership of a parcel in Epworth Forest. Each Owner shall, automatically upon becoming an Owner, be and becomes a member of the Corporation and shall remain a member until such assignment ceases, at which time his membership will terminate and the new Owner shall be and become a member of the Corporation. Every Person who is an Owner shall be a Member of the Corporation (a "Member" and collectively, "Members"). The name of such individual shall be kept on the records of the Corporation and may be changed only by written notice to the Secretary.

Section 5.02. Voting Rights. Members shall have voting rights only to elect directors to the Board of Directors pursuant to and defined by the 2014 Order and the Bylaws. The Owner of each Parcel shall have one vote in any election of directors.

Section 5.03. Suspension of Membership Rights. No Member may be expelled from membership in the Corporation for any reason.

Section 5.04. Meetings of Members. All meetings of the Members shall be held at such place within Kosciusko County, Indiana as may be specified in the respective notices or waivers of notice thereof.

ARTICLE VI
Directors

Section 6.01. Number of Directors. The number of Directors of the Corporation shall be specified from time to time in the Bylaws, but at all times, there shall be an odd number of Directors consisting of an equal number elected by On-shore Owners and an equal number elected by Off-shore Owners and one (1) "neutral" director.

Section 6.02. Meetings of Directors. Meetings of the Board of Directors of the Corporation shall be held at such place in Kosciusko County, Indiana as may be specified in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if one or more written consents thereto are signed by each member of the Board of Directors. Action taken by written consent shall be effective when the last Director signs a consent, unless a consent specifies a prior or subsequent effective date. A consent signed as described herein shall have the effect of a meeting vote and may be described as such in any document.

Section 6.03. Committees. The Board of Directors may, from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Section 6.04. Election. The initial board of directors shall be appointed by the following process:

6.04.1 The On-shore Owners shall, collectively, designate two persons as representatives on the board of directors. Those two persons may be selected by consensus, by an informal election process, and shall not require a full formal voting procedure. The On-shore Owners shall provide the names of the two members of the board of directors to their attorneys, who will provide those names to the attorneys for all parties and to the Court as necessary.

6.04.2 The Off-shore Owners shall, collectively, designate two persons as representatives on the board of directors. Those two persons may be selected by consensus, by an informal election process, and shall not require a full formal voting procedure. The Off-shore Owners shall provide the names of the two members of the board of directors to their attorneys, who will provide those names to the attorneys for all parties and to the Court as necessary.

6.04.3 As soon as they are designated, the two On-shore designated directors and the two Off-shore designated directors shall meet informally, to conduct an organizational meeting, initially for the purpose of appointment a fifth "neutral" director. In the event those four directors cannot reach agreement as to the designation of a fifth and neutral director, that impasse may be reported to the Court by counsel for any party or parties, along with a request that the Court make the designation of the fifth and neutral member of the board of directors.

Section 6.05. When there is a vacancy on the Board of Directors, and there are fewer than five (5) Directors because of the resignation, death or removal of a Director, the Board of Directors shall be prohibited from making change in these Articles or the By-Laws until the vacancy is filled with a new Director. The vacancy shall be filled by an appropriate election if it is a vacancy of a Director elected by either the Off-shore Owners collectively or the On-shore Owners collectively. In other words, should there be a vacancy of a Director representing either of those two elector groups, the replacement must be elected by a special election conducted by the appropriate group. The vacancy on the Board of Directors may not be filled by the remaining Directors.

ARTICLE VII
Incorporator

Section 7.01. Name and Address of Incorporator. The name and post office address of the incorporator is: Indiana Conference United Methodist Church, 301 Pennsylvania Parkway, Suite 300, Indianapolis, Indiana 46280.

ARTICLE VIII
Provision for Regulation and Conduct of the Affairs of the Corporation

Section 8.01. Management of Corporation. The affairs of the Corporation shall be managed solely by the Board of Directors.

Section 8.02. Code of Bylaws. The Bylaws of this Corporation shall be adopted by the first Board of Directors and recorded in the office of the Recorder of Kosciusko County, Indiana. The Board of Directors of the Corporation shall have the power, without the assent of the Members, to make, alter, amend, or repeal the Bylaws. Any such modification shall be effective upon recording in the office of the Recorder of Kosciusko County, Indiana.

Section 8.03. General Power of Directors. Subject to the provisions of these Articles of Incorporation, the Bylaws, the 1994 Judgment, the 2014 Order and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Corporation.

Section 8.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; but such power of amendment does not authorize any amendment that would permit any part of the net earnings of the Corporation to inure to the benefit of any private individual, that would modify the provisions of Section 2.04 if such modification would have the effect of disqualifying this Corporation as an organization exempt from Federal income taxation under the provisions of Code section 528, or that would be in conflict with the provisions of the Declaration or any Supplemental Declaration, provided that no amendment may be made which conflicts with any court order, or with the 1994 Judgment in 43C01-9109-CP-732.

Section 8.05. Interest of Directors or Officers in Transactions. Any contract or transaction between the Corporation and one (1) or more of its directors or officers, or between the Corporation and any firm of which one (1) or more of its directors or officers are members or employees, or in which they are interested, or between the Corporation and any other corporation or association of which one (1) or more of its directors or officers are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of any such director or officer at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote sufficient for the purpose without counting the vote or consent of any such interested director or officer. An interested director or officer may be

counted in determining the presence of a quorum at such meeting. This Section 8.04 shall not be construed to invalidate any contract or other transaction that otherwise would be valid under the common, equitable, or statutory law applicable thereto.

Section 8.06. Non-Liability. No Member or Director of the Corporation shall be liable for any of the Corporation's obligations.

Section 8.07. Conflicting Provisions. Any further provisions consistent with the Articles of Incorporation and the laws of this state for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the Directors or of the Members, may from time to time be prescribed by the Bylaws of the Corporation. If there is any conflict between these Articles and the 2014 Order, the 2014 Order shall control. If there is any conflict between these Articles and the 1994 Judgment, the 1994 Judgment shall control. If there is any conflict between these Articles and the Bylaws, these Articles shall control.

ARTICLE IX

Distribution of Assets on Dissolution or Final Liquidation

Section 9.01. The Corporation may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of all the Members. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other nonprofit organizations that have been selected by the Board of Directors and that are organized and operated for purposes substantially the same as those of the Corporation.

ARTICLE X

Definitions

Section 10.01. Terms. The following terms, as used in these Articles and in the Bylaws, unless the context clearly requires otherwise, shall mean the following:

A. "1994 Judgment" means the Kosciusko Circuit Court's August 2, 1994 Record of Submission, Findings of Fact with Opinion and Judgment in *Barnes, et al v. North Indiana Annual Conference of United Methodist Church v. Numerous Intervening Defendants*, Cause Number 43C01-9109-CP-00732 and all subsequent decisions under this cause number. The 1994 Judgment adjudicated a dispute between and among property owners in Epworth Forest community on Lake Webster over ownership rights in the littoral between the lake and platted lots immediately adjacent to the lake. In addition to adjudicating the ownership dispute, the 1994 Judgment also defined the scope of an easement in the littoral and assigned the Conference certain management responsibilities relating to the easement. "1994 Judgment" shall also include any subsequent orders of the Kosciusko Circuit Court interpreting, applying, or construing the 1994 Judgment including the January 2014 Order, as well as any rulings or following appeal.

B. "2014 Order" means (collectively) the Kosciusko Circuit Court's January 2014 Order and April 15, 2014 Order Granting Relief Pursuant to T.R. 60 Through Modified

Judgment in *Barnes, et al v. North Indiana Annual Conference of United Methodist Church v. Numerous Intervening Defendants*, cause number 43C01-9109-CP-00732.

C. “Act” means The Indiana General Nonprofit Corporation Act of 1991, as amended from time to time.

D. “Articles” means the Articles of Incorporation of the Corporation, as amended from time to time.

E. “Assessment” means all sums lawfully assessed against the Members by the Corporation or as declared by the Articles or the Bylaws.

F. “Board of Directors” means the governing body of the Corporation.

G. “Bylaws” means the Code of Bylaws of the Corporation, as amended from time to time.

H. “Conference” means the North Indiana Annual Conference of United Methodist Church.

I. “Corporation” means Epworth Forest Administration Committee, Inc., an Indiana nonprofit corporation.

J. “Easement” means, as further described in the 1994 Judgment, an easement benefiting Off-shore Owners and the Conference for the purpose of maintaining a promenade, rights of access to the shore, for all purposes designated and declared in the 1994 Judgment.

K. “Epworth Forest” means the property located in section eleven (11) township thirty-three (33) North Range seven (7) East; Kosciusko County State on Indiana as recorded in 1923 with the Recorder of Kosciusko County, Indiana.

L. “Off-shore Owners” means, as defined in the 1994 Judgment, the owners of Parcels within the plat of Epworth Forest which are not immediately adjoining the lakeshore.

M. “On-shore Owners” means, as defined in the 1994 Judgment, the owners of Parcels lying immediately adjacent to the shore of the lake.

N. “Owner” means either an Off-shore owner, On-shore Owner or the Conference as owners of Parcels within the plat of Epworth Forest on Lake Webster in Kosciusko County, Indiana.

O. “Owners” means collectively, the Off-shore Owners, On-shore Owners and Conference as owner of undeveloped Parcels within the plat of Epworth Forest.

P. “Parcel” means each lot or multiple lots as a group used for a residential structure, or any one or group of undeveloped/unimproved lots owned by the same owner.

Q. "Person" means an individual, firm, corporation, partnership, association, joint venture, trust or other legal entity, or any combination thereof.

The undersigned, being the sole Incorporator designated in Article 7, does hereby adopt these Articles of Incorporation, representing by his or her execution hereof to the Secretary of State of the State of Indiana and all Persons whom it may concern that a membership list of the Corporation for which a Certificate of Incorporation is hereby applied for has heretofore been opened in accordance with the Act and that at least one (1) Person has signed such membership list.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation and verifies, subject to penalties of perjury, that the facts contained herein are true, to the best of his or her knowledge, information and belief, this _____ day of June, 2014.

**Northern Indiana Conference of the United
Methodist Church**

Incorporator

By: _____

Title: _____